

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 Max Sight Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of The Stock Exchange of Hong Kong Limited, you should at once hand this circular and the accompanying 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.

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Max Sight Photo 名仕快相 Max Sight Group Holdings Limited 名仕快相集團控股有限公司 (Incorporated in the Cayman Islands with limited liability) (Stock Code: 8483)

RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Max Sight Group Holdings Limited to be held at The Hong Kong General Chamber of Commerce, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 18 June 2021 at 2:30 p.m. is set out on pages 10 to 11 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, 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 holding of the Annual General Meeting (i.e. before 2:30 p.m. on Wednesday, 16 June 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish.

This circular will remain on the "Latest Company Announcements" page of the website of GEM of the Stock Exchange at www.hkgem.com for a minimum period of 7 days from the date publication and on the website of the Company at www.maxsightgroup.com.

PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING

We will implement the following precautionary measures 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
- mandatory wearing of a surgical face mask for each attendee
- seating will be arranged so as to allow for appropriate social distancing
- any person who has travelled outside Hong Kong within 14 days immediately before the Annual General Meeting (the "Recent Travel History"), is subject to quarantine or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine or with the Recent Travel History shall not attend the Annual General Meeting
- 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.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice and implement further precautionary measures, shareholders should check the Company's website at www.maxsightgroup.com for the further announcements and updates on the Annual General Meeting arrangements, if any.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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 The Hong Kong General Chamber of Commerce, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 18 June 2021 at 2:30 p.m., or any adjournment thereof and notice of which is set out on pages 10 to 11 of this circular
“Article of Association”	the articles of association of the Company as amended, supplemented and otherwise modified from time to time
“Board”	the board of Directors
“Company”	Max Sight Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on GEM of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended from time to time
“Group”	the Company and its subsidiaries
“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
“Latest Practicable Date”	7 May 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 Date”	28 February 2018, being the date on which the Shares are listed on GEM of the Stock Exchange
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented and otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent

LETTER FROM THE BOARD

Max Sight Photo
名仕快相
Max Sight Group Holdings Limited
名仕快相集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8483)

Executive Directors:

Mr. Chan Wing Chai, Jamson (*Chairman*)
Mr. Chan Tien Kay, Timmy (*Chief Executive Officer*)

Non-executive Directors:

Mr. Cheung Kam Ting
Mr. Riccardo Costi

Independent Non-executive Directors:

Mr. Ngai James
Mr. Hui Chi Kwan
Mr. Kwok Tsun Wa

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

14th Floor, McDonald's Building
48 Yee Wo Street
Causeway Bay
Hong Kong

13 May 2021

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the proposal to be put forward at the Annual General Meeting: the re-election of the retiring Directors.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84 of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. In accordance with article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold

LETTER FROM THE BOARD

office until the first general meeting after his appointment and any Director appointed as an addition to the Board shall hold office until the next following annual general meeting of the Company after his appointment, and each of them shall then be eligible for re-election.

Accordingly, Mr. Chan Tien Kay, Timmy, Mr. Cheung Kam Ting and Mr. Ngai James (the “**Retiring Directors**”) will hold office as the Directors until the Annual General Meeting and are subject to re-election. Details of the above Retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

NOMINATION POLICY

To ensure a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group among members of the Board, the nomination of Directors for appointment or re-appointment at the Annual General Meeting were made by the nomination committee in accordance with the nomination policy adopted by the Company and the selection criteria as set out in the diversity policy of the Company (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service).

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee had nominated the Retiring Directors to the Board for the Board to make recommendation to the Shareholders for re-election at the Annual General Meeting, having reviewed the composition of the Board and having regard to the Retiring Directors’ professional experience, skills, knowledge and/or length of service, their commitment to their respective roles and functions, and their respective contributions brought and continued to be brought to the Group.

On the re-appointment of Mr. Ngai James as an independent non-executive Director, the nomination committee considered, and the Board shared the same views, that at all times during the period of directorship with the Company, Mr. Ngai James has properly discharged his duties and responsibilities as an independent non-executive Director and has made positive contribution to the development to the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group. In addition, the Company received a confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules from Mr. Ngai James. In this regard, the Board is satisfied that Mr. Ngai James is the person of integrity and stature and believes that his re-election and continued appointment will allow the Board as well as the Company to continuously benefit from the sharing of his invaluable experience, contribution and participation. Therefore, the Board recommended the re-election of Mr. Ngai James as an independent non-executive Director at the Annual General Meeting. Mr. Ngai James, being one of the members of the nomination committee, abstained from voting at the meeting of the nomination committee when his own nomination was being considered.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 15 June 2021 to Friday, 18 June 2021 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 11 June 2021.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 10 to 11 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the re-election of the Retiring Directors.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 2:30 p.m. on Wednesday, 16 June 2021) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice will be taken by way of poll.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of the Retiring Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Max Sight Group Holdings Limited
Chan Wing Chai, Jamson
Chairman and Executive Director

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and other major appointments and professional qualification. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company (as defined in the GEM Listing Rules).

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

EXECUTIVE DIRECTOR

Mr. Chan Tien Kay, Timmy (陳天奇), aged 47, was appointed as an executive Director with effect from 26 January 2017. Mr. Chan also serves as a member of remuneration committee of the Board and the chief executive officer of the Company. Mr. Chan is primarily responsible for managing the overall business operations and executing business strategies of the Group. He has been closely involved in the business operations of the Group since he acted as the business development manager and general manager of Max Sight Limited from 1996 to 1998 and from 1998 to 2003, respectively, during which periods he was in charge of liaising with our licensors for licences of our photo booths, overseeing daily operations of our business, and implementing the transition from mechanical chemistry machines to digital photo booths. He has also been serving as a director of our subsidiaries. Through his previous positions at our subsidiaries, he has accumulated experience in the operation of automatic photo booths for around 24 years. Mr. Chan was admitted as a solicitor to the Supreme Court of Queensland, Australia in November 2009. He obtained a master's degree in law from Bond University, Australia in September 2007, and a bachelor's degree in arts from Saint Olaf College, Minnesota, the United States in May 1996. Mr. Chan is a director of Causeway Treasure Holding Limited, the controlling shareholder of the Company within the meaning of Part XV of the SFO. Mr. Chan is the son of Mr. Chan Wing Chai, Jamson and the elder brother of Mr. Chan Ernie Shiu Kay.

Mr. Chan has entered into a service contract with the Company for a term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Chan and the Company by three months' notice in writing. On 19 March 2021, Mr. Chan has entered into a supplement agreement for renewing a fixed terms of three years commencing from 1 April 2021 and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Chan and the Company by three months' notice in writing. In both contracts, he is entitled to receive emoluments of HK\$1,000,000 and salaries of HK\$216,000 per annum, reasonable expenses (including but not

limited to expenses for entertainment and travelling) properly incurred, subject to an annual cap of HK\$120,000 and a discretionary bonus as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, salaries paid by comparable companies and performance of the Group.

As at the Latest Practicable Date, Mr. Chan had an interest of 427,600,560 Shares within the meaning of Part XV of the SFO.

NON-EXECUTIVE DIRECTOR

Mr. Cheung Kam Ting (張淦庭), aged 77, was appointed as a non-executive Director on 26 January 2017. Mr. Cheung is primarily responsible for providing strategic advice to the business and operation of the Group. Mr. Cheung has been serving as a director of some of our subsidiaries including Max Sight Limited since March 1989, and Fullwise International Limited since October 1999. Mr. Cheung has over 43 years of experience in garment industry, he worked as a managing director in Seven Seas Garment Fty., Ltd, a company engaged in garment manufacturing business, since 1975.

Mr. Cheung has entered into a service contract with the Company for a term of two years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Cheung and the Company by one month's notice in writing. He is entitled to receive emoluments of HK\$20,000 per annum.

As at the Latest Practicable Date, Mr. Cheung had an interest of 62,426,940 Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Ngai James (倪雅各), aged 58, joined the Group in February 2018. Mr. Ngai is an independent non-executive Director, the chairman of the audit committee and the remuneration committee of the Board and a member of nomination committee of the Board. Mr. Ngai graduated from University of Toronto with a Bachelor's degree in Economics. Mr. Ngai is a Certified Public Accountant (Practising) in Hong Kong, a member of Hong Kong Institute of Certified Public Accountants and American Institute of Certified Public Accountants. Mr. Ngai is also a fellow member of The Taxation Institute of Hong Kong. Mr. Ngai has over 32 years of experience in accounting, auditing and taxation matters and is a managing director of Russell Bedford James Ngai CPA Limited.

Mr. Ngai is also a non-executive director and a chairman of the board of directors of Le Saunda Holdings Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 0738).

Mr. Ngai has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Ngai and the Company by one month's notice in writing. He is entitled to receive emoluments of HK\$180,000 per annum.

As at the Latest Practicable Date, Mr. Ngai has no interest in the shares which are required to be disclosed pursuant to Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING

Max Sight Photo
名仕快相
Max Sight Group Holdings Limited
名仕快相集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8483)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Max Sight Group Holdings Limited (the “**Company**”) will be held at The Hong Kong General Chamber of Commerce, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 18 June 2021 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2020 and the reports of the directors and auditors thereon;
2. To re-elect the following retiring directors of the Company (the “**Directors**”):
 - (A) Mr. Chan Tien Kay, Timmy as an executive Director;
 - (B) Mr. Cheung Kam Ting as a non-executive Director; and
 - (C) Mr. Ngai James as an independent non-executive Director.
3. To authorise the board of Directors to fix the remuneration of the respective Directors; and
4. To re-appoint KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration for the year ending 31 December 2021.

By order of the Board
Max Sight Group Holdings Limited
Chan Wing Chai, Jamson
Chairman and Executive Director

Hong Kong, 13 May 2021

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Head office and Principal place of
business in Hong Kong:*

14th Floor, McDonald's Building
48 Yee Wo Street
Causeway Bay
Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar and transfer office, 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 holding the Annual General Meeting (i.e. before 2:30 p.m. on Wednesday, 16 June 2021) or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- (iii) The register of members of the Company will be closed from Tuesday, 15 June 2021 to Friday, 18 June 2021, both days inclusive, in order to determine the eligibility of shareholders to attend the Annual General Meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 11 June 2021.
- (iv) With reference to ordinary resolution numbered 2 above, Mr. Chan Tien Kay, Timmy, Mr. Cheung Kam Ting and Mr. Ngai James shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated 13 May 2021.
- (v) Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof: in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (vi) Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice and implement further precautionary measures. Shareholders should check on the website of the Company at www.maxsightgroup.com and the website of the Stock Exchange at www.hkexnews.hk for the further announcements and updates on the Annual General Meeting arrangements, if any.
- (vii) If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by a super typhoon or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the Annual General Meeting, the Annual General Meeting will be adjourned. The Company will post an announcement on the website of the Company at www.maxsightgroup.com and the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the adjourned meeting.

The Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.