
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 **Neway Group Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; PROPOSED RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice of the 2021 AGM to be held at 5/F, Chung Tai Printing Group Building, 11 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Friday, 11 June 2021 at 11:30 a.m. (Hong Kong time) is set out on pages 13 to 18 of this circular. Whether or not you intend to attend and vote at the 2021 AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 11:30 a.m. (Hong Kong time) on Wednesday, 9 June 2021 or not later than 48 hours before the time appointed for holding any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 AGM should you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

Please see the section headed "PRECAUTIONARY MEASURES FOR THE 2021 AGM" in this circular for measures being taken to try to prevent and control the spread of the COVID-19 pandemic at the 2021 AGM.

30 April 2021

* For identification purpose only

PRECAUTIONARY MEASURES FOR THE 2021 AGM

The Board has made reference to the “Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation” jointly issued by the Stock Exchange and the Securities and Futures Commission of Hong Kong on 1 April 2020 in relation to the arrangement of the 2021 AGM.

Voting by proxy in advance of the 2021 AGM

The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the 2021 AGM by appointing the chairman of the 2021 AGM as their proxy instead of attending the 2021 AGM in person. **Physical attendance is not necessary for the purpose of exercising Shareholders’ rights. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2021 AGM or any adjournment thereof should they subsequently so wish.**

Precautionary measures at the 2021 AGM

The Company will implement the following precautionary measures at the 2021 AGM to safeguard the health and safety of the attending Shareholders, staff and other stakeholders:

- (i) Compulsory body temperature checks will be conducted on every attendee at the entrance of the 2021 AGM venue. Any person with a body temperature of over 37.5 degrees Celsius will be requested to stay in an isolated place for completing the voting procedures.
- (ii) All attendees are required to complete and submit at the entrance of the 2021 AGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or had physical contact with any person who to their best of knowledge has recently travelled to, any affected countries or areas outside Hong Kong (as per guidelines issued by the Hong Kong Government at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days. Any attendee who does not comply with this requirement will be requested to stay in an isolated place for completing the voting procedures.
- (iii) Every attendee will be required to wear a surgical face mask throughout the 2021 AGM. Please note that no masks will be provided at the 2021 AGM venue and attendees should bring and wear their own masks.
- (iv) Seating at the 2021 AGM will be arranged so as to reduce interaction between participants.
- (v) No refreshments will be served and there will be no corporate gifts.

PRECAUTIONARY MEASURES FOR THE 2021 AGM

The Company will closely monitor the development of the COVID-19 pandemic and any regulations or measures introduced or to be introduced by the Hong Kong Government in relation to the COVID-19 pandemic. The Company will ensure that the 2021 AGM will be conducted in compliance with the regulations or measures of the Hong Kong Government and Shareholders will not be deprived of their right of voting on the resolutions to be proposed at the 2021 AGM. Further announcements will be made by the Company as soon as possible if there is any update to the preventive measures as mentioned above.

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DEFINITIONS

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

“2021 AGM”	the annual general meeting of the Company to be held at 5/F, Chung Tai Printing Group Building, 11 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Friday, 11 June 2021 at 11:30 a.m. (Hong Kong time) or at any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	Neway Group Holdings Limited, a company incorporated in Bermuda with limited liability, and the issued Shares of which are listed on the Main Board of the Stock Exchange
“COVID-19”	an infectious disease caused by severe acute respiratory syndrome coronavirus 2
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Government”	the Government of the Hong Kong Special Administrative Region
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	the general and unconditional mandate to allot, issue and deal with additional Shares of up to 20% of the aggregate number of issued Shares as at the date of passing of the resolution granting such mandate
“Latest Practicable Date”	26 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate to repurchase Shares of up to 10% of the aggregate number of issued Shares as at the date of passing of the resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (as amended from time to time)
“%”	per cent

LETTER FROM THE BOARD



NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

Executive Directors:

Mr. SUEK Ka Lun, Ernie (*Chairman*)

Mr. SUEK Chai Hong (*Chief Executive Officer*)

Non-Executive Directors:

Dr. NG Wai Kwan

Mr. CHAN Kwing Choi, Warren

Mr. WONG Sun Fat

Independent Non-Executive Directors:

Mr. LEE Kwok Wan

Mr. LAI Sai Wo, Ricky

Mr. CHU Gun Pui

Alternate Director:

Mr. LAU Kam Cheong (*alternate to Dr. NG Wai Kwan*)

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal Place of Business

in Hong Kong:

Chung Tai Printing Group Building

11 Yip Cheong Street

On Lok Tsuen, Fanling

New Territories

Hong Kong

30 April 2021

To the Shareholders,

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2021 AGM. These include, among others, the grant to the Directors the Issue Mandate and the Repurchase Mandate and the re-election of the Directors.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

On 24 June 2020, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the 2021 AGM. At the 2021 AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the shares of the Company may be listed, Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the 2021 AGM.

GENERAL MANDATE TO ISSUE SHARES

On 24 June 2020, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares. Such mandate will lapse at the conclusion of the 2021 AGM. At the 2021 AGM, an ordinary resolution will be proposed to grant to the Directors the Issue Mandate to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution.

In addition, an ordinary resolution will further be proposed at the 2021 AGM to add any Shares repurchased under the Repurchase Mandate to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate. The Repurchase Mandate and the Issue Mandate, if granted to the Directors, shall be in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by way of ordinary resolution of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

PROPOSED RE-ELECTION OF DIRECTORS

Mr. WONG Sun Fat, Mr. LAI Sai Wo, Ricky and Mr. CHU Gun Pui will retire as Directors by rotation at the 2021 AGM pursuant to Bye-law 87(1) of the Bye-laws. Mr. WONG Sun Fat, Mr. LAI Sai Wo, Ricky and Mr. CHU Gun Pui, being eligible, will offer themselves for re-election at the 2021 AGM.

LETTER FROM THE BOARD

Biographical details of the Directors seeking for re-election at the 2021 AGM are set out in Appendix II to this circular.

NOTICE OF THE 2021 AGM

Notice of the 2021 AGM is set out on pages 13 to 18 of this circular. A proxy form for appointing proxy is despatched with this circular and published on the designated websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.newwaygroup.com.hk). Whether or not you intend to attend and vote at the 2021 AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 11:30 a.m. (Hong Kong time) on Wednesday, 9 June 2021 or not later than 48 hours before the time appointed for any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 AGM should you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

VOTING AT THE 2021 AGM

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2021 AGM. An announcement of the poll results will be published by the Company after the 2021 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend and vote at the 2021 AGM, the register of members of the Company will be closed from Tuesday, 8 June 2021 to Friday, 11 June 2021, both days inclusive, during which no transfer of Shares will be effected. In order to be entitled to attend and vote at the 2021 AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 7 June 2021.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed grant of the Repurchase Mandate and Issue Mandate to the Directors and the proposed re-election of the Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions set out in the notice of the 2021 AGM.

Yours faithfully,
On behalf of the Board
NEWAY GROUP HOLDINGS LIMITED
SUEK Ka Lun, Ernie
Chairman

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

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 253,639,456 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company before the holding of the 2021 AGM, the Company will be allowed to repurchase a maximum of 25,363,945 Shares, representing 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution.

2. REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed. Such repurchases may, depending on 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 repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate will be funded out of retained profits which are legally available for the purpose of making the proposed repurchases in accordance with the Company's Memorandum of Association, the Bye-laws and the applicable laws of Bermuda.

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 latest published audited accounts contained in the annual report for the year ended 31 December 2020) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed period within which the Repurchase Mandate remains in force. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing positions of the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

Month	Share Prices Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	0.208	0.172
May	0.218	0.184
June	0.233	0.190
July	0.310	0.207
August	0.300	0.240
September	0.450	0.250
October	0.350	0.270
November	0.375	0.300
December	0.395	0.315
2021		
January	0.420	0.345
February	0.415	0.340
March	0.450	0.385
April (up to and including the Latest Practicable Date)	0.670	0.400

5. GENERAL

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda, the Company's Memorandum of Association and the Bye-laws.

The Company has not been notified by any core connected person of the Company (as defined in the Listing Rules) that he/she/it has a present intention to sell, or has undertaken not to sell, any Shares held by him/her/it to the Company, if the Repurchase Mandate is approved by the Shareholders.

If, on the exercise of the power of the Company to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition 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 of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code to acquire all Shares not already owned by him/her/it/them.

As at the Latest Practicable Date, to the best of the Directors' knowledge having made all reasonable enquiries, they are not aware of any consequence which will arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. The Directors have no intention to repurchase Shares to such extent that would give rise to an obligation of a Shareholder to make a mandatory offer under the Takeovers Code or result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The following are the biographical details of the Directors seeking for re-election at the 2021 AGM:

1. **Mr. WONG Sun Fat (“Mr. WONG”)**, aged 65, was appointed as an independent non-executive Director from December 1994 to August 2009 and re-designated as a non-executive Director in August 2009. Mr. WONG is a member of the audit committee and the remuneration committee of the Board. Mr. WONG holds a Bachelor degree of Arts from The University of Hong Kong and has over 35 years of experience in electronic products business and vast experience in manufacturing operations. Mr. WONG has not held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. WONG beneficially owned 100,000 Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. WONG did not have any relationship with any Directors, senior management, substantial or controlling Shareholders.

Pursuant to the letter of appointment entered into between Mr. WONG and the Group, Mr. WONG was appointed for a term of three years commenced from 1 April 2019 until 31 March 2022, subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. Mr. WONG is entitled to receive a director’s fee of HK\$120,000 per annum which was determined by the Board with reference to the Company’s operating results, his performance and duties and responsibilities with the Company as well as market practice and conditions.

Save as disclosed above, Mr. WONG confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters concerning him that needs to be brought to the attention of the Shareholders.

2. **Mr. LAI Sai Wo, Ricky (“Mr. LAI”)**, aged 47, was appointed as an independent non-executive Director in April 2017. Mr. LAI is currently a member of the audit committee and remuneration committee of the Board. Mr. LAI holds a Master degree of Corporate Governance from The Hong Kong Polytechnic University and a Bachelor degree of Arts (Honours) in Accountancy from the City University of Hong Kong. Mr. LAI is a practising accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountant and an associate member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Mr. LAI has more than 20 years of accounting and management experience. Mr. LAI is currently the financial controller and the company secretary of Jolimark Holdings Limited (Stock Code: 2028), whose shares are listed on the Main Board of the Stock Exchange. Mr. LAI was once appointed as the company secretary of the Company from August 2006 to March 2007. Mr. LAI has not held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. LAI (i) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment entered into between Mr. LAI and the Group, Mr. LAI was appointed for a term of 3 years commenced from 19 April 2020 until 18 April 2023, subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. Mr. LAI is entitled to receive a director’s fee of HK\$120,000 per annum which was determined by the Board with reference to the Company’s operating results, his performance and duties and responsibilities with the Company as well as market practice and conditions.

Save as disclosed above, Mr. LAI confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters concerning him that needs to be brought to the attention of the Shareholders.

3. **Mr. CHU Gun Pui (“Mr. CHU”)**, aged 41, was appointed as an independent non-executive Director in June 2017. Mr. CHU does not hold any other position with the Group. Mr. CHU holds a Bachelor degree of Commerce majoring in marketing and a Bachelor degree of Science majoring in computer science from The University of Auckland. Mr. CHU has over 15 years of experience in sales and marketing field in entertainment industry. Mr. CHU has not held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. CHU (i) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment entered into between Mr. CHU and the Group, Mr. CHU was appointed for a term of 3 years commenced from 23 June 2020 until 22 June 2023, subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. Mr. CHU is entitled to receive a director’s fee of HK\$120,000 per annum which was determined by the Board with reference to the Company’s operating results, his performance and duties and responsibilities with the Company as well as market practice and conditions.

Save as disclosed above, Mr. CHU confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters concerning him that needs to be brought to the attention of the Shareholders.

NOTICE OF THE 2021 AGM



NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “**Meeting**”) of Neway Group Holdings Limited (the “**Company**”) will be held at 5/F, Chung Tai Printing Group Building, 11 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Friday, 11 June 2021 at 11:30 a.m. (Hong Kong time) for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business:

1. To adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors of the Company for the year ended 31 December 2020.
2.
 - A. To re-elect Mr. WONG Sun Fat as a director of the Company;
 - B. To re-elect Mr. LAI Sai Wo, Ricky as a director of the Company; and
 - C. To re-elect Mr. CHU Gun Pui as a director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

* For identification purpose only

NOTICE OF THE 2021 AGM

5. A. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares in the share capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose in accordance with all applicable laws and the regulations including but not limited to the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) be and is hereby generally and unconditionally approved;
- (b) the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) 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
- (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 to be held by the bye-laws of the Company, the laws of Bermuda or any other applicable laws; and

NOTICE OF THE 2021 AGM

- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.”

B. **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the **“Shares”**) and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with 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) 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 pursuant to the bye-laws of the Company;
 - (iii) any share option scheme or similar arrangement of the Company from time to time being adopted for the grant or issue of Shares or rights to acquire Shares; or
 - (iv) a specific authority granted or to be granted by the shareholders of the Company in a general meeting,

NOTICE OF THE 2021 AGM

shall not exceed 20 per cent of the aggregate number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) 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
- (e) 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 to be held by the bye-laws of the Company, the laws of Bermuda or any other applicable laws; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of the Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for the Shares open for a period fixed by the Directors to holders of the Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of the Shares as at that date (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 or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF THE 2021 AGM

- C. “**THAT** conditional upon the passing of ordinary resolutions 5A and 5B as set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company pursuant to ordinary resolution 5B set out in the notice convening this meeting be and is hereby extended by the addition thereto the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 5A set out in the notice convening this meeting.”

On behalf of the Board
NEWAY GROUP HOLDINGS LIMITED
SUEK Ka Lun, Ernie
Chairman

30 April 2021

NOTICE OF THE 2021 AGM

Notes:

1. The Board has made reference to the “Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation” jointly issued by The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong on 1 April 2020 in relation to the arrangement of the Meeting. The Company will implement certain precautionary measures at the Meeting, the details of which are set out in the section headed “Precautionary Measures for the 2021 AGM” in the circular of the Company dated 30 April 2021, to safeguard the health and safety of the attending Shareholders, staff and other stakeholders.
2. The Company does not in any way wish to diminish the opportunity available to the members of the Company to exercise their rights and to vote, but is conscious of the pressing need to protect the members from possible exposure to the coronavirus pandemic. For the health and safety of the members, the Company would like to encourage members to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. Physical attendance is not necessary for the purpose of exercising shareholders’ rights.
3. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her/its behalf. A proxy needs not be a member of the Company.
4. For determining the entitlement of the members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 8 June 2021 to Friday, 11 June 2021, both days inclusive, during which no transfer of shares of the Company will be effected. In order to be entitled to attend and vote at the Meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 7 June 2021.
5. To be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 11:30 a.m. (Hong Kong time) on Wednesday, 9 June 2021 or not less than 48 hours before the time appointed for holding of any adjourned meeting thereof.
6. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Meeting and/or any adjournment thereof should he/she/it so wishes and in such event, the proxy form previously submitted shall be deemed to be revoked.
7. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
8. As at the date of this notice, the board of directors of the Company comprises Mr. SUEK Ka Lun, Ernie (Chairman) and Mr. SUEK Chai Hong (Chief Executive Officer) being the executive directors; Dr. NG Wai Kwan, Mr. CHAN Kwing Choi, Warren and Mr. WONG Sun Fat being the non-executive directors; Mr. LEE Kwok Wan, Mr. LAI Sai Wo, Ricky and Mr. CHU Gun Pui being the independent non-executive directors; and Mr. LAU Kam Cheong being the alternate director to Dr. NG Wai Kwan.