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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

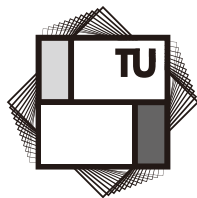
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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional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

**If you have sold or transferred** all your shares in Times Universal Group Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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### **TIMES UNIVERSAL GROUP HOLDINGS LIMITED**

**時代環球集團控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 2310)**

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

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A notice convening the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 29 June 2021 at 2:30 p.m. is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the meeting or any adjournment thereof, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the Company’s share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment meeting if you so wish.

30 April 2021

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 29 June 2021 at 2:30 p.m., the notice of which is set out on pages 14 to 18 of this circular, or, where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	having the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Company”	Times Universal Group Holdings Limited, a company incorporated in Hong Kong with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate to be granted to the Directors to the effect that any shares repurchased under the Repurchase Mandate will be added to the total number of shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional shares of the Company of up to a maximum number not exceeding 20% of the total number of shares of the Company in issue as at the date of passing the relevant resolution

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## DEFINITIONS

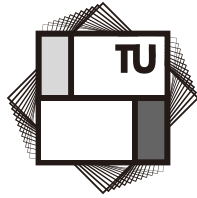
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“Latest Practicable Date”	23 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	The Registrar of Companies in Hong Kong
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to purchase shares of the Company the total number of which shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing the Repurchase Resolution
“Repurchase Proposal”	the proposal to grant to the Directors the Repurchase Mandate under the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no.5(II) of the notice of Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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### **TIMES UNIVERSAL GROUP HOLDINGS LIMITED**

### **時代環球集團控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 2310)**

*Executive Directors:*

Ms. Yeung So Mui (*Co-Chairman*)  
Mr. Choi Yun Chor (*Co-Chairman*)  
Mr. Ng Kwai Wah Sunny  
Mr. Chen Jian  
Mr. Tai Kwok Keung Kenny  
Mr. Lin Junwei

*Registered office:*

Room 3805, 38/F.  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

*Independent Non-executive Directors:*

Ms. Lai Cheuk Yu Cherrie  
Mr. Ting Wong Kacee  
Dr. Loke Yu (alias Loke Hoi Lam)

30 April 2021

*To the Shareholders*

Dear Sir or Madam

### **GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES RE-ELECTION OF DIRECTORS**

#### **1. INTRODUCTION**

The purposes of this circular are (a) to provide the Shareholders with details regarding (i) the proposed granting of general mandates to the Directors to issue and repurchase shares of the Company, and (ii) the proposed re-election of Directors, and (b) to provide the Shareholders with notice of Annual General Meeting for, among other things, above mentioned proposals which will be dealt with at the Annual General Meeting.

We regard annual general meetings as one of the principal channels to communicate with the Shareholders, who are hence cordially invited to attend the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 29 June 2020, ordinary resolutions were passed giving general mandates to the Directors to issue and repurchase shares of the Company of not exceeding 20% and 10% respectively of the total number of shares of the Company in issue as at 29 June 2020. Such general mandates lapsed at the conclusion of the Annual General Meeting. Ordinary resolutions will be proposed at the Annual General Meeting to renew such general mandates.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,092,877,195 Shares. Subject to the passing of the resolution approving the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot, issue and deal with additional shares of the Company of up to a maximum of 218,575,439 Shares.

Under the Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable them to make an informed decision as to whether to vote in favour of or against the Repurchase Resolution at the Annual General Meeting. An explanatory statement providing requisite information in connection with the Repurchase Mandate is set out in Appendix I to this circular.

In addition, conditional on the passing of the resolutions approving the Issue Mandate and the Repurchase Mandate, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any shares repurchased under the Repurchase Mandate will be added to the total number of shares which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate and the Repurchase Mandate will expire: (a) at the conclusion of the next annual general meeting of the Company; or (b) at the end of the period within which the Company is required by the Companies Ordinance or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

### 3. RE-ELECTION OF DIRECTORS

The Board currently consists of six executive Directors, namely, Ms. Yeung So Mui, Mr. Choi Yun Chor, Mr. Ng Kwai Wah Sunny, Mr. Chen Jian, Mr. Tai Kwok Keung Kenny and Mr. Lin Junwei; and three independent non-executive Directors, namely, Ms. Lai Cheuk Yu Cherrie, Mr. Ting Wong Kacee and Dr. Loke Yu (alias Loke Hoi Lam). Pursuant to Article 101 of the Articles of Association, Mr. Ng Kwai Wah Sunny, Mr. Chen Jian and Ms. Lai Cheuk Yu Cherrie shall retire from office by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election.

The particulars of the above Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. EXERCISE OF VOTING RIGHTS BY SHAREHOLDERS

#### Registered Shareholders

The register of members of the Company will be closed from Tuesday, 22 June 2021 to Tuesday, 29 June 2021, both days inclusive, during which period no transfer of Shares will be registered. To be entitled to attend the Annual General Meeting, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Monday, 21 June 2021 for registration.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Standard Limited (address as above), not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire and in such event, the form of proxy will be deemed to be revoked.

#### Non-registered Shareholders

If your Shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive a proxy form. You have to give instruction to your intermediary/nominee to vote on your behalf. If you wish to attend and vote at the Annual General Meeting, you should seek an authorisation from your intermediary/nominee directly.

#### Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of Annual General Meeting will be decided by poll. Detailed procedures for conducting a poll are set out in Appendix III to this circular.

### 5. BOARD RECOMMENDATIONS

The Board considers that the resolutions as set out in the notice of Annual General Meeting are in the best interests of the Company and the Shareholders as a whole, and recommends you to vote in favour of all of them at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 6. RESPONSIBILITY STATEMENT

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

Yours faithfully  
By order of the Board  
**Times Universal Group Holdings Limited**  
**CHOI Yun Chor**  
*Co-Chairman and Executive Director*



This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for considering the Repurchase Mandate and also constitutes the memorandum as required under section 239(2) of the Companies Ordinance.

**1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,092,877,195 Shares.

Subject to the passing of the Repurchase Resolution and assuming no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Directors would be authorised to repurchase up to 109,287,719 Shares.

**2. REASONS FOR REPURCHASE**

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

**3. FUNDING OF REPURCHASE**

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with the applicable laws of Hong Kong and the Articles of Association. Repurchases made pursuant to the Repurchase Mandate would be financed by the Company's distributable profits or the proceeds of a fresh issue of shares made for such purpose.

There might be an adverse impact on the working capital position or gearing levels 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 Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company.

**4. SHARE PRICES**

During each of the previous 12 months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

<b>Month</b>	<b>Per Share</b>	
	<b>Highest prices <i>HK\$</i></b>	<b>Lowest prices <i>HK\$</i></b>
<b>2020</b>		
April	0.189	0.142
May	0.156	0.125
June	0.197	0.136
July	0.220	0.135
August	0.181	0.144
September	0.155	0.142
October	0.150	0.130
November	0.150	0.119
December	0.147	0.121
<b>2021</b>		
January	0.140	0.101
February	0.142	0.112
March	0.130	0.100
April (up to the Latest Practicable Date)	0.109	0.095

**5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases only pursuant to the Repurchase Resolution and in accordance with the Listing Rules, the applicable laws of Hong Kong and the Articles of Association.

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

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6. EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power by the Directors 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 of voting rights for purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Great Match International Limited which is owned by Mr. Choi Yun Chor and Rich Vision Developments Limited which is owned by Mr. Cheng Ting Kong, held approximately 34.74% and 34.74% respectively of the total issued Shares. Assuming full exercise of the Repurchase Mandate by the Company, the percentage shareholding of Great Match International Limited and Rich Vision Developments Limited in the Company would be increase to approximately 38.60% and 38.60% respectively. Such increase: (i) would give rise to an obligation on the part of Great Match International Limited and Rich Vision Developments Limited to make a mandatory offer under Rule 26 of the Takeovers Code; and (ii) would result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as may result in (i) any obligation of Great Match International Limited and Rich Vision Developments Limited to make a mandatory offer under the Takeovers Code; or (ii) a public shareholding of less than the prescribed percentage of 25%.

*The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:*

**Mr. Ng Kwai Wah Sunny**

***Position and experience***

Mr. Ng Kwai Wah Sunny (“**Mr. Ng**”), aged 41, is the founder and managing director of Davisons Group, a business and private equity consultancy services organization based in Hong Kong, and has over 18 years of experience in corporate restructuring, mergers and acquisitions, project financing, loan and investment management. Mr. Ng started his career at the transaction advisory services department of Ernst and Young, and has previously served as investment director and consultant to a number of listed and unlisted companies in Hong Kong and overseas. Mr. Ng graduated with a Bachelor of Commerce degree in actuarial studies and accounting from the University of New South Wales, Australia and is a member of both the Certified Practicing Accountants of Australia and the Hong Kong Institute of Certified Public Accountants.

***Length of services and director’s emoluments***

Mr. Ng has entered into a letter of appointment with the Company as an executive Director with no fixed term of service with the Company and subject to retirement by rotation and re-election of his directorship in the Company as set in the Articles of Association. Pursuant to the letter of appointment entered into between Mr. Ng and the Company, Mr. Ng is entitled to an annual salary of HK\$360,000 based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

***Relationship***

As far as the Directors are aware, Mr. Ng does not have any relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ng was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

***Other information and matters that need to be disclosed to the attention of the Shareholders***

As far as the Directors are aware, there is no information of Mr. Ng to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ng that need to be brought to the attention of the Shareholders.

**Mr. Chen Jian*****Position and experience***

Mr. Chen Jian (“**Mr. Chen**”), aged 64, joined Realway Investment Limited in 2014 as the director of sales and marketing. From 2009 to 2014, Mr. Chen worked as the sales and marketing manager of Great King International Limited. Mr. Chen served as the marketing executive of Nippon Tsusho Co., Ltd.\* (有限會社日本通商) from 2005 to 2008, and worked for Ideal Properties Corp. as the department manager from 1997 to 2005. Mr. Chen is a professional in sales and marketing. He is experienced in business development in both developed and emerging markets including Hong Kong, Malaysia, Singapore, Egypt, Greece and Pakistan etc. Mr. Chen obtained a bachelor of engineering from Shanghai Nautical College (now known as Shanghai Maritime University) in July, 1982.

***Length of services and director’s emoluments***

Mr. Chen has entered into a letter of appointment with the Company as an executive Director with no fixed term of service with the Company and subject to retirement by rotation and re-election of his directorship in the Company as set in the Articles of Association. Pursuant to the letter of appointment entered into between Mr. Chen and the Company, Mr. Chen is entitled to an annual salary of HK\$120,000 based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

***Relationship***

As far as the Directors are aware, Mr. Chen does not have any relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

***Other information and matters that need to be disclosed to the attention of the Shareholders***

As far as the Directors are aware, there is no information of Mr. Chen to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

**Ms. Lai Cheuk Yu Cherrie*****Position and experience***

Ms. Lai Cheuk Yu Cherrie (“**Ms. Lai**”), aged 39, obtained a Master’s degree in Civil Engineering from University College London, United Kingdom in 2004 and was qualified as a solicitor in England and Wales in 2013. In 2016, Ms. Lai was also qualified as a solicitor in Hong Kong. Ms. Lai has more than 14 years’ management experience in the construction and engineering industry, both as a civil engineer and qualified legal practitioner, including project management, project planning and implementation, financing and resourcing, litigation, dispute resolution, contracts and corporate governance. Between 2016 and 2017, Ms. Lai held the position of legal counsel of SUEZ (Asia) Limited. Between 2017 and 2018, Ms. Lai held the position of legal counsel of SUEZ NWS Limited. Ms. Lai is promoted to the position of senior legal counsel of SUEZ NWS Limited in 2019. Ms. Lai previously held the position of graduate engineer for Halcrow Group Limited and the position of senior engineer for Mouchel Limited, United Kingdom and Legal Counsel for Ove Arup & Partners Hong Kong Limited from 2012 to 2015 and Gammon Construction Limited from 2015 to 2016.

***Length of services and director’s emoluments***

Ms. Lai has entered into a letter of appointment with the Company as an independent non-executive Director which is for a term of three years commencing from 11 October 2019 and subject to retirement by rotation and re-election of her directorship in the Company as set in the Articles of Association. Pursuant to the letter of appointment entered between Ms. Lai and the Company, Ms. Lai is entitled to a director’s fee of HK\$120,000 per annum based on her qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

***Relationship***

As far as the Directors are aware, Ms. Lai does not have any relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Lai was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

***Other information and matters that need to be disclosed to the attention of the Shareholders***

As far as the Directors are aware, there is no information of Ms. Lai to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Lai that need to be brought to the attention of the Shareholders.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand poll voting on all resolutions put to the vote of the Annual General Meeting pursuant to Article 73(a) of the Articles of Association.

On a poll, pursuant to Article 78 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares and to the provisions of the Articles of Association, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, shall have one vote for every Share of which he/she/it is the holder.

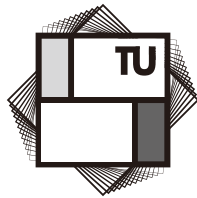
The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether he/she/it supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed his/her/its entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

After closing the poll, the poll results will be subject to scrutiny by a scrutineer appointed for such purpose and will be published in a corporate announcement to be posted on the websites of Stock Exchange and of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **TIMES UNIVERSAL GROUP HOLDINGS LIMITED**

### **時代環球集團控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 2310)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Times Universal Group Holdings Limited (the “**Company**”) will be held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 29 June 2021 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **ORDINARY RESOLUTIONS**

##### **As Ordinary Business**

1. To receive and adopt the audited consolidated financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2020.
2. To re-elect the following persons as directors of the Company, each as a separate resolution:
  - (a) Mr. Ng Kwai Wah Sunny
  - (b) Mr. Chen Jian
  - (c) Ms. Lai Cheuk Yu Cherrie
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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### As Special Business

5. To consider as special business and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

(I) “**THAT:**

- (a) a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into shares in the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the total number of shares so allotted, issued and dealt with pursuant to the general mandate herein, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) exercise of any share option pursuant to any share option scheme or similar arrangement for the time being adopted, or (iii) an issue of shares in the Company upon the exercise of the subscription or conversion rights attaching to any warrants or convertible notes which may be issued by the Company or any of its subsidiaries, or (iv) any scrip dividend pursuant to the articles of association of the Company from time to time, shall not exceed the aggregate of (aa) 20% of the total number of shares of the Company in issue as at the date of passing of this Resolution and (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of shares of the Company purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the total number of shares of the Company in issue on the date of the passing of this Resolution), and the said mandate shall be limited accordingly; and
- (b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 law or by the articles of association of the Company to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution;

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## NOTICE OF ANNUAL GENERAL MEETING

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

(II) “**THAT:**

- (a) a general mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, provided that the total number of shares so repurchased shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution, and the said mandate shall be limited accordingly; and

- (b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 law or by the articles of association of the Company to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(III) “**THAT:**

conditional upon the passing of Ordinary Resolutions Nos.5(I) and 5(II) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No.5(I) set out in the notice convening this meeting, be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No.5(II) set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution.”

By order of the board of directors  
**Times Universal Group Holdings Limited**  
**CHOI Yun Chor**  
*Co-Chairman and Executive Director*

Hong Kong, 30 April 2021

*Registered office:*  
Room 3805, 38/F.  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. 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 notarially certified copy thereof, must be deposited at the Company's share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the above meeting (i.e. 2:30 p.m. on Sunday, 27 June 2021) (or any adjournment thereof). Completion and return of the form of proxy shall not preclude members from subsequently attending and voting in person at the meeting or any adjourned meeting should member(s) so desire and in such event, the form of proxy will be deemed to be revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. The register of members of the Company will be closed from Tuesday, 22 June 2021 to Tuesday, 29 June 2021, both days inclusive, during which period no transfer of Shares will be registered. To be entitled to attend the meeting, shareholders of the Company must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 21 June 2021 for registration.
5. As at the date hereof, the executive directors of the Company are Ms. Yeung So Mui, Mr. Choi Yun Chor, Mr. Ng Kwai Wah Sunny, Mr. Chen Jian, Mr. Tai Kwok Keung Kenny and Mr. Lin Junwei; and the independent non-executive directors of the Company are Ms. Lai Cheuk Yu Cherrie, Mr. Ting Wong Kacee and Dr. Loke Yu (alias Loke Hoi Lam).