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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, bank manager, solicitor, professional accountant or other professional advisers.

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

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AFFLUENT PARTNERS HOLDINGS LIMITED

錢唐控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1466)

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

A notice convening the annual general meeting of Affluent Partners Holdings Limited (the “**Company**”) to be held at Office A, 6/F, Valiant Commercial Building, 22–24 Prat Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 26 August 2021 at 11:00 a.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the meeting. Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish.

* For identification purposes only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Office A, 6/F, Valiant Commercial Building, 22–24 Prat Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 26 August 2021 at 11:00 a.m. or any adjournment thereof (as the case may be)
“AGM Notice”	the notice of the AGM set out on pages 14 to 18 of this circular
“Articles”	the articles of association of the Company as may be amended from time to time
“Board”	board of Directors
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“close associate(s)”	has the same meaning as ascribed hereto under the Listing Rules
“Company”	Affluent Partners Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 July 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.02 each in the issued share capital of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the ordinary share capital of the Company resulting from such any sub-division, reduction, consolidation, reclassification or reconstruction from time to time
“Shareholder(s)”	holder(s) of Share(s)
“Share Issue Mandate”	the proposed new general mandate, to be sought at the AGM, to authorise the Directors to issue the Shares in the manner as set out in the AGM Notice
“Shares Repurchase Mandate”	the proposed new general mandate, to be sought at the AGM, to authorise the Directors to repurchase the Shares in the manner as set out in the AGM Notice
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.



AFFLUENT PARTNERS HOLDINGS LIMITED

錢唐控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1466)

Executive Directors:

Mr. Cheng Chi Kin (*Chairman*)

Mr. Leung Alex

Mr. Cheung Sze Ming

Independent Non-executive Directors:

Mr. Lee Kin Keung

Mr. Chiu Sin Nang, Kenny

Mr. Dong Bo, Frederic

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111

Cayman Islands

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

Office A, 6/F

Valiant Commercial Building

22-24 Prat Avenue

Tsim Sha Tsui

Kowloon, Hong Kong

23 July 2021

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with details regarding the resolutions to be proposed at the AGM for the approval of (i) the re-election of retiring Directors; (ii) the granting of the Shares Issue Mandate and Shares Repurchase Mandate to the Directors; and the notice of the AGM.

* For identification purposes only

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, Mr. Leung Alex will retire at the AGM; and in accordance with Article 83(3), Mr. Chiu Sin Nang, Kenny and Mr. Dong Bo, Frederic will retire at the AGM. All of the above Directors, being eligible, offer themselves for re-election at the AGM.

The nomination committee of the Company (the “**Nomination Committee**”), having reviewed the Board’s composition, nominated Mr. Leung Alex, Mr. Chiu Sin Nang, Kenny and Mr. Dong Bo, Frederic to the Board for it to recommend to Shareholders for re-election at the AGM.

The nominations were made in accordance with the nomination policy of the Company and considered the merits of the proposed candidates including (i) character and integrity; (ii) professional qualifications, skills and knowledge; (iii) experience relevant to the Company’s business and corporate strategy; (iv) time commitment; (v) fulfillment of independence requirements (for independent non-executive Directors); (vi) ability to develop a good working relationship with other Board members and senior management of the Company; and (vii) the requirements of the diversity aspects (including without limitation, gender, age, cultural and educational background and professional experience), as set out under the board diversity policy of the Company. The Nomination Committee and the Board have also taken into account the retiring Directors’ respective contributions to the Board and their commitment to their roles. The Nomination Committee has assessed the independence of Mr. Chiu Sin Nang, Kenny and Mr. Dong Bo, Frederic based on their annual written confirmations of independence given to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that they remain independent. The Company has also considered both Mr. Chiu Sin Nang, Kenny’s and Mr. Dong Bo, Frederic’s extensive experience in financial management and their working profile and factors as set out in Appendix I to this circular and is satisfied that Mr. Chiu Sin Nang, Kenny and Mr. Dong Bo, Frederic not only provide valuable and independent guidance to the Group’s business, but also possess the required character, integrity and experience to continuously fulfil their role as independent non-executive Directors effectively.

The biographical and other details of each of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Shares Issue Mandate to allot, issue and otherwise deal with an aggregate number of Shares up to 20% of the total number of Shares in issue as at the date of passing such ordinary resolution (assuming that there is no change in respect of the total number of Shares in issue after the Latest Practicable Date and up to the date on which the resolution is passed, the maximum number of Shares which may be issued pursuant to the Shares Issue Mandate will be 53,275,392 Shares).

LETTER FROM THE BOARD

An ordinary resolution will also be proposed to increase the limit of this 20% by the amount of any Shares repurchased by the Company under authority of the Shares Repurchase Mandate up to a maximum of 10% of the total number of Shares in issue as at the date of passing of such ordinary resolution.

4. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Shares Repurchase Mandate to exercise the powers of the Company to repurchase up to 10% of the number of Shares in issue as at the date of passing the relevant resolution. The Company's authority is restricted to purchases made on the Stock Exchange in accordance with the Listing Rules.

An explanatory statement, as required by the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution concerning the Shares Repurchase Mandate is set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

The resolutions to be proposed at the AGM are set out in the AGM Notice on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to be present at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions set out in the AGM Notice will be put to vote by way of poll at the AGM. The chairman of the AGM will explain the detailed procedures for conducting a poll at the commencement of the AGM. Any announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 23 August 2021 to Thursday, 26 August 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending at the Annual General Meeting, all properly

LETTER FROM THE BOARD

completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 20 August 2021.

7. 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.

8. RECOMMENDATIONS

The Directors consider that the re-election of the Retiring Directors and the granting of the Shares Repurchase Mandate and the granting/extension of the Shares Issue Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

9. GENERAL INFORMATION

You attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully
For and on behalf of
Affluent Partners Holdings Limited
Cheng Chi Kin
Chairman

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

Mr. LEUNG Alex

Mr. Leung Alex, aged 42, was appointed as an executive director of the Company on 11 April 2016. Mr. Leung obtained his Bachelor of Commerce degree from the University of Auckland, New Zealand in May 2000. Mr. Leung had worked in two international accounting firms from December 2000 to February 2012. He is a fellow member of the Hong Kong Institute of Certified Public Accounting and the CPA Australia. He has more than 20 years of experience in auditing, accounting and corporate management. Mr. Leung is currently an executive director of China Healthwise Holdings Limited (stock code: 348), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Leung was an executive director and the group chief financial officer of Man Sang International Limited (stock code: 938), the shares of which are listed on the Main Board of the Stock Exchange, from October 2014 to November 2018.

Save as disclosed above, Mr. Leung has not held any directorship in any public listed companies in Hong Kong and overseas in the past three years and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and does not hold any other position in the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Leung had personal interests of 200,000 share options which entitled him to subscribe for 200,000 Shares at the exercise price of HK\$13.4 per Share. Save as disclosed above, Mr. Leung did not have, and was not deemed to have, any interests and short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

The Company has signed an appointment letter with Mr. Leung in respect of his directorship. There is no specific length of service for Mr. Leung pursuant to his appointment letter and he will be subject to retirement by rotation and eligible for re-election at the annual general meeting of the Company in accordance with the Articles. His remuneration is HK\$120,000 per annum, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

Save as disclosed above, there is no other information that is required to be disclosed by Mr. Leung pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in relation to the re-election of Mr. Leung.

Mr. CHIU Sin Nang, Kenny

Mr. Chiu Sin Nang, Kenny, aged 60, was appointed as an independent non-executive director of the Company on 30 September 2020. Mr. Chiu has over 30 years of experience in accounting. Mr. Chiu has held various senior accounting and finance positions in sectors of property investment and development, and information technology development business. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the CPA Australia. Mr. Chiu received a Master of Accountancy Degree from The Chinese University of Hong Kong in December 2006, a Bachelor of Laws Degree from the Peking University, the People's Republic of China in July 1998, a Degree of Master of Commerce in Accounting from The University of New South Wales, Australia in May 1989, a Bachelor of Administrative Studies Degree and a Bachelor of Arts (Economics) Degree from the York University, Canada in June 1986 and June 1985 respectively. Mr. Chiu is currently an executive director of Kin Shing Holdings Limited (stock code: 1630) and an independent non-executive director of Kingston Financial Group Limited (stock code: 1031), KEYNE LTD (formerly known as Nine Express Limited) (stock code: 0009) and Sincere Watch (Hong Kong) Limited (stock code: 444), all companies are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Chiu has not held any directorship in any public listed companies in Hong Kong and overseas in the past three years and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and does not hold any other position in the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Chiu did not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

The Company has signed an appointment letter with Mr. Chiu in respect of his directorship. There is no specific length of service for Mr. Chiu pursuant to his appointment letter and he will be subject to retirement by rotation and eligible for re-election at the annual general meeting of the Company in accordance with the Articles. His remuneration is HK\$180,000 per annum, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

Save as disclosed above, there is no other information that is required to be disclosed by Mr. Chiu pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in relation to the re-election of Mr. Chiu.

Mr. DONG Bo, Frederic

Mr. Dong Bo, Frederic, aged 55, was appointed as an independent non-executive director of the Company on 30 September 2020. Mr. Dong has extensive management experience in the People's Republic of China. Mr. Dong was an executive director of Greater Bay Area Dynamic Growth Holding Limited (stock code: 1189) from August 2019 to August 2020 which is listed on the Main Board of the Stock Exchange and the chairman and an executive director of Tech Pro Technology Development Limited (stock code: 3823) from February 2019 to March 2020, the issued shares of which had been formerly listed on The Stock Exchange. In addition, from 2002 to 2004, Mr. Dong was a member of the Standing Committee of the Chamber of Hong Kong Listed Companies, which functions as an effective communication channel between listed companies and regulatory authorities in Hong Kong.

Save as disclosed above, Mr. Dong has not held any directorship in any public listed companies in Hong Kong and overseas in the past three years and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and does not hold any other position in the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Dong did not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

The Company has signed an appointment letter with Mr. Dong in respect of his directorship. There is no specific length of service for Mr. Dong pursuant to his appointment letter and he will be subject to retirement by rotation and eligible for re-election at the annual general meeting of the Company in accordance with the Articles. His remuneration is HK\$180,000 per annum, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

Save as disclosed above, there is no other information that is required to be disclosed by Mr. Dong pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in relation to the re-election of Mr. Dong.

This following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to provide requisite information to you for consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Shares Repurchase Mandate.

1. GENERAL MANDATES

Ordinary resolution No. 4 to be proposed at the AGM relates to the granting of a general mandate to the Directors to issue new Shares up to a maximum of 20% of the aggregate number of Shares in issue at the date of passing the resolution.

Ordinary resolution No. 5 to be proposed at the AGM relates to the granting of a general mandate to the Directors to repurchase, on the Stock Exchange, Shares up to a maximum of 10% of the aggregate number of Shares in issue at the date of passing the resolution.

Ordinary resolution No. 6 to be proposed at the AGM relates to the extension of the general mandate to be granted to the Directors to issue new Shares during the relevant period by adding to it the number of Shares purchased under the Shares Repurchase Mandate, if any.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 266,376,964 Shares.

Subject to the passing of the ordinary resolution No. 5 as set out in the AGM Notice and assuming that no further Shares are issued, (whether pursuant to the share options which have been granted under the existing share option schemes or otherwise) or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Shares Repurchase Mandate to repurchase a maximum of 26,637,696 Shares, representing 10% of the number of Shares in issue during the period from the date of the AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying the Shares Repurchase Mandate, whichever of these events occurs first.

3. REASONS FOR SHARES REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Shares Repurchase Mandate would be beneficial to the Company and the Shareholders. Repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

4. FUNDING OF REPURCHASES

The Company is empowered by the Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. The laws of the Cayman Islands provide that payment for a share repurchase may only be made out of profits, share premium account or the proceeds of a new issue of Shares made for such purpose or subject to the Cayman Companies Law, out of capital of the Company. The amount of premium payable on repurchase of Shares may only be paid out of either or both of the profits or the share premium account of the Company or subject to the Cayman Companies Law, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

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 consolidated financial statements of the Group contained in the annual report of the Company for the year ended 31 March 2021) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
July	0.048	0.026
August	0.035	0.024
September	0.250	0.021
October	0.169	0.138
November	0.240	0.140
December	0.190	0.141
2021		
January	0.163	0.119
February	0.156	0.130
March	0.151	0.123
April	0.155	0.118
May	0.169	0.123
June	0.181	0.133
July (up to the Latest Practicable Date)	0.146	0.131

6. 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 purchases pursuant to the Shares Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the Shares Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Shares Repurchase Mandate is exercised.

7. SHARE REPURCHASES MADE BY THE COMPANY

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

8. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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

As at the Latest Practicable Date, Pacific Wish Limited ("**Pacific Wish**") was the controlling shareholder of the Company holding 84,088,691 Shares, representing 31.57% of the total number of Shares in issue. Pacific Wish was legally and beneficially owned by Mr. Chan Vincent Wing Sing ("**Mr. Chan**") as to 50% and Ms. Hui Ka Man Emily ("**Ms. Hui**") as to 50%. In the event that the Directors exercise in full the power to repurchase Shares under the Shares Repurchase Mandate and if there is no other change in the issued share capital of the Company, Mr. Chan's and Ms. Hui's shareholdings in the Company through Pacific Wish will be increased to approximately 35.08% of the total number of Shares in issue, thereby triggering an obligation for Mr. Chan, Ms. Hui and Pacific Wish and any persons acting in concert with any one of them respectively (as defined in the Takeovers Code) to make a mandatory general offer under Rule 26 of the Takeovers Code for all the other Shares. The Directors have no intention to exercise the Shares Repurchase Mandate to such an extent that would result in the aforementioned obligation being triggered under the Takeovers Code or result in the number of Shares held by the public being reduced to less than 25%.

Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchases made under the Shares Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code. The Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

9. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases under the Share Purchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles.

NOTICE OF ANNUAL GENERAL MEETING



AFFLUENT PARTNERS HOLDINGS LIMITED

錢唐控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1466)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting of Affluent Partners Holdings Limited (the “**Company**”) will be held at Office A, 6/F, Valiant Commercial Building, 22–24 Prat Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 26 August 2021 at 11:00 a.m. for the following purposes:

Ordinary Business

1. To receive and consider the audited financial statements and the reports of the Directors and the independent auditor of the Company for the year ended 31 March 2021.
2. (A) To re-elect the following retiring Directors:
 - (i) Mr. Leung Alex;
 - (ii) Mr. Chiu Sin Nang, Kenny; and
 - (iii) Mr. Dong Bo, Frederic.

(B) To authorise the Board of Directors to fix the Directors’ remuneration.
3. To re-appoint Moore Stephens CPA Limited as the independent auditor of the Company and to authorise the Board of Directors to fix its remuneration.

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

4. “**THAT:**
 - (i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional share(s) of HK\$0.02 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (ii) approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) an issue of shares upon the exercise of the subscription rights attaching to any warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company which may be issued by the Company from time to time; (c) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue to participants of shares of the Company or rights to acquire shares of the Company; or (d) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company, shall not exceed 20% of the aggregate number of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the Companies Law (2018 Revision) of the Cayman Islands or any other applicable laws to be held; or
- (c) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of Shares or issue of options to subscribe for shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company or any class of shares of the Company

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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 exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution, and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and
- (iii) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company; or
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the Companies Law (2020 Revision) of the Cayman Islands or any other applicable laws to be held; or
 - (c) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. **“THAT** conditional upon resolutions Nos. 4 and 5 as set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution No. 4 as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of

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the Company pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution No. 5 as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution.”

By Order of the Board
Affluent Partners Holdings Limited
Cheng Chi Kin
Chairman

Hong Kong, 23 July 2021

Registered office:

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

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

Office A, 6/F
Valiant Commercial Building
22–24 Prat Avenue
Tsim Sha Tsui
Kowloon, Hong Kong

Notes:

- (1) At the Annual General Meeting of the Company (“AGM”), the Chairman of the AGM will put each of the above resolutions to be voted by way of a poll pursuant to the Listing Rules.
- (2) A member of the Company entitled to attend and vote at the AGM (or any adjournment thereof) is entitled to appoint another person as his/her/their proxy to attend and vote instead of him/her/them. A member who is the holder of two or more shares in the capital of the Company may appoint more than one proxy to attend and vote on the same occasion. A proxy need not be a member of the Company.
- (3) To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before time fixed for holding the AGM (or any adjournment thereof). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event the form of proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed from Monday, 23 August 2021 to Thursday, 26 August 2021 (both days inclusive), for the purpose of determining shareholders’ entitlement to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 August 2021.
- (5) Where there are joint holders of any share in the Company, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she/they were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other holder(s) 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.

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- (6) A circular containing the particulars in connection with proposals for re-election of directors and general mandates to issue and repurchase shares of the Company have been dispatched to members together with the 2021 Annual Report of the Company.
- (7) As at the date of this notice, the Board comprises Mr. Cheng Chi Kin (Chairman), Mr. Leung Alex and Mr. Cheung Sze Ming as executive Directors; and Mr. Lee Kin Keung, Mr. Chiu Sin Nang, Kenny and Mr. Dong Bo, Frederic as independent non-executive Directors.

Special note

To facilitate the ongoing prevention and control of the COVID-19 pandemic and to safeguard the health and safety of shareholders and persons helping with the meeting, the Company would like to inform Shareholders that there will be no distribution of corporate gift or serving of refreshment in the meeting in order to reduce person-to-person contact.

The Company also recommends Shareholders to appoint the chairman of the meeting as their proxy to vote on relevant resolutions, instead of attending the meeting in person.

Shareholders attending the meeting in person are required to wear surgical face mask and to undertake a temperature check and sanitize their hands before they enter the meeting venue. Shareholders are also required to maintain a safe distance between the seats at the meeting venue. Any person who does not comply with the precautionary measures to be taken at the meeting may be denied entry into the meeting venue.

The Company will keep evolving COVID-19 situation under review and may change measures, where appropriate.