
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 New Provenance Everlasting Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the stockbroker, other registered dealer in securities, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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新源萬恒 控股有限公司 New Provenance Everlasting Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2326)

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

Precautionary measures for the Annual General Meeting

Please take special note of page 2 of this circular and note (8) to the AGM Notice for measures to be taken at the annual general meeting to reduce the risk of novel coronavirus spreading.

A notice convening the annual general meeting of the Company to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Friday, 17 September 2021 is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the annual general meeting of the Company or any adjournment meeting thereof should you so wish.

19 July 2021

PRECAUTIONARY MEASURES FOR THE AGM

In response to the current situation of the novel coronavirus infection in Hong Kong, the following measures will be taken to minimize the risk of the novel coronavirus spreading at the AGM:

- (i) compulsory body temperature checks will be conducted for 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) no entry will be allowed to any Shareholder or proxy who is subject to mandatory quarantine order imposed by the Government;
- (iii) all attendees enter the AGM venue must properly wear surgical facial masks at all times until after they have left the venue; and
- (iv) no refreshments will be served.

To further reduce the risk of the novel coronavirus spreading at the AGM by limiting the number of attendees, Shareholders are strongly encouraged to consider appointing Chairman of the AGM as their proxy to vote on the resolutions for them.

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DEFINITION

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

| | |
|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be convened at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Friday, 17 September 2021 (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice |
| “AGM Notice” | the notice convening the AGM as set out on pages 14 to 18 of this circular |
| “Board” | the board of Directors |
| “Bye-laws” | The Bye-laws of the Company as amended, modified or supplemented from time to time |
| “Company” | New Provenance Everlasting Holdings Limited (Stock Code: 2326), a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issue Mandate” | the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and otherwise deal with authorised and unissued Shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing of relevant resolution for approving the mandate |
| “Latest Practicable Date” | 12 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |

DEFINITION

| | |
|----------------------|---|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Repurchase Mandate” | the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution for approving the mandate |
| “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 HK\$0.0002 each in the share capital 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 Codes on Takeovers and Mergers and Share Buy-backs |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

LETTER FROM THE BOARD



新源萬恒 控股有限公司

New Provenance Everlasting Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2326)

Executive Directors:

Mr. Sin Lik Man (*Chairman and Chief Executive Officer*)

Ms. Sun Le

Non-executive Director:

Ms. Sun Di

Independent Non-executive Directors:

Mr. Cheung Ngai Lam

Mr. Wang Ye

Mr. Wan Johnson

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Unit 1102, 11th Floor

Shui On Centre

No. 6-8 Harbour Road

Wanchai

Hong Kong

(with effect from 7 July 2020)

19 July 2021

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate and (c) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 21 August 2020, approval was given by the Shareholders for granting of, inter alia, the general mandates to the Directors (a) to exercise the powers of the Company to allot, issue and otherwise deal with the Shares not exceeding 20% of the number of the issued shares of the Company; (b) to repurchase the Shares up to a maximum of 10% of the total number of issued shares of the Company; and (c) to extend the general mandate to issue Shares by the aggregate number of Shares purchased under the repurchase mandate mentioned in (b) above. In accordance with the terms of the approval, these general mandates will expire upon the conclusion of the forthcoming AGM. In order to give the Company the flexibility to issue and repurchase Shares for the interests of the Shareholders, ordinary resolutions are proposed at the AGM to grant to the Directors the Issue Mandate and the Repurchase Mandate. Subject to the approval by the Shareholders for granting the Issue Mandate and the Repurchase Mandate, an ordinary resolution to authorise the Directors to extend the power under the Issue Mandate to allot, issue and otherwise deal with Shares by adding to it the aggregate number of Shares repurchased by the Company under the Repurchase Mandate are also proposed for approval by the Shareholders at the AGM.

As at the Latest Practicable Date, there were 21,084,072,140 Shares in issue. Subject to the passing of the resolutions granting the proposed Issue Mandate and the Repurchase Mandate and on the basis that no further Shares are to be allotted and issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to issue up to a maximum of 4,216,814,428 Shares (being 20% of the total number of Shares in issue) under the Issue Mandate and to repurchase up to a maximum of 2,108,407,214 Shares (being 10% of the total number of Shares in issue) under the Repurchase Mandate.

An explanatory statement containing information required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement provides the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution in relation to the granting of the Repurchase Mandate.

3. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of six Directors, namely, Mr. Sin Lik Man, Ms. Sun Le, Ms. Sun Di, Mr. Cheung Ngai Lam, Mr. Wang Ye and Mr. Wan Johnson.

LETTER FROM THE BOARD

Pursuant to bye-law no. 87 of the Bye-laws and code provision A.4.2 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules, Mr. Sin Lik Man and Mr. Cheung Ngai Lam will retire from office by rotation at the AGM and being eligible, offer themselves for re-election as Directors at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, details of the above retiring Directors proposed to be re-elected at the AGM is set out in Appendix II to this circular.

4. CLOSURE OF REGISTER

The register of members of the Company will be closed from Tuesday, 14 September 2021 to Friday, 17 September 2021 (both dates inclusive), during which period no transfer of the Shares can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 13 September 2021.

5. AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 14 to 18 of this circular at which resolutions in respect of, inter alia, the granting of the Issue Mandate, the Repurchase Mandate, an extension of the Issue Mandate and the re-election of the retiring Directors will be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of shareholders at a general meeting must be taken by poll save for purely procedural or administrative matters. The Chairman of the AGM will therefore put the resolutions set out in the AGM Notice to be voted by way of poll in accordance with the Bye-laws.

A form of proxy for use at the AGM is enclosed. If you are not able to attend the AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution at the AGM.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually 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.

7. RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are each in the best interests of the Company and the Shareholders as a whole and accordingly, recommend all the Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

8. GENERAL

Your attention is also drawn to the additional information set out in the appendices of this circular. Unless otherwise stated, in case of any inconsistency between the English and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully,
On behalf of the Board
Sin Lik Man
Chairman and Chief Executive Officer

This is an explanatory statement given to the Shareholders relating to the proposed ordinary resolution approving the Repurchase Mandate by the Shareholders at the AGM.

The explanatory statement contains a summary of the information required pursuant to Rule 10.06 of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 21,084,072,140 fully paid Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 2,108,407,214 fully paid Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the applicable laws of Bermuda.

The laws of Bermuda provide that funds used for a share repurchase may only be paid out of the capital paid up on the relevant shares, or the funds of the Company which would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the consolidated financial statements of the Company for the year ended 31 March 2021, being the date to which the latest published audited consolidated financial statements of the Company have been made up) 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 propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARES PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and the current month up to the Latest Practicable Date were as follows:

| Month | Share Prices | |
|--|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2020 | | |
| July | 0.015 | 0.011 |
| August | 0.013 | 0.011 |
| September | 0.012 | 0.01 |
| October | 0.012 | 0.01 |
| November | 0.011 | 0.01 |
| December | 0.011 | 0.01 |
| 2021 | | |
| January | 0.013 | 0.01 |
| February | 0.019 | 0.011 |
| March | 0.017 | 0.013 |
| April | 0.028 | 0.014 |
| May | 0.025 | 0.019 |
| June | 0.025 | 0.019 |
| July (up to the Latest Practicable Date) | 0.020 | 0.017 |

5. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Directors are not aware of any consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

As at the Latest Practicable Date, no core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any intention presently to sell any Shares to the Company, or they have undertaken presently not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

7. 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 of the Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

8. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

9. GENERAL

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be in public hands. The Directors do not intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The following are the details of the retiring Directors proposed to be re-elected at the AGM:

Mr. Cheung Ngai Lam, (“Mr. Cheung”), *Independent Non-Executive Director, Chairman of the Remuneration Committee and the Audit Committee, Member of the Nomination Committee and the Risk Management Committee*

Mr. Cheung, aged 52, joined the Company as an independent non-executive Director in February 2020. Mr. Cheung is a member of the American Institute of Certified Public Accountants and is a Certified Practising Accountant of CPA Australia. Mr. Cheung currently serves as an executive director of Silk Road Logistics Holdings Limited (stock code: 988), an independent non-executive director of Boyaa Interactive International Limited (stock code: 434) and China Development Bank International Investment Limited (stock code: 1062), and the chief financial officer of China Zenix Auto International Limited (OTC: ZXAIY). Mr. Cheung served as an independent non-executive director of Guoan International Limited (stock code: 143) from 2020 to 2021, Asia Television Holding Limited (stock code: 707) from 2016 to 2019, and an independent non-executive director of China Huishan Dairy Holdings Company Limited (delisted in December 2019, stock code prior to the delisting: 6863) in 2017. Mr. Cheung obtained a bachelor’s degree in social science from the University of Hong Kong in 1991, a master’s degree in accounting from the Curtin University of Technology (currently known as Curtin University) in 1997 and a master degree in science from the Hong Kong University of Science and Technology in 2002.

Save as disclosed above, Mr. Cheung has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Cheung does not have any other interest in the Shares within the meaning of Part XV of the SFO.

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

There is a letter of appointment entered into between the Company and Mr. Cheung. According to the letter of appointment, Mr. Cheung’s term of service is fixed at a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party by not less than six months’ notice in writing. The directorship of Mr. Cheung is subject to retirement by rotation and re-election pursuant to the Bye-laws of the Company. Mr. Cheung is entitled to receive a director’s remuneration of HK\$240,000 per annum (which is prorated to the period of services in the year of his appointment), which has been recommended by the Remuneration Committee (the “**Remuneration Committee**”) and approved by the Board based on his qualifications, experience, level of responsibilities and prevailing market conditions. The director’s remuneration of Mr. Cheung is subject to annual review by the Remuneration Committee and the Board.

Mr. Sin Lik Man (“Mr. Sin”), *Chairman, Chief Executive Officer and Executive Director, Member of the Nomination Committee and the Remuneration Committee*

Mr. Sin, aged 42, has been an employee of the Company since October 2017 and appointed as chief financial officer since 27 October 2017. Mr. Sin has been appointed as an executive director of the Company with effect from 2 March 2018 and has been appointed as acting chairman, chief executive officer and authorised representative of the Company with effect from 31 July 2018. From 14 September 2018, Mr. Sin has been re-designated as the chairman of the Board. Mr. Sin is also a director of several subsidiaries of the Company. Mr. Sin received a Bachelor of Business Administration in Accountancy from The Hong Kong University of Science and Technology and further received a Master in Accounting from the Curtin University of Technology, Australia. Mr. Sin is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Mr. Sin has more than 20 years of experience in financial control, corporate finance and capital market relations and had taken up senior management positions in several Hong Kong listed companies. Mr. Sin served as an independent non-executive director in Huili Resources (Group) Limited (stock code: 1303) from December 2011 to September 2013. He was appointed as the company secretary of West China Cement Limited (stock code: 2233) from May 2010 to May 2012. He was the investor relations general manager of Integrated Waste Solutions Group Holdings Limited (formerly called Fook Woo Group Holdings Limited) (stock code: 923) from June 2012 to September 2013 and was appointed as company secretary from June 2013 to September 2013. Mr. Sin Lik Man has been appointed as an independent non-executive director and a member of the Audit Committee of Kunming Dianchi Water Treatment Co., Ltd (stock code: 3768) from November 2018 to November 2020.

Save as disclosed above, Mr. Sin has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Sin does not have any other interest in the Shares within the meaning of Part XV of the SFO.

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

There is a letter of appointment entered into between the Company and Mr. Sin. According to the letter of appointment, Mr. Sin does not have a fixed term of service with the Company and his term of service shall continue on monthly basis unless and until terminated by either party by not less than six months' notice in writing. The directorship of Mr. Sin is subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Sin is entitled to receive a director's remuneration of HK\$230,000 per month (for less than a full month's service, the director's remuneration will be calculated on a pro-rata basis), and a year-end double-pay payment equivalent to one month's director's remuneration on a pro-rata basis. The director's remuneration for Mr. Sin has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Sin is also entitled to receive discretionary bonuses and/or other benefits as may be decided by the Remuneration Committee and approved by the Board having regard to Mr. Sin's performance. The director's remuneration of Mr. Sin is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, each of Mr. Cheung and Mr. Sin has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders. All the companies indicated above with stock code are listed companies in United States of America and Hong Kong.

AGM NOTICE



新源萬恒 控股有限公司

New Provenance Everlasting Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2326)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of New Provenance Everlasting Holdings Limited (the “**Company**”) will be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Friday, 17 September 2021 to consider and, if thought fit, pass, with or without modifications, the following ordinary resolution of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditor for the year ended 31 March 2021.
2.
 - (a) To re-elect Mr. Cheung Ngai Lam as a director.
 - (b) To re-elect Mr. Sin Lik Man as a director.
 - (c) To authorise the Board of Directors of the Company to fix the directors’ remuneration.
3. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:
 - (A) “**THAT:**
 - (a) subject to paragraph (c) of this resolution and pursuant to the Bye-laws of the Company (the “**Bye-laws**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert into shares of the Company (the “**Shares**”)) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

AGM NOTICE

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert into Shares) during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;

- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);

 - (ii) the exercise of any options granted under the share option scheme or similar arrangement of the Company;

 - (iii) 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; or

 - (iv) any scrip dividend 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;

shall not exceed 20% of the total number of issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

AGM NOTICE

- (ii) the revocation or variation of the authority given under this resolution by an 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 or any applicable laws of Bermuda to be held.

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

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution,

AGM NOTICE

“**Relevant Period**” means the period from the date of 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 under this resolution by an 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 or any applicable laws of Bermuda to be held.”
- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) set out in this notice convening this meeting (the “**Notice**”), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares pursuant to resolution numbered 4(A) of the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) of the Notice, provided that such number of Shares so repurchased shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

By Order of the Board

Sin Lik Man

Chairman and Chief Executive Officer

Hong Kong, 19 July 2021

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place

of Business in Hong Kong:

Unit 1102, 11th Floor
Shui On Centre
No. 6-8 Harbour Road
Wanchai, Hong Kong
(with effect from 7 July 2020)

AGM NOTICE

Notes:

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised.
3. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
4. 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 of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time holding the meeting or at any adjourned meeting thereof.
5. To ascertain the members' entitlement to attend and vote at the meeting, the register of members will be closed from Tuesday, 14 September 2021 to Friday, 17 September 2021, both days inclusive, during which period no transfer of shares can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 13 September 2021.
6. An explanatory statement containing further details regarding the resolution numbered 4(B) above is set out in Appendix I to this circular.
7. If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 8:30 a.m. at the date of the annual general meeting of the Company, the annual general meeting of the Company will be postponed. The annual general meeting of the Company will be held as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at anytime on that day.
8. In response to the current situation of the novel coronavirus infection in Hong Kong, the following measures will be taken to minimize the risk of the novel coronavirus spreading at the AGM:
 - (i) compulsory body temperature checks will be conducted for 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) no entry will be allowed to any Shareholder or proxy who is subject to mandatory quarantine order imposed by the Government;
 - (iii) all attendees enter the AGM venue must properly wear surgical facial masks at all times until after they have left the venue; and
 - (iv) no refreshments will be served.

To further reduce the risk of the novel coronavirus spreading at the AGM by limiting the number of attendees, Shareholders are strongly encouraged to consider appointing Chairman of the AGM as their proxy to vote on the resolutions for them.