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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Hands Form Holdings Limited (the “Company”), you should at once hand this circular and the enclosed proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**HANDS FORM HOLDINGS LIMITED**

**恆新豐控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1920)**

**PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (“AGM”) to be held at The Westminister, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 19 June 2020 at 10:00 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof, should you so wish and in such event, the form of proxy shall be deemed to be revoked.

29 April 2020

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at The Westminister, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 19 June 2020 at 10:00 a.m., or any adjournment thereof;
“AGM Notice”	the notice convening the AGM as set out on pages 13 to 16 of this circular;
“Articles” or “Articles of Association”	the articles of association of the Company as amended from time to time by resolution of the Shareholders;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed to it in the Listing Rules;
“Capitalisation Issue”	the issue of 1,949,990,000 Shares made upon capitalisation of an amount at HK\$19,499,900 standing to the credit of the share premium account of the Company;
“Company”	Hands Form Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the main board of the Stock Exchange;
“core connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate;

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## DEFINITIONS

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“Latest Practicable Date”	24 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Date”	16 August 2019, being the date of listing of Shares on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“Placing”	the conditional placing of the 585,000,000 offer Shares, at the offer price of HK\$0.20 per Share with professional, institutional and individual investors by the underwriters on behalf of the Company;
“Prospectus”	prospectus of the Company dated 6 August 2019;
“Public Offer”	the conditional offering by the Company of 65,000,000 offer Shares for subscription in Hong Kong at the offer price of HK\$0.20 per Share and subject to the terms and conditions as described in the Prospectus;
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers, as amended from time to time; and
“%”	per cent.

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## LETTER FROM THE BOARD

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# HANDS FORM HOLDINGS LIMITED

## 恆新豐控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1920)**

*Executive Directors:*

Mr. Cheung Kwok Fai Adam

*(Chairman and Chief Executive Officer)*

Mr. Ng Sheung Chung

Mr. Ma Kan Sun

*Registered Office:*

Clifton House

75 Fort Street, P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Non-executive Director:*

Mr. Chong Kan Kin

*Principal Place of Business in Hong Kong:*

Room 9, 2/F

Hang Bong Commercial Centre

28 Shanghai Street

Jordan, Kowloon

Hong Kong

*Independent non-executive Directors:*

Mr. Pak Shek Kuen

Mr. Lo Chi Hung

Mr. Ho Kwok Lung

29 April 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and information regarding the resolutions to be proposed at the AGM relating to (i) the granting to the Directors of the Issue Mandate; (ii) the granting to the Directors of the Repurchase Mandate; (iii) the extension of the Issue Mandate to Shares repurchased pursuant to the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

Pursuant to the written resolutions of the then sole Shareholder passed on 22 July 2019, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalisation Issue and the Share Offer (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus) or any options which may be granted under the Share Option Scheme (as defined in the Prospectus)); (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalisation Issue and the Share Offer (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus) or any options which may be granted under the Share Option Scheme (as defined in the Prospectus)); and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 4 to 6 set out in the notice of AGM on pages 13 to 16 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 2,600,000,000 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 520,000,000 Shares.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Cheung Kwok Fai Adam, Mr. Ng Sheung Chung and Mr. Ma Kan Sun as executive Directors; Mr. Chong Kan Kin as non-executive Director; and Mr. Pak Shek Kuen, Mr. Lo Chi Hung and Mr. Ho Kwok Lung as independent non-executive Directors.

In accordance with Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 108 of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Chong Kan Kin, Mr. Pak Shek Kuen and Mr. Ho Kwok Lung will retire from office at the AGM and, being eligible, offer themselves for re-election. Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

Set out on pages 13 to 16 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of AGM, including (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate to Shares repurchased pursuant to the Repurchase Mandate; and (d) the re-election of Directors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders to vote in favor of the resolutions to be proposed at the AGM.

### GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**Hands Form Holdings Limited**  
**Cheung Kwok Fai Adam**  
*Chairman*



*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

### **1. Repurchase of securities from core connected persons**

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company nor have any such core connected persons undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is passed.

### **2. Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,600,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 260,000,000 fully paid Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

### **3. Reasons for the repurchase**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

### **4. Funding of repurchases**

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the applicable laws of the Cayman Islands, the memorandum of association of the Company and the Articles of Association and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2019, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 5. Share prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the period from the Listing Date up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
August (since the Listing Date)	0.190	0.155
September	0.211	0.159
October	0.207	0.153
November	0.221	0.169
December	0.202	0.177
<b>2020</b>		
January	0.198	0.167
February	0.176	0.159
March	0.176	0.135
April (up to the Latest Practicable Date)	0.143	0.130

## 6. Directors and their close associates

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

## 7. Directors' undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

## 8. Disclosure of interests and minimum public holdings

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company and the Articles of Association and the applicable laws of the Cayman Islands.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Cheung Kwok Fai Adam ("**Mr. Adam Cheung**"), an executive Director, together with a company controlled by them, held 1,950,000,000 Shares, representing 75% of the entire issued share capital of the Company. The 1,950,000,000 Shares are owned by Wonderful Renown Limited ("**Wonderful Renown**") which is beneficially owned by Mr. Adam Cheung as to 84% and Ms. Cheung Lai Chun ("**Ms. LC Cheung**") as to 16%. Mr. Adam Cheung, Ms. LC Cheung and Wonderful Renown are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code) pursuant to the deed of confirmation and undertaking dated 21 February 2019. As such, Mr. Adam Cheung, Ms. LC Cheung and Wonderful Renown will together control 75% of the entire issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full, the interest of Wonderful Renown will increase to approximately 83.33%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 25%.

In respect of the public float, the Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Listing Rules.

## **9. Shares repurchase made by the Company**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM.

**Mr. Chong Kan Kin** (鍾勤健) (“**Mr. Chong**”), aged 49, was appointed as a non-executive Director on 24 April 2020. He is also a member of the Remuneration Committee and Nomination Committee. He is primarily responsible for providing strategic advice to the Board on the Group’s business development, policy and performance.

Mr. Chong obtained a degree of Bachelor of Science in Computer Science from Jinan University (暨南大學) in June 1996. Mr. Chong has over 10 years of experience in the field of real estate consultancy and has extensive experience in information technology.

Mr. Chong signed a letter of appointment issued by the Company on 24 April 2020 for an initial term of one year commencing from 24 April 2020 and shall thereafter continue year to year unless otherwise terminated by not less than one month’s notice in writing served by either party on the other or as may be agreed between Mr. Chong and the Company. He is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles. Pursuant to the terms of the letter of appointment, Mr. Chong is entitled to a director’s fee of HK\$144,000 per annum.

Save as disclosed above, Mr. Chong has not been a director of any other listed companies in the last three years and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

**Mr. Pak Shek Kuen** (白錫權) (“**Mr. Pak**”), aged 61, was appointed as an independent non-executive Director on 21 July 2019. He is also the chairman of the Audit Committee, and a member of the Remuneration Committee and Nomination Committee. He is primarily responsible for providing independent judgment to bear on issues of strategy, policy, performance, accountability, resource, key appoints and standard of conduct of the Group.

Mr. Pak obtained a Master of Business Administration from City University of Hong Kong in November 1995. He further obtained a Master of Science in Electronic Commerce and Internet Computing from The University of Hong Kong in December 2003. Mr. Pak has been an associate of The Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants) since April 1988. He was admitted an associate of The Chartered Association of Certified Accountants in July 1988 and further admitted a fellow of The Chartered Association of Certified Accountants in July 1993.

Mr. Pak has over 39 years of experience in the fields of internal audit, treasury, risk management and business management.

Mr. Pak signed a letter of appointment issued by the Company on 21 July 2019 for an initial term of one year commencing from the Listing Date and shall thereafter continue year to year unless otherwise terminated by not less than one month’s notice in writing served by either party on the other or as may be agreed between Mr. Pak and the Company. He is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles. Pursuant to the terms of the letter of appointment, Mr. Pak is entitled to a director’s fee of HK\$144,000 per annum.

Save as disclosed above, Mr. Pak has not been a director of any other listed companies in the last three years and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

**Ho Kwok Lung** (何國龍) (“**Mr. Ho**”), aged 39, was appointed as an independent non-executive Director on 21 July 2019. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. He is primarily responsible for providing independent judgment to bear on issues of strategy, policy, performance, accountability, resource, key appoints and standard of conduct of the Group.

Mr. Ho obtained a Professional Diploma in Construction Project Management from The University of Hong Kong School of Professional and Continuing Education in July 2005 and a Bachelor of Applied Science (Construction Management and Economics) from Curtin University of Technology in Australia in February 2008.

Mr. Ho has over 19 years of experience in the construction industry. He has worked at various construction contractors in Hong Kong, including Gammon Construction Limited where his last position was construction supervisor from August 2000 to May 2008, Kin Sum Construction Company Limited where he was a site engineer from December 2010 to February 2014, New City Construction Company Limited as a site agent from March 2014 to December 2015, and Chi Sum Engineering Limited as an assistant project manager and director since January 2016.

Mr. Ho signed a letter of appointment issued by the Company on 21 July 2019 for an initial term of one year commencing from the Listing Date and shall thereafter continue year to year unless otherwise terminated by not less than one month’s notice in writing served by either party on the other or as may be agreed between Mr. Ho and the Company. He is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles. Pursuant to the terms of the letter of appointment, Mr. Ho is entitled to a director’s fee of HK\$120,000 per annum.

Save as disclosed above, Mr. Ho has not been a director of any other listed companies in the last three years and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### HANDS FORM HOLDINGS LIMITED

### 恆新豐控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1920)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Hands Form Holdings Limited (the “**Company**”) will be held at The Westminster, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 19 June 2020 at 10:00 a.m. (or any adjournment thereof) for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent auditor of the Company and its subsidiaries for the year ended 31 December 2019.
2.
  - (a) To re-elect Mr. Chong Kan Kin as a non-executive Director.
  - (b) To re-elect Mr. Pak Shek Kuen as an independent non-executive Director.
  - (c) To re-elect Mr. Ho Kwok Lung as an independent non-executive Director.
  - (d) To authorise the board of Directors (the “**Board**”) to fix their remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company and to authorise the Board to fix its remuneration.
4. “**THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
    - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

Yours faithfully,  
By order of the Board  
**Hands Form Holdings Limited**  
**Cheung Kwok Fai Adam**  
*Chairman*

Hong Kong, 29 April 2020

*Registered Office:*  
Clifton House  
75 Fort Street, P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*  
Room 9, 2/F  
Hang Bong Commercial Centre  
28 Shanghai Street  
Jordan, Kowloon  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 16 June 2020 to Friday, 19 June 2020, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 15 June 2020.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
5. With respect to resolution no. 2 of this notice, Mr. Chong Kan Kin, Mr. Pak Shek Kuen and Mr. Ho Kwok Lung shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange are set out in the circular of the Company dated 29 April 2020.

*As at the date of this notice, the board of Directors comprises Mr. Cheung Kwok Fai Adam, Mr. Ng Sheung Chung and Mr. Ma Kan Sun as executive Directors, Mr. Chong Kan Kin as non-executive Director and Mr. Pak Shek Kuen, Mr. Lo Chi Hung and Mr. Ho Kwok Lung as independent non-executive Directors.*