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

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

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

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**恆泰裕集團控股有限公司**  
**HANG TAI YUE GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8081)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;  
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 10:00 a.m. on Tuesday, 22 June 2021 at Sapphire Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed herein.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 10:00 a.m. (Hong Kong time) on Sunday, 20 June 2021 or not less than 48 hours before the time appointed for holding any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

*This circular will remain on the “Latest Company Announcements” page of the website of GEM at <http://www.hkgem.com> for a minimum period of seven days from the date of its posting and the website of the Company at <http://www.hangtaiyue.com>.*

14 May 2021

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## CHARACTERISTICS OF GEM

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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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing Coronavirus Disease (COVID-19) epidemic and requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong Government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) The Company encourages attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served, and there will be no corporate gifts.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held at 10:00 a.m. on Tuesday, 22 June 2021, at Sapphire Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong
“Audit Committee”	the audit committee of the Board established pursuant to Code Provision C.3 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Companies Act”	Company Act 1981 of Bermuda (as amended)
“Company”	Hang Tai Yue Group Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed 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 General Mandate as set out in resolution numbered 6 in the notice convening the AGM
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 5 in the notice convening the AGM

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## DEFINITIONS

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“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 PRC
“Latest Practicable Date”	12 May 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Board established pursuant to Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules
“Nomination Policy”	the nomination policy adopted by the Company with effect from 1 January 2019
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board established pursuant to Code Provision B.1 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 4 in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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

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LETTER FROM THE BOARD

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恆泰裕集團控股有限公司  
HANG TAI YUE GROUP HOLDINGS LIMITED

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8081)**

*Executive Directors:*

Mr. Hui Chun Sum (*Chairman*)  
Ms. Lam Ching Yee (*Chief Executive Officer*)  
Ms. Pauline Lam

*Independent non-executive Directors:*

Mr. Wong Siu Keung, Joe  
Mr. Mui Wai Lun  
Professor Tsui Ka Kin Kevin

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Unit B, 19/F  
Centre Mark II  
305-313 Queen's Road Central  
Sheung Wan  
Hong Kong

14 May 2021

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;  
AND  
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding (i) the proposed grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the proposed re-election of the retiring Directors.



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## LETTER FROM THE BOARD

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

The general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 4 June 2020 will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange not exceeding 10% of the number of issued Shares on the date of passing such resolution (i.e. 533,623,510 Shares) assuming that the total number of issued Shares remains the same at 5,336,235,108 Shares from the Latest Practicable Date up to the date of passing such resolution;
- (b) to allot, issue or deal with Shares not exceeding 20% of the number of issued Shares on the date of passing such resolution (i.e. 1,067,247,021 Shares) assuming that the total number of issued Shares remains the same at 5,336,235,108 Shares from the Latest Practicable Date up to the date of passing such resolution; and
- (c) to extend the General Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages AGM-2 to AGM-4 of this circular. With reference to the Repurchase Mandate and the General Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-Law 83(2) of the Bye-Laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director to fill in a casual vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

As disclosed in the announcement of the Company dated 8 December 2020, with effect from 8 December 2020, Mr. Mui Wai Lun has been appointed as an independent non-executive Director. As disclosed in the announcement of the Company dated 14 December 2020, with effect from 14 December 2020, Professor Tsui Ka Kin Kevin has been appointed as an independent non-executive Director. Accordingly, Mr. Mui Wai Lun and Professor Tsui Ka Kin Kevin shall retire and, being eligible, will offer themselves for re-election at the AGM.

Further, pursuant to Bye-Law 84(1) of the Bye-Laws, at each annual general meeting, 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 provided that every Director shall be subject to retirement at least once every three years. Pursuant to Bye-Law 84(2) of the Bye-Laws, any Director appointed pursuant to Bye-law 83(2) of the Bye-Laws shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. As such, each of Mr. Mui Wai Lun and Professor Tsui Ka Kin Kevin is not taken into account in determining the number of Directors who are to retire by rotation.

In accordance with Bye-Law 84 of the Bye-Laws, Ms. Lam Ching Yee and Mr. Wong Siu Keung, Joe shall retire at the AGM and both of them, being eligible, will offer themselves for re-election at the AGM.

Pursuant to the code provision A.4.3 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules, any further appointment of an independent non-executive Director serving more than 9 years should be subject to a separate resolution to be approved by the Shareholders. Mr. Wong Siu Keung, Joe is an independent non-executive Director serving on the Board for more than 9 years and should be subject to a separate resolution to be approved by the Shareholders.

The particulars of Ms. Lam Ching Yee, Mr. Mui Wai Lun, Professor Tsui Ka Kin Kevin and Mr. Wong Siu Keung, Joe are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages AGM-1 to AGM-6 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, and the re-election of the retiring Directors.

In compliance with the GEM Listing Rules, all resolutions will be put to vote by way of poll at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 10:00 a.m. on Sunday, 20 June 2021 or not less than 48 hours before the time appointed for holding any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

#### **Closure of register of members**

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 17 June 2021 to Tuesday, 22 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, 16 June 2021.

### 5. 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.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Repurchase Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the AGM) to this circular.

Yours faithfully  
On behalf of the Board  
**Hang Tai Yue Group Holdings Limited**  
**Hui Chun Sum**  
*Chairman*

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## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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*The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.*

### **1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,336,235,108 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 5,336,235,108 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, not exceeding 533,623,510 Shares, representing 10% of the number of issued Shares as at the date of the AGM.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-Laws, the Companies Act, the laws of Bermuda and/or any other applicable laws, as the case may be. The Companies Act provides that a company may only repurchase its own shares out of capital paid up on its shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made by the company for the purpose of the repurchase. Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of either funds of the company that would otherwise be available for dividend or distribution, or out of the company's share premium account. Further, such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

### **4. IMPACT OF REPURCHASES**

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

### **5. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, 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 in accordance with Rule 26 or Rule 32 of the Takeovers Code.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Ms. Cheng Hei Yu was the controlling Shareholder, holding 2,376,907,973 Shares, representing approximately 44.54% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate and there is no change in the issued share capital of the Company prior to the date of the AGM, the shareholding of Ms. Cheng Hei Yu would be increased to approximately 49.49% of the reduced issued share capital of the Company and thereby triggering a mandatory offer obligation. However, the Directors have no intention to exercise the Repurchase Mandate to such extent that will result in triggering any mandatory offer obligation of any Shareholder.

The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

## **6. GENERAL**

None of the Directors or, to the best of their knowledge after having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, all the applicable laws of Bermuda, the memorandum of continuance of the Company and the Bye-Laws.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange in the last 12 months up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2020</b>		
May	0.022	0.017
June	0.018	0.013
July	0.022	0.014
August	0.024	0.016
September	0.080	0.019
October	0.088	0.065
November	0.079	0.060
December	0.075	0.060
<b>2021</b>		
January	0.072	0.050
February	0.079	0.053
March	0.077	0.050
April	0.077	0.050
May (up to the Latest Practicable Date)	0.079	0.065

**8. REPURCHASE OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).



*Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Bye-Laws and will be proposed to be re-elected at the same meeting are provided below.*

**(1) Ms. Lam Ching Yee**

Ms. Lam Ching Yee (“**Ms. Lam**”), aged 40, has been appointed as an executive Director and the chief executive officer of the Company with effect from 5 June 2019. She has also been appointed as the company secretary, the authorised representative of the Company under Rule 5.24 of the GEM Listing Rules and the authorised representative of the Company under the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) since 2013. Ms. Lam was the financial controller of the Company from September 2013 to June 2019. She is also a director of a number of subsidiaries of the Company. Ms. Lam obtained her Bachelor of Business Administration (Honours) in Finance from the City University of Hong Kong in 2006 and she is a member of the Hong Kong Institute of Certified Public Accountants. Ms. Lam has more than ten years of experience in the areas of corporate restructuring, financial management, merger and acquisition and auditing. With effect from 23 June 2016, Ms. Lam has been appointed as an executive director of Finsoft Financial Investment Holdings Limited, a company whose shares are listed on GEM (Stock Code: 8018), of which approximately 10.85% were held by the Company as at the Latest Practicable Date.

Ms. Lam has entered into a letter of appointment with the Company pursuant to which she has been appointed as an executive Director and the chief executive officer of the Company for a term commencing on 1 January 2021 and to 31 December 2021, unless terminated by either party by serving a written notice of not less than one month on the other. Her directorship in the Company is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-Laws, the GEM Listing Rules and any applicable laws and regulations. Pursuant to the employment contract entered into between the Company and Ms. Lam, she is entitled to a monthly remuneration of HK\$80,000, which was determined with reference to her background, experience, qualifications, duties and responsibilities with the Group and the prevailing market conditions. Ms. Lam is also entitled to a discretionary bonus to be determined by the Board at its discretion having regard to the performance of Ms. Lam and the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Lam did not (i) hold any other positions with the Company or other members of the Group; (ii) hold any other major appointments and professional qualifications; and (iii) hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable date, Ms. Lam did not (i) have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (ii) have any interest in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Ms. Lam that need to be brought to the attention of the Shareholders.

**(2) Mr. Mui Wai Lun**

Mr. Mui Wai Lun (“**Mr. Mui**”), aged 57, has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 8 December 2020.

Mr. Mui was awarded a teacher certificate from the Education Department of Hong Kong in July 1988. He obtained a Bachelor of Arts (Honours) in Primary Education in November 2003 from the City University of Hong Kong. Mr. Mui has over 20 years of experience in education and education consultancy. Mr. Mui had taught at various primary and secondary schools in Hong Kong, including Ying Wa Primary School from September 2004 to February 2005, S.K.H. All Saints’ Primary School from March 2005 to September 2006, Hong Kong Sea School from September 2006 to August 2008 and Yan Chai Hospital Chan Iu Seng Primary School from September 2008 to August 2009. From April 2013 to August 2016, Mr. Mui was the chief executive of Hong Kong Church Music Association (“**HKCMA**”), an organisation engaged in the promotion of church music in Hong Kong, during which he was responsible for the implementation of the strategies and policies of HKCMA and the promotion and development of the ministry of HKCMA. His responsibilities at HKCMA included the organisation of the personnel of HKCMA across all levels to advance the development of the ministry of HKCMA, the promotion of the services of HKCMA to other religious organisations in Hong Kong, the organisation of fundraising and other activities to support the expansion of the development of HKCMA and the promotion of the development of HKCMA’s online education platform. Mr. Mui has been the managing director of True Light Consultant Services Limited since December 2017, a company which provides one-stop service to educational institutions from kindergartens to universities and social welfare organisations in Hong Kong (collectively, the “**Institutions**”), ranging from advice on the Institutions’ organisation development, assessment on the Institutions, sourcing of regular and consumable supplies for the Institutions, training courses for the Institutions’ middle management, teachers and parents, as well as training courses on the Hong Kong Diploma of Secondary Education Examination (DSE), music and sports for interschool competitions and Japanese for students.

The recommendation of Mr. Mui to the Board was made by the Nomination Committee after considering various factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the Nomination Policy and the board diversity policy of the Company. The Board has taken into account of the management experience of Mr. Mui, which can bring further contribution to the Board and its diversity. The Board is satisfied that Mr. Mui has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that the re-election of Mr. Mui as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole. The Board has reviewed Mr. Mui's annual written confirmation of independence and considers Mr. Mui independent as he has satisfied all the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Pursuant to the letter of appointment entered into between Mr. Mui and the Company, Mr. Mui has been appointed as an independent non-executive Director for a term commencing from 8 December 2020 to 31 December 2021 unless terminated by not less than one month's notice in writing served by either party on the other. Mr. Mui's directorship in the Company is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules. Pursuant to his letter of appointment, Mr. Mui is entitled to an annual director's fee of HK\$120,000 which was determined with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Mui did not (i) hold any other positions with the Company or other members of the Group; and (ii) hold any other major appointments and professional qualifications.

As at the Latest Practicable date, Mr. Mui did not (i) hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iii) have any interest in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Mui that need to be brought to the attention of the Shareholders.

**(3) Professor Tsui Ka Kin Kevin**

Professor Tsui Ka Kin Kevin (“**Professor Tsui**”), aged 49, has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 14 December 2020.

Professor Tsui obtained a Bachelor of Science in Mathematics and a Master of Philosophy in Economics from the Hong Kong University of Science and Technology in 1995 and 1997, respectively. In August 2006, he received his Doctor of Philosophy in Economics from the University of Chicago. Professor Tsui has been an associate professor in the Economics Department of the Clemson University in the United States of America since August 2012.

The recommendation of Professor Tsui to the Board was made by the Nomination Committee after considering various factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the Nomination Policy and the board diversity policy of the Company. The Board has taken into account of the knowledge of economics of Professor Tsui, which can bring further contribution to the Board and its diversity. The Board is satisfied that Professor Tsui has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that the re-election of Professor Tsui as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole. The Board has reviewed Professor Tsui’s annual written confirmation of independence and considers Professor Tsui independent as he has satisfied all the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Pursuant to the letter of appointment entered into between Professor Tsui and the Company, Professor Tsui has been appointed as an independent non-executive Director for a term commencing from 14 December 2020 to 31 December 2021 unless terminated by not less than one month’s notice in writing served by either party on the other. Professor Tsui’s directorship in the Company is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules. Pursuant to his letter of appointment, Professor Tsui is entitled to an annual director’s fee of HK\$120,000 which was determined with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Professor Tsui did not (i) hold any other positions with the Company or other members of the Group; and (ii) hold any other major appointments and professional qualifications.

As at the Latest Practicable date, Professor Tsui did not (i) hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iii) have any interest in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Professor Tsui that need to be brought to the attention of the Shareholders.

**(4) Mr. Wong Siu Keung, Joe**

Mr. Wong Siu Keung, Joe (“**Mr. Wong**”), aged 56, has been appointed as an independent non-executive Director with effect from 15 December 2011. He is the chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

He holds a Degree of Master of Arts in International Accounting from the City University of Hong Kong and a Master of Corporate Governance from The Hong Kong Polytechnic University. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Wong has extensive experience in taxation, accounting, finance, the audit field and public listed companies for many years. Mr. Wong is also an independent non-executive director of China Water Industry Group Limited (stock code: 1129), a company the shares of which are listed on the Main Board of the Stock Exchange, and Worldgate Global Logistics Limited (stock code: 8292), a company the shares of which are listed on GEM.

The recommendation of Mr. Wong to the Board was made by the Nomination Committee after considering various factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the Nomination Policy and the board diversity policy of the Company. The Board has taken into account of the executive experience and industry knowledge of Mr. Wong, which can bring further contribution to the Board and its diversity. The Board is satisfied that Mr. Wong has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that the re-election of Mr. Wong as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole. As at the Latest Practicable Date, Mr. Wong has served as an independent non-executive Director for more than 9 years since December 2011. Mr. Wong has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair his independent judgment. He has consistently demonstrated his abilities to provide independent, balanced and objective advice and insight on the Company's affairs. The Board has reviewed Mr. Wong's annual written confirmation of independence and considers Mr. Wong independent as he has satisfied all the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Pursuant to the letter of appointment entered into between Mr. Wong and the Company, Mr. Wong has been appointed as an independent non-executive Director for a fixed term of one year commencing from 1 January 2021 to 31 December 2021 unless terminated by not less than one month's notice in writing served by either party on the other. Mr. Wong's directorship in the Company is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules. Pursuant to his letter of appointment, Mr. Wong is entitled to an annual director's fee of HK\$156,000, which was determined with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong did not (i) hold any other positions with the Company or other members of the Group; and (ii) hold any other major appointments and professional qualifications.

As at the Latest Practicable date, Mr. Wong did not (i) hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iii) have any interest in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Wong that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### 恆泰裕集團控股有限公司 HANG TAI YUE GROUP HOLDINGS LIMITED

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8081)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**Meeting**”) of Hang Tai Yue Group Holdings Limited (“**Company**”) will be held at 10:00 a.m. on Tuesday, 22 June 2021 at Sapphire Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong, for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2020.
2.
  - (a) To re-elect Ms. Lam Ching Yee as an executive director of the Company;
  - (b) To re-elect Mr. Mui Wai Lun as an independent non-executive director of the Company;
  - (c) To re-elect Professor Tsui Ka Kin Kevin as an independent non-executive director of the Company;
  - (d) To re-elect Mr. Wong Siu Keung, Joe as an independent non-executive director of the Company; and
  - (e) To authorise the board (“**Board**”) of directors of the Company (“**Directors**”) to fix the remuneration of the Directors.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF AGM

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To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase (or agree to purchase) its shares (“**Shares**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended), and all other applicable laws of Bermuda in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased or agreed to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares on 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 revocation or variation of the authority given to the Directors under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”



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## NOTICE OF AGM

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5. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued Shares and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, 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 and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of any options granted under a share option scheme adopted by the Company;
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20 per cent. of the number of issued Shares on the date of the passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares on the date of the passing of this resolution),

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## NOTICE OF AGM

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and the authority pursuant to paragraph (a) of this resolution 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 purposes of this resolution:

**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held;

**“Rights Issue”** means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares 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 (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF AGM

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6. “**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this Meeting (“**Notice**”), the general mandate granted to the Directors referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the number of Shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10 per cent. of the number of issued Shares on the date of the passing of this resolution.”

On behalf of the Board  
**Hang Tai Yue Group Holdings Limited**  
**Hui Chun Sum**  
*Chairman*

14 May 2021

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Unit B, 19/F  
Centre Mark II  
305-313 Queen’s Road Central  
Sheung Wan  
Hong Kong

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM (“**GEM**”) of the Stock Exchange and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. To ascertain a member’s entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 17 June 2021 to Tuesday, 22 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, 16 June 2021.
3. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

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## NOTICE OF AGM

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4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
5. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 10:00 a.m. on Sunday, 20 June 2021 or not less than 48 hours before the time appointed for holding any adjourned Meeting.
6. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting in cases where the Meeting was originally held within 12 months from such date.
7. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
9. References to time and dates in this notice are to Hong Kong time and dates.