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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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Everbright Grand China Assets Limited, you should at once hand this circular, together with the enclosed form of proxy, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**EVERBRIGHT GRAND CHINA ASSETS LIMITED**  
**光大永年有限公司**

*(Incorporated in the British Virgin Islands with limited liability and  
transferred by way of continuation into the Cayman Islands)*

**(Stock code: 3699)**

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

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The notice convening the Annual General Meeting of Everbright Grand China Assets Limited to be held at Salon II & III, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 10 June 2021 at 2:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, 8 June 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ebgca.com.hk](http://www.ebgca.com.hk)).

# *References to time and dates in this circular are to Hong Kong time and dates.*

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page 24 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Annual General Meeting, including:

- compulsory body temperature checks and health declarations
- compulsory wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Salon II & III, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 10 June 2021 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 23 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Everbright Grand China Assets Limited, a company incorporated in the British Virgin Islands with limited liability and transferred by way of continuation into the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	16 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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
“PRC”	the People’s Republic of China
“SFO”	The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of US\$0.1 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time

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LETTER FROM THE BOARD

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**EVERBRIGHT GRAND CHINA ASSETS LIMITED**  
**光大永年有限公司**

*(Incorporated in the British Virgin Islands with limited liability and  
transferred by way of continuation into the Cayman Islands)*

**(Stock code: 3699)**

*Executive Directors:*

Mr. LIU Jia (*Chairman*)

Mr. MA Heming\*

*Non-executive Directors:*

Mr. LI Yinzhong

Ms. TSE Hang Mui

*Independent Non-executive Directors:*

Mr. TSOI David

Mr. SHEK Lai Him Abraham

Mr. LEE Jor Hung

Ms. YU Pauline Wah Ling

*Registered Office:*

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Head Office and Principal Place  
of Business in Hong Kong:*

Room 1302, 13th Floor

Bank of East Asia Harbour View Centre

56 Gloucester Road

Wan Chai

Hong Kong

\* the appointment with effect from 15 April 2021

23 April 2021

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 10 June 2021.

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## **LETTER FROM THE BOARD**

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### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Articles 16.18 of the Articles of Association, Mr. Liu Jia, Mr. Li Yinzong and Mr. Shek Lai Him Abraham shall retire at the Annual General Meeting. In accordance with Articles 16.2 of the Articles of Association, Mr. Ma Heming shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors.

Mr. Abraham Shek Lai Him, the retiring independent non-executive Director of the Company, has also confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Mr. Shek currently holds more than seven directorships in other listed companies in Hong Kong. Taking into account of the relevant expertise of Mr. Shek, his good track records in attending the Company's meetings and providing positive contribution and feedbacks to the Company's affairs from time to time, the Board believes that he will make a significant contribution to the Company with his valuable professional and extensive experience as well as incisive insights gained from various listed companies and public organisations. Mr. Shek has provided a confirmation to the Company that he would ensure to devote sufficient time to the Board and the committees of the Company in which he is a member. In view of the aforesaid, Nomination Committee believes Mr. Shek would still be able to devote sufficient time to the Board.

The Nomination Committee therefore has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who are due to retire at the Annual General Meeting. The Board has endorsed the recommendation from the Nomination Committee and recommends the retiring Directors to stand for re-election at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the last annual general meeting of the Company held on 18 June 2020, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 44,140,000 Shares on the basis that the issued share capital of the Company (441,400,000 Shares) remains unchanged on the date of the Annual General Meeting).

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## LETTER FROM THE BOARD

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An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the last annual general meeting of the Company held on 18 June 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 88,280,000 Shares on the basis that the issued share capital of the Company (441,400,000 Shares) remains unchanged on the date of the Annual General Meeting). An ordinary resolution contained in item 7 of the notice of the Annual General Meeting to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

#### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 19 to 23 of this circular.

Pursuant to the Listing Rules and Article 13.5 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ebgca.com.hk](http://www.ebgca.com.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, 8 June 2021) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate and the Issuance Mandate and the extension of the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**LIU Jia**  
*Chairman*



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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **Mr. LIU Jia**

**Position and Experience**

Mr. Liu Jia (“**Mr. Liu**”), aged 56, is an executive Director, Chairman of the Board and Chief Executive Officer, the Chairman of the Investment Committee and a member of the Remuneration Committee of the Company. Mr. Liu joined the Group in November 1991 and is acting as the Director and Chairman of two Company’s subsidiaries, namely Growing China Limited and Metallic Field Limited. He is also the Director of certain subsidiaries of the Company, including Square Field Limited, First Step Corporation Limited and Everbright Grand China Assets Management Limited. Mr. Liu is currently a director of China Everbright Holdings Company Limited (“**CE Hong Kong**”).

Mr. Liu joined Capital Century Company Limited (“**Capital Century**”) in 1988. He served as the director and deputy general manager of Capital Century in 1991, mainly responsible for the day-to-day operations and property investment and management of investment projects. Since Capital Century is a subsidiary of CE Hong Kong, Mr. Liu acted as its deputy general manager in the real estate department during the period from August 1997 to March 2000, mainly responsible for the investment and business operations of real estate. At the end of 1998, Mr. Liu served as the director and general manager of China Everbright Financial Assets Management (HK) Limited (“**China EB Financial Assets**”), responsible for receiving and disposing of overseas investment assets entrusted by domestic financial management departments. China EB Financial Assets is the initial company of Huida Asset Management Ltd. Co.\* (滙達資產托管有限責任公司). In 2000, Mr. Liu was appointed as the assistant president in the head office of China Everbright Bank Company Limited and was responsible for related work matters. He was promoted as the general manager of Capital Century in 2004, upon which he became responsible for the overall operational management and strategic development. Since August 2014, Mr. Liu has been appointed and served as an executive director and deputy general manager of CE Hong Kong, as well as the chairman of Capital Century (the parent company of the Company). After the successful listing of the Company in 2018, Mr. Liu serves as the Chairman and Chief Executive Officer of the Company.

Mr. Liu graduated from the Civil Engineering Department of Nanjing Jinling Vocational University (金陵職業大學), majoring in the industrial and civil architecture, with a diploma in July 1986, and a postgraduate certificate of architecture, economics and management in Southeast University (東南大學) in August 1992. Since July 2016, he has become a fellow of the Hong Kong Institute of Directors, and was hired as an off-campus master’s supervisor in the School of International Business of Southwestern University of Finance and Economics in September 2020 for a period of one year.

Save as disclosed above, Mr. Liu has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

\* *for identification purpose only*

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### Length of service

Mr. Liu has entered into a service agreement with the Company for a term of three years commencing from 16 January 2021. Either party has the right to terminate the agreement by giving at least three months' written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

### Relationships

Save as disclosed above, Mr. Liu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

### Interests in Shares

As at the Latest Practicable Date, Mr. Liu is not interested in Shares in the Company within the meaning of Part XV of the SFO.

### Director's emoluments

Under the terms of his service agreement, Mr. Liu is not entitled to any director's fee in his capacity as an executive Director of the Company. For the year ended 31 December 2020, Mr. Liu received a total remuneration of HK\$2,335,357.20 which included salary and a discretionary bonus determined by the Remuneration Committee of the Company at its absolute discretion having regard to the Company's performance and the market situation.

### Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

When Mr. Liu served as the director of Capital Century, he was involved in legal proceedings at the Court of First Instance of Hong Kong with respect to the restoration and the subsequent dissolution of Easewin Properties Limited ("**Easewin**"), a company incorporated in Hong Kong, in which Mr. Liu held 20% of the shares as a nominee for Capital Century. The other shares of Easewin were held as to 20% and 60% by another nominee of Capital Century and the initial shareholders of Easewin (the "**Initial Shareholders**"), respectively. Prior to the nominees of Capital Century becoming shareholders in Easewin, Easewin was a family company wholly-owned by the Initial Shareholders. It participated in the development of a real estate project through a joint venture company, Sing Kong City, pursuant to the joint venture agreement (the "**JV Agreement**") entered into amongst Easewin and other entities in 1992.

In January 2001, Easewin was struck off from the register in Hong Kong by the Registrar of Companies as it failed to file annual returns with the Hong Kong Companies Registry.

In 2004, Capital Century applied to The China International Economic & Trade Arbitration Commission ("**CIETAC**") for arbitration against Easewin alleging that Easewin failed to make its capital contribution to Sing Kong City when Sing Kong City was established in 1993. For further details of the

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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history of Sing Kong City, see “History, Reorganization and Group Structure – Our Development – Development of our properties – Sing Kong City” in the prospectus of our Company dated 29 December 2017.

Pursuant to the JV Agreement, each party was required to pay its respective capital contribution in full within one month upon execution of the JV Agreement, and if any party is in default, the other parties shall be entitled to terminate the JV Agreement and claim for damages. If CIETAC made a decision in favor of Capital Century, Easewin might lose all the interests it originally held in Sing Kong City. As a result, the Initial Shareholders applied to the Court of First Instance of Hong Kong for an order that Easewin be restored to the Registrar of Companies, on the ground that Easewin might have a claim to an interest or right in Sing Kong City. In November 2004, Easewin was ordered to be restored. CIETAC held that Easewin should pay damages in the sum of RMB477,000 (the “Award”) to Capital Century. In December 2005, Capital Century sought enforcement of the Award in the Court of First Instance of Hong Kong and obtained judgment against Easewin. In 2006, Capital Century initiated legal proceedings to wind up Easewin due to Easewin’s inability to pay the judgment debt in an enforcement of the Award. The court allowed the petition and made a winding up order against Easewin on 20 September 2006.

Save as disclosed above, there is no information which is disclosable nor is Mr. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

### (2) MR. LI YINZHONG

#### Position and Experience

Mr. Li Yinzhong (“Mr. Li”), aged 56, is a non-executive Director and a member of the Audit Committee of the Company.

Prior to joining the Group, Mr. Li served as the financial manager of the Shenzhen office of China Everbright International Trust Co., Ltd. (中國光大國際信託有限公司) between August 1993 and May 1998. He had then served in the audit department of China Everbright Group Limited from May 1998 to April 2000. Mr. Li joined CE Hong Kong as the assistant general manager in the financial management department in April 2000. Between March 2003 and January 2016, he had served as the deputy general manager in the investment management department of CE Hong Kong. He has also been serving as the general manager of the audit department of CE Hong Kong since January 2008. Since January 2016, he has served as the general manager of the audit department and the person-in-charge of the investment management department of CE Hong Kong. Since April 2017, Mr. Li has been appointed as a director of CE Hong Kong. He is also the director of certain subsidiaries of CE Hong Kong.

Mr. Li obtained a bachelor degree in economics in Zhongnan University of Economics and Law (中南財經政法大學) (formerly known as Zhongnan University of Economics (中南財經大學)) in July 1987. Mr. Li has been a non-practicing member of the Chinese Institute of Certified Public Accountants since November 2004.

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Save as disclosed above, Mr. Li has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

### **Length of service**

Mr. Li has entered into a service agreement with the Company for a term of three years commencing from 16 January 2021. Either party has the right to terminate the agreement by giving at least three months' written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

### **Relationships**

Save as disclosed above, Mr. Li does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

### **Interests in Shares**

As at the Latest Practicable Date, Mr. Li is not interested in Shares in the Company within the meaning of Part XV of the SFO.

### **Director's emoluments**

Under the terms of service agreement, Mr. Li is not entitled to any basic salary or director's fee from the Group.

### **Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Mr. Li was a director of New Prospect Development Limited ("**New Prospect**"), an investment holding company incorporated in Hong Kong in August 1991 pursuant to a joint venture agreement entered into between CE Hong Kong and Ananda Holdings Limited ("**Ananda**") for the purpose of developing and operating a project called "Malaysian Cultural Village" (the "**Project**") in Singapore. Under the abovementioned agreement, the total investment amount of the Project was agreed to be SGD20 million, which were owned as to 70% and 30% by Ananda and CE Hong Kong, respectively.

In May 1992, CE Hong Kong agreed to contribute SGD6 million (approximately HK\$28.37 million) (the "**Capital Contribution**") to the capital of New Prospect. However, the persons in charge of Ananda (the "**Chan Brothers**") did not inject the Capital Contribution into New Prospect even though they held the interests in the Project in their own names.

CE Hong Kong initiated legal proceedings against Ananda and the Chan Brothers in 2002 to claim for the Capital Contribution. Ananda was ordered by the court in 2003 to be liquidated and was dissolved in 2010. After considering the risk and costs of the continuous claims, CE Hong Kong decided not to conduct

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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further investigation or engage in lawsuits, and applied to the court to liquidate New Prospect in August 2010. New Prospect was ordered to be dissolved in October 2010 on the grounds that it was unable to pay the debts in a sum of HK\$28,110,535 and it was finally dissolved in March 2015.

Mr. Li also served as a director of the following companies prior to their dissolution:

<b>Company</b>	<b>Place of Incorporation</b>	<b>Nature of Business</b>
信港置業(上海)有限公司	PRC	Property investment
福州光大物業管理有限公司	PRC	Inactive
Stalic Holdings Limited	BVI	Inactive
Saffron Investments Limited	BVI	Inactive
Beyond Top Corporation	BVI	Inactive
Oriental Wealth Limited	BVI	Inactive
Asia Like Securities Limited	BVI	Inactive
Design Right Holdings Limited	BVI	Inactive
Marvel View International Limited	BVI	Inactive
Key Logic Group Limited	Thailand	Inactive

CE Hong Kong has confirmed that (i) CE Hong Kong directly and indirectly controlled each of the above companies prior to their dissolution; (ii) Mr. Li served as a director of these companies as a nominee of CE Hong Kong; and (iii) according to the development strategies of CE Hong Kong, these companies either were sold to third parties, dissolved because they had ceased to carry on business immediately prior to dissolution, or had entered into winding up proceedings with CE Hong Kong's approval as they were unable to pay the debts or involved in legal proceedings.

Among the 11 companies in which Mr. Li served as a director prior to their dissolutions, only New Prospect was dissolved due to its inability to pay debts. Given that Mr. Li was (i) only appointed as a director of New Prospect in July 2004 and he was not involved in its operation or management prior to his appointment, thus he was not aware of Ananda's failure to inject capital and its liquidation until his appointment; and (ii) Mr. Li was appointed as a director of CE Hong Kong only in April 2017, our Directors are of the view that the dissolution of New Prospect or its inability to pay debts was not caused by any wrongful act of Mr. Li.

Save as disclosed above, there is no information which is disclosable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### (3) MR. SHEK LAI HIM ABRAHAM

#### Position and Experience

Mr. Shek Lai Him Abraham (“**Mr. Shek**”), formerly Razack Ebrahim Abdul and Abraham Razack, aged 75, is an independent non-executive Director and also the chairman of the Nomination Committee and a member of the Audit Committee of the Company. Mr. Shek joined the Group in December 2017.

Mr. Shek obtained a bachelor’s degree of arts and a diploma in education in the University of Sydney in May 1969 and March 1970, respectively. He became the honorary fellow of Lingnan University, the Hong Kong University of Science and Technology and the University of Hong Kong in November 2008, June 2014 and September 2016, respectively.

In addition to his achievements in the academic field, Mr. Shek has also earned certain honorary titles in various ambits. He was appointed as Justice of the Peace in July 1995 and awarded the Silver Bauhinia Star and Gold Bauhinia Star in the Hong Kong Special Administrative Region 2007 and 2013 Honors Lists, respectively. He has also been a member of the Advisory Committee Board of the Independent Commission Against Corruption since January 2017 and appointed as a Honorary Member of the Court of The Hong Kong University of Science & Technology since August 2020. Mr. Shek is currently a member of the Legislative Council for the Hong Kong Special Administrative Region, the Honorary Members of the Court and the Council of The University of Hong Kong, and the honorary fellow of The Education University of Hong Kong.

Mr. Shek currently serves as an independent non-executive director of the following listed companies and collective investment schemes, all of which are listed on the Stock Exchange: (a) Paliburg Holdings Limited (stock code: 0617) since July 2002; (b) Lifestyle International Holdings Limited (stock code: 1212) since March 2004; (c) Chuang’s Consortium International Limited (stock code: 0367) since May 2004; (d) NWS Holdings Limited (stock code: 0659) since September 2004; (e) Country Garden Holdings Company Limited (stock code: 2007) since March 2007; (f) SJM Holdings Limited (stock code: 0880) since January 2008; (g) Chuang’s China Investments Limited (stock code: 0298) since April 2008; (h) ITC Properties Group Limited (stock code: 0199) since September 2010; (i) China Resources Cement Holdings Limited (stock code: 1313) since January 2011; (j) Lai Fung Holdings Limited (stock code: 1125) since December 2012; (k) Cosmopolitan International Holdings Limited (stock code: 0120) since December 2013; (l) Regal Portfolio Management Limited, the manager of Regal Real Estate Investment Trust (stock code: 1881) since November 2006; and (m) Eagle Asset Management (CP) Limited, the manager of Champion Real Estate Investment Trust (stock code: 2778) since May 2006; (n) CSI Properties Limited (stock code: 0497) since July 2018; (o) Far East Consortium International Limited (stock code: 0035) since June 2019 and (p) Landing International Development Limited (stock code: 0582) since August 2020.

Besides, Mr. Shek currently serves as an executive director of Goldin Financial Holdings Limited (stock code: 0530) since March 2021.

Moreover, Mr. Shek currently serves as a non-executive director of Hao Tian International Construction Investment Group Limited (stock code: 1341) since October 2020.

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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He previously served as an independent non-executive director of the following listed companies, all of which are listed on the Stock Exchange: (a) PT International Development Corporation Limited (formerly known as “ITC Corporation Limited”) (stock code: 0372) from June 2006 to March 2017; (b) Dorsett Hospitality International Limited (previous stock code: 2266) (withdrawn from listing on the Hong Kong Stock Exchange on October 2015) from September 2010 to March 2016; (c) TUS International Limited (stock code: 0872) from June 2015 to January 2017; (d) Midas International Holdings Limited (stock code: 1172) from August 2001 to January 2018; (e) MTR Corporation Limited (stock code: 0066) from December 2007 to May 2019; (f) Hop Hing Group Holdings Limited (stock code: 0047) from April 2008 to June 2020; and (g) Goldin Financial Holdings Limited (stock code: 0530) from January 2017 to March 2021. Mr. Shek had been a non-executive director and a member of the audit committee of The Hong Kong Mortgage Corporation Limited, a public company incorporated in Hong Kong, from December 2004 to April 2016.

### **Length of service**

Mr. Shek has entered into a letter of appointment with the Company for a term of three years commencing from 16 January 2021. Either party has the right to terminate the agreement by giving at least three months’ written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

### **Relationships**

Mr. Shek does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

### **Interests in Shares**

As at the Latest Practicable Date, Mr. Shek is not interested in Shares in the Company within the meaning of Part XV of the SFO.

### **Director’s emoluments**

Under the terms of the letter of appointment, Mr. Shek received a total remuneration of approximately HK\$234,000 which included the director’s fee and meeting allowance for the year ended 31 December 2020.

### **Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Mr. Shek had served as an independent non-executive director of Titan Petrochemicals Group Limited (stock code: 1192) (“**Titan**”), a company incorporated in Bermuda and listed on the Hong Kong Stock Exchange, from February 2006 to February 2014. On 9 July 2012 (Bermuda time), a winding up petition (the “**Petition**”) was served on Titan at the Supreme Court of Bermuda (the “**Bermuda Court**”) by its shareholder which intended to redeem the outstanding shares held by it at a redemption amount equal to the notional value of such shares (being HK\$310.8 million), together with any accrued and unpaid dividends. In July 2013, the Bermuda Court struck out the Petition upon application by Titan and allowed another claimant, KTL Camden Inc. (“**Camden**”), to be substituted as the petitioner in the Petition (the

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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“**Substitution Petition**”). Camden claimed that a subsidiary of Titan was unable to pay the outstanding hiring charges pursuant to a bareboat charter party contract in the sum of approximately US\$6,853,032. The Bermuda Court ordered to set up an informal committee of creditors and appoint joint provisional liquidators to facilitate information exchange between Titan and its creditors. The Bermuda Court required Titan to consult the joint provisional liquidators with respect to its restructuring proposals and report to the Bermuda Court. In July 2016, the Bermuda Court ordered that the joint provisional liquidators be discharged and the Substitution Petition be discharged.

Save as disclosed above, there is no information which is disclosable nor is Mr. Shek involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Shek that need to be brought to the attention of the Shareholders.

#### (4) MR. MA HEMING

##### **Position and Experience**

Mr. Ma Heming (“**Mr. Ma**”), aged 52, is an executive Director, a Deputy General Manager, the member of Nomination Committee and Investment Committee of the Company. Mr. Ma joined the Group in April 2021.

Mr. Ma is experienced in real estate, international trade and public relations. From August 1990 to February 1992, Mr. Ma worked at Beijing First Construction Engineering Co., Ltd. (北京市第一建築工程有限公司). From March 1992 to September 1999, Mr. Ma worked at China Far East International Trading Corporation\* (中國遠東國際貿易總公司). From October 1999 to January 2006, Mr. Ma worked at China Public Relations Association (中國公共關係協會) (the “**Association**”). Mr. Ma was appointed as the deputy director of the Association in February 2002. From April 2011 to August 2014, Mr. Ma was appointed as the director of the Association. From February 2006 to March 2011, Mr. Ma worked at Liaison Office of the Central People's Government in the Hong Kong Special Administrative Region (中央人民政府駐香港特別行政區聯絡辦公室) (the “**Liaison Office**”). Mr. Ma was appointed as a director of the Liaison Office in May 2009. Mr. Ma has served as the deputy secretary general of Mainland, Hong Kong and Macao Trade Promotion Association\* (中國內地與港澳貿易交流促進會) since September 2014.

Mr. Ma received a certificate in Economics and Management from Beijing Youth Politics College\* (北京市青年政治學院) in July 1990 and a post-graduate certificate in Economics and Management from National Academy of Governance\* (國家行政學院) in July 2000.

Save as disclosed above, Mr. Ma has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

##### **Length of service**

Mr. Ma has entered into a service agreement with the Company for a term of three years commencing from 15 April 2021. Either party has the right to terminate the agreement by giving at least three months' written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.



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## **APPENDIX I    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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### **Relationships**

Mr. Ma does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

### **Interests in Shares**

As at the Latest Practicable Date, Mr. Ma is not interested in Shares in the Company within the meaning of Part XV of the SFO.

### **Director's emoluments**

Under the terms of his service agreement, Mr. Ma is not entitled to any director's fee in his capacity as the executive Director of the Company. Mr. Ma will be entitled to an annual salary of approximately HK\$760,000 per annum and discretionary bonus which is determined by the Remuneration Committee of the Board at its absolute discretion having regard to the Company's performance and the market situation.

### **Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no information which is disclosable nor is Mr. Ma involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ma need to be brought to the attention of the Shareholders.

*\* for identification purpose only*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 441,400,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 441,400,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 44,140,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Share Buy-back Mandate is to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
2020		
April	0.500	0.460
May	0.600	0.475
June	0.680	0.500
July	0.720	0.520
August	0.580	0.500
September	0.530	0.480
October	0.540	0.460
November	0.640	0.450
December	0.500	0.455
2021		
January	0.970	0.450
February	0.758	0.525
March	0.670	0.520
April ( <i>up to the Latest Practicable Date</i> )	0.590	0.530

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Lucky Link Investments Limited ("**Lucky Link**") and Top Charm Investments Limited ("**Top Charm**") directly hold 67.49% and 7.50% of the issued Shares, respectively. Capital Century holds 100% shares in Lucky Link and Top Charm and is therefore deemed to be interested in 297,900,000 and 33,100,000 Shares held by Lucky Link and Top Charm, respectively. Capital Century is taken to have an interest in a total of 331,000,000 Shares, representing approximately 74.99% of the total number of Shares.

If the present shareholdings and capital structure of the Company remain the same, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate beneficial interest of Capital Century would be increased to approximately 83.32% of the issued Shares, resulting in less than 25% of the issued share capital of the Company being held by the public as required under the Listing Rules. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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# 光大永年

EVERBRIGHT GRAND CHINA ASSETS

## EVERBRIGHT GRAND CHINA ASSETS LIMITED

### 光大永年有限公司

*(Incorporated in the British Virgin Islands with limited liability and transferred by way of continuation into the Cayman Islands)*

**(Stock code: 3699)**

Notice is hereby given that the Annual General Meeting of Everbright Grand China Assets Limited (the “**Company**”) will be held at Salon II & III, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 10 June 2021 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2020.
2. To declare a final dividend of RMB1.92 cents per ordinary share for the year ended 31 December 2020.
- 3(a). To re-elect Mr. LIU Jia as executive director of the Company.
- 3(b). To re-elect Mr. MA Heming as executive director of the Company.
- 3(c). To re-elect Mr. LI Yinzong as non-executive director of the Company.
- 3(d). To re-elect Mr. SHEK Lai Him Abraham as independent non-executive director of the Company.
- 3(e). To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as auditors and to authorize the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the

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## NOTICE OF ANNUAL GENERAL MEETING

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directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes 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 laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (c) for the purposes 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 laws to be held; and
- (iii) the date on which the authority set out in this resolution 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 holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares

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## NOTICE OF ANNUAL GENERAL MEETING

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repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board  
**LIU Jia**  
*Chairman*

Hong Kong, 23 April 2021

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 2:00 p.m. on Tuesday, 8 June 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 7 June 2021 to Thursday, 10 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 4 June 2021.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Friday, 18 June 2021 to Wednesday, 23 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 17 June 2021.
6. A circular containing further details concerning items 3, 5, 6 and 7 set out in the above notice will be sent to all shareholders of the Company together with the 2020 Annual Report of the Company.



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## NOTICE OF ANNUAL GENERAL MEETING

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7. If “extreme condition” caused by super typhoon or a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at any time after 9:00 a.m. on 10 June 2021, the Annual General Meeting will be postponed and the Shareholders will be informed of the date, time and venue of the postponed Annual General Meeting by a supplementary notice, posted on the respective websites of the Stock Exchange and the Company.
  
8. References to time and dates in this notice are to Hong Kong time and dates.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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The health of the Company's shareholders, staff and stakeholders is of paramount importance to the Company. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she had travelled outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and returning the proxy form attached to this document to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, 8 June 2021) or the adjourned meeting (as the case may be).

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong or to our email at [inquiry@ebgca.com.hk](mailto:inquiry@ebgca.com.hk).

If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar as follows:

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: (852) 2980 1333  
Fax: (852) 2810 8185