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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 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 **Skymission Group Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the 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.

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.

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## **Skymission Group Holdings Limited**

### **天任集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1429)**

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

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A notice convening the annual general meeting of Skymission Group Holdings Limited to be held at Flat 12, 33/F., Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 24 September 2021 at 2:00 p.m. (“AGM”) is set out on pages 29 to 33 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting (i.e. before 22 September 2021 at 2:00 p.m.) or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Measures will be taken to prevent and control the spread of the novel coronavirus at the AGM, including:

- compulsory body temperature checks and health declarations
- wearing of a surgical face mask compulsorily for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. For further details, please refer to page 4 of this circular.

The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

Due to the constant evolving novel coronavirus situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website at [www.skymission.group](http://www.skymission.group) for the latest announcements and information.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Flat 12, 33/F., Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 24 September 2021 at 2:00 p.m.
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company, adopted on 7 September 2020 and took effect on the Listing Date, and as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“CEO”	chief executive officer of our Company
“Company”	Skymission Group Holdings Limited (天任集團控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 31 May 2019 under the Companies Law of the Cayman Islands
“Compliance Committee”	the compliance committee of the Board
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, collectively refers to Sky Mission and Mr. Leung Yam Cheung, who, together, control the exercise of 30% or more of the voting power at general meetings of the Company
“Director(s)”	the director(s) of the Company
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollar(s) and cent(s), respectively, the lawful currency of Hong Kong

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## DEFINITIONS

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“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares not exceeding of 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate
“Kennex”	Kennex Scaffolding Systems Co., Limited (建力通架系統有限公司), a company incorporated in Hong Kong on 23 March 2015 with limited liability and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	20 July 2021, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Date”	29 September 2020, the date of listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding of 10% of the total number of issued Shares as at the date of passing of the resolution approving the Repurchase 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\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sky Mission”	Sky Mission Group Limited (天任控股有限公司), a company incorporated in the BVI with limited liability on 12 February 2019 and wholly owned by Mr. Leung Yam Cheung

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“Temmex”	Temmex Engineering Limited (天美工程有限公司), a company incorporated in Hong Kong on 21 October 1998 with limited liability and an indirect wholly-owned subsidiary of the Company
“Temmex Brothers”	Temmex Brothers Engineering Limited (天美兄弟工程有限公司), a company incorporated in Hong Kong on 9 October 2008 with limited liability and an indirect wholly-owned subsidiary of the Company
“%”	per cent.

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

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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We care about the health of our Shareholders, staff and stakeholders which is of paramount importance. In view of the ongoing novel coronavirus pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the meeting venue entrance. Any person whose body temperature over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee shall declare, but not limit to, whether (a) he/she has traveled outside Hong Kong within the 14-day period immediately before the date of AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the meeting venue or be required to leave the meeting venue.
- (iii) Each attendee inside the meeting venue must wear self-prepared surgical face mask throughout the meeting and maintain a safe distance.
- (iv) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting for the purpose of exercising voting rights is not necessary. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and returning the proxy form attached to this circular.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our email at [master@temmex.com](mailto:master@temmex.com).

If any Shareholder has any question relating to precautionary measures of the meeting, please contact the Company at telephone number: (852) 2836 3039.

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LETTER FROM THE BOARD

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**Skymission Group Holdings Limited**

**天任集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1429)**

*Executive Directors:*

Mr. Leung Yam Cheung (*Chairman*)

Mr. Cheung Kit Hung (*CEO*)

Mr. Leung Wing Hoi

Mr. Leung Wing Chun

*Registered office:*

Cricket Square Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Non-executive Director:*

Mr. Yau Sheung Hang

*Headquarter and principal place of  
business in Hong Kong:*

Room 1101, Yuen Long Centre

55 Sau Fu Street

Yuen Long, New Territories

Hong Kong

*Independent Non-executive Directors:*

Mr. Ng Lin Fung

Mr. Lam Kwong Siu

Mr. Chu Hau Lim

Mr. Leung Ka Ho Raymond

26 July 2021

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposals for the (i) granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; (ii) the re-election of Directors; and (iii) certain other resolutions, and to seek your approval at the AGM in connection with, inter alia, the aforesaid proposals.

**ISSUE MANDATE**

On 7 September 2020, an ordinary resolution was passed by the then sole Shareholder to give a general mandate to the Directors to allot, issue and deal with Shares or other securities.

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## LETTER FROM THE BOARD

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Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Issue Mandate will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, the number of issued Share is 1,600,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares or securities which may be issued pursuant to the Issue Mandate will be 320,000,000 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the resolution approving the Issue Mandate.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and authorise an extension of the limit of the Issue Mandate granted by adding to it an amount representing the Shares repurchased by the Company under the Repurchase Mandate.

Details of the Issue Mandate are set out in ordinary resolutions numbers 4 and 6 in the notice of AGM.

### **REPURCHASE MANDATE**

On 7 September 2020, an ordinary resolution was passed by the then Sole Shareholder to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Share on the Stock Exchange. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Repurchase Mandate will be proposed at the AGM to grant a general mandate to Directors to repurchase share up to a limit equal to 10% of the total number of issued Shares as at the date of passing of the resolution approving the Repurchase Mandate.

As at the Latest Practicable Date, the number of the issued Shares is 1,600,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 160,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution number 5 in the notice of AGM.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against relevant resolutions at the AGM.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, Mr. Leung Yam Cheung, Mr. Cheung Kit Hung, Mr. Leung Wing Hoi, Mr. Leung Wing Chun, Mr. Yau Sheung Hang, Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond.

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. Accordingly, all Directors, who were appointed as Directors by the Board, will retire from office at the AGM and, being eligible, will offer themselves for re-election.

The Board, upon the recommendation of the Nomination Committee, proposed Mr. Leung Yam Cheung, Mr. Cheung Kit Hung, Mr. Leung Wing Hoi, Mr. Leung Wing Chun, Mr. Yau Sheung Hang, Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond, the retiring Directors, to stand for re-election as Directors at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **Explanatory statement provided under Code Provision A.5.5 of Appendix 14 of the Listing Rules**

According to the nomination policy of the Company, the Nomination Committee has been delegated to implement the board diversity policy of the Company (the “**Board Diversity Policy**”) and to identify individuals suitably qualified to become members of the Board (including independent non-executive Director); and make recommendations to the Board on the selection of individuals nominated for directorships when changes to composition of the Board or members of any committee of the Company are required or when casual vacancies arise.

Each of Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond has given to the Company a confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Nomination Committee assessed and reviewed the independence of Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond and of the view that they have satisfied all the criteria for independence set out in rule 3.13 of the Listing Rules.

The Nomination Committee and the Board have also reviewed and considered the experience, skills and knowledge of Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond.

Mr. Ng Lin Fung has over 50 years of experience in the banking and finance industry in Hong Kong. Mr. Lam Kwong Siu has been engaged in the banking sector in Hong Kong for over 16 years. Mr. Chu Hau Lim has over 29 years of experience in professional auditing, consulting,

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## LETTER FROM THE BOARD

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corporate accounting and financial management. Mr. Leung Ka Ho Raymond has over 32 years of experience in the construction industry and possesses extensive knowledge in planning and managing construction projects of various nature. In addition to the experience, skills and knowledge of Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond as mentioned above, the Board has also taken into consideration of their cultural and educational background and professional experience with the other factors contribute to the diversity of the Board.

In view of the diversified knowledge, experience and skills of each of the retiring independent non-executive Directors and their previous contributions made to the Board, the Board believes that their expertise will continue to enable them to fulfill their roles as independent non-executive Directors effectively and can continue to provide useful and constructive opinion and to make contribution to the Board and the Company's future development.

The Nomination Committee has recommended to the Board that the re-election of each of Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond as an independent non-executive Director is to be proposed for the Shareholders' approval at the AGM. Having considered the above aspects and the contributions made by the independent non-executive Directors to the Board, the Board considers that their re-election as independent non-executive Directors will be in the best interests of the Company and its Shareholders as a whole.

### **ANNUAL GENERAL MEETING**

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve (i) the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; (ii) the re-election of the Directors; and (iii) certain other resolutions is set out on pages 29 to 33 of this circular.

### **VOTING BY WAY OF POLL**

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, except where the chairman may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 66 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares, at any general meeting every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Company's register of members. Where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.

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## LETTER FROM THE BOARD

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An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **ACTION TO BE TAKEN**

A proxy form for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company ([www.skymission.group](http://www.skymission.group)). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. before 22 September 2021 at 2:00 p.m.) or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.

### **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 Group. 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.

### **RECOMMENDATION**

The Directors believe that the proposed resolutions mentioned in this circular are in the best interests of the Company as well as to its Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions.

Yours faithfully,  
For and on behalf of the Board  
**Skymission Group Holdings Limited**  
**Leung Yam Cheung**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against ordinary resolution number 5 in respect of the approval of the Repurchase Mandate.

### **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 1,600,000,000 Shares in issue at the Latest Practicable Date, could result in up to 160,000,000 Shares being repurchased by the Company during the period 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 the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

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

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase 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.

### **4. UNDERTAKING**

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose 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 on its gearing position, which in the opinion of the Directors are from time to time appropriate for the Company.

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 pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

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

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

## **5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT**

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 and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer under the Takeovers Code.

Sky Mission was interested in 1,200,000,000 Shares, representing 75% of the issued share capital of the Company. Sky Mission is a controlled corporation of Mr. Leung Yam Cheung, an executive Director and the chairman of the Board. In the event that the Repurchase Mandate was exercised in full, the aggregate percentage shareholding of Sky Mission, a company wholly owned by Mr. Leung Yam Cheung, would be increased to 83.33% of the issued Shares of the Company. Such an increase would not result in Sky Mission Group Limited having to make a mandatory offer under the Takeovers Code, but would result in the aggregate amount of the issued shares of the Company in public hands being reduced to less than 25%. The Directors currently are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate and the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

## **6. SHARE PURCHASED 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.

**7. SHARE PRICES**

The table below is a summary of the highest and lowest traded prices in each of the previous months between the Listing Date and the Latest Practicable Date:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
September ( <i>from the Listing Date</i> )	1.190	0.580
October	2.530	0.194
November	0.290	0.177
December	0.203	0.140
<b>2021</b>		
January	0.205	0.152
February	0.224	0.153
March	0.209	0.166
April	0.184	0.152
May	0.170	0.148
June	0.166	0.146
July ( <i>up to the Latest Practicable Date</i> )	0.163	0.143

The following are the particulars of Mr. Leung Yam Cheung, Mr. Cheung Kit Hung, Mr. Leung Wing Hoi, Mr. Leung Wing Chun, Mr. Yau Sheung Hang, Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond, all of whom will retire at the AGM and, being eligible, will offer themselves for re-election.

### 1. Mr. Leung Yam Cheung (梁任祥)

Mr. Leung Yam Cheung (formerly known as Leung Wah Fei (梁華飛)) (“**Mr. Leung/Mr. Leung Yam Cheung**”), aged 63, is the Chairman of the Board and an executive Director. He was appointed as a Director on 31 May 2019 and re-designated as an executive Director and the Chairman of the Board on 4 November 2019. He is also a member of each of the Remuneration Committee and the Nomination Committee. Mr. Leung is primarily responsible for formulating the overall development strategies and business plans, and overseeing the general management and daily operations of the Group. Mr. Leung has been serving as a director of all the operating subsidiaries, including Temmex, Temmex Brothers and Kennex, since December 1998, October 2008, and March 2015, respectively.

Mr. Leung commenced working as a formwork works apprentice and has gained extensive working experience. Eventually, he started carrying out the business of the Group through Temmex, Temmex Brothers and Kennex.

Mr. Leung attended primary school in Shenzhen, China.

Mr. Leung is the father of two executive Directors, Mr. Leung Wing Hoi and Mr. Leung Wing Chun.

Mr. Leung was a director of the following companies each of which was incorporated with limited liability and was dissolved by way of deregistration. As confirmed by Mr. Leung, each of the following companies was solvent and inactive at the time when it was dissolved and there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

Company name	Place of incorporation/ establishment	Nature of business before dissolution	Nature of proceeding	Date of dissolution
Temmex Brothers (Macau) Engineering Limited	Macau	Dormant	Dissolved by deregistration under the Commercial Code of Macau	30 August 2019
Everbest Construction Limited	Hong Kong	Dormant	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	18 May 2012

Mr. Leung is the sole director and the sole shareholder of Sky Mission, a Controlling Shareholder. As at the Latest Practicable Date, Mr. Leung had interests in 1,200,000,000 Shares through Sky Mission.

Save as disclosed above, Mr. Leung does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

He does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Leung was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Leung has entered into a service agreement with the Company for an initial term of three years commencing from 29 September 2020 and will continue thereafter until terminated by not less than one month's written notice to the other party. Mr. Leung is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of remuneration paid to Mr. Leung for the year ended 31 March 2021 is set out in note 7 to the financial statements for the year ended 31 March 2021 in the Company's annual report. The remuneration of Mr. Leung has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Leung with the Company. Mr. Leung's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

## 2. Mr. Cheung Kit Hung (張傑鴻)

Mr. Cheung Kit Hung ("Mr. Cheung"), aged 45, is an executive Director and the CEO. He was appointed as a Director and the CEO and re-designated as an executive Director on 4 November 2019. He is also the chairman of the Compliance Committee and a member of each of the Remuneration Committee and Nomination Committee. Mr. Cheung is primarily responsible for overseeing the sales, quantity surveying and the client communication functions of the Group.



Mr. Cheung first joined the Group as a quantity surveyor of Temmex since July 2001. He has further been appointed as an operation manager of each of Temmex Brothers since April 2006 and Kennex since March 2015. Mr. Cheung has also been serving as a director at each of Temmex since October 2010 and Temmex Brothers since July 2017.

Prior to joining the Group, Mr. Cheung accumulated over three years of experience in the sales of construction equipment in Hong Kong. In this regard, he worked at Advance Equipment Services (Hong Kong) Limited as a sales representative from September 1997 to February 2000, a company principally engaged in the design, manufacture and erection of steel scaffolding. Mr. Cheung then worked as a sales supervisor at RMD Hong Kong Limited (renamed as RMD Kwikform Hong Kong Limited in November 2000) from April 2000 to July 2001, a company principally engaged in the provision of formwork works, falsework and shoring solutions to the global construction industry.

Mr. Cheung obtained a certificate of completion in the general course for clerks of works from the Hong Kong College of Technology in June 2002. Mr. Cheung passed the examination in the training course on safety management for managers and obtained a certificate of completion from the Hong Kong Productivity Council in September 2002. Mr. Cheung further obtained his Higher Certificate in Building Studies (part-time) from The Vocational Training Council of the Hong Kong Institute of Vocational Education in Hong Kong in July 2004.

Mr. Cheung does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

He does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Cheung was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Cheung has entered into a service agreement with the Company for an initial term of three years commencing from 29 September 2020 and will continue thereafter until terminated by not less than one month's written notice to the other party. Mr. Cheung is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of remuneration paid to Mr. Cheung for the year ended 31 March 2021 is set out in note 7 to the financial statements for the year ended 31 March 2021 in the Company's annual report. The remuneration of Mr. Cheung has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Cheung with the Company. Mr. Cheung's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Cheung involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

### 3. Mr. Leung Wing Hoi (梁榮海)

Mr. Leung Wing Hoi (“**Mr. WH Leung**”), aged 40, is an executive Director. He was appointed as a Director and re-designated as an executive Director on 4 November 2019. He is also a member of ESG committee of the Board. Mr. WH Leung is mainly responsible for overseeing the computer and system design functions of the Group.

Mr. WH Leung first joined the Group as an operation manager of each of Temmex and Temmex Brothers in November 2017, worked until March 2018, and has then rejoined the Group with the same positions since November 2018.

Mr. WH Leung has over 15 years of experience in the digital media and information technology industry. In this regard, Mr. WH Leung began his career as a junior designer at iConcept Design & Multimedia Co. Limited from June 2004 to August 2004 and i010.com (International) Limited from August 2004 to August 2005. Mr. WH Leung later worked at PacificLink iMedia Limited from October 2006 to July 2015, with his last position being an associate creative director. Mr. WH Leung also enjoyed a short stint at Pixo Punch Limited as a creative director from July 2015 to March 2016. Mr. WH Leung served as a creative director of each of Accenture Plc from April 2016 to November 2017 and As One Interactive Limited from April 2018 to April 2019.

Mr. WH Leung obtained his bachelor of arts degree (visual communication) majoring in digital media from the KVB Institute of Technology (now known as the Raffles College of Design and Commerce) in Australia in July 2005.

Mr. WH Leung is a son of Mr. Leung Yam Cheung and an elder brother of Mr. WC Leung (as defined below). Mr. Leung Yam Cheung is the chairman of the Board and an executive Director and Mr. WC Leung (as defined below) is an executive Director.

Save as disclosed above, Mr. WH Leung does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

He does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. WH Leung was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. WH Leung has entered into a service agreement with the Company for an initial term of three years commencing from 29 September 2020 and will continue thereafter until terminated by not less than one month's written notice to the other party. Mr. WH Leung is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of remuneration paid to Mr. WH Leung for the year ended 31 March 2021 is set out in note 7 to the financial statements for the year ended 31 March 2021 in the Company's annual report. The remuneration of Mr. WH Leung has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. WH Leung with the Company. Mr. WH Leung's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. WH Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

#### **4. Mr. Leung Wing Chun (梁榮進)**

Mr. Leung Wing Chun ("Mr. WC Leung"), aged 36, is an executive Director. He was appointed as a Director and re-designated as an executive Director on 4 November 2019. He is also a member of the Compliance Committee. Mr. WC Leung is mainly responsible for overseeing the overall project management and the operations of the business of the Group.

Mr. WC Leung underwent his apprenticeship as a personal assistant to Mr. Leung Yam Cheung from July 2002 to May 2013. Mr. WC Leung then joined the Group as a project manager of Temmex since June 2013, and is primarily responsible for overseeing and supervising various projects of Temmex and acts as the key point of contact at work sites. After four years of training as a project manager, he was promoted and has been a director of Temmex Brothers since July 2017.

Mr. WC Leung obtained his Certificate of Safety Supervisor (Construction Industry) issued by Origin Production Limited trading as The Hong Kong Safety Training Association in April 2007.

Mr. WC Leung is a son of Mr. Leung Yam Cheung and a younger brother of Mr. WH Leung. Mr. Leung Yam Cheung is the chairman of the Board and an executive Director and Mr. WH Leung is an executive Director.

Save as disclosed above, Mr. WC Leung does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

He does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. WC Leung was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. WC Leung has entered into a service agreement with the Company for an initial term of three years commencing from 29 September 2020 and will continue thereafter until terminated by not less than one month's written notice to the other party. Mr. WC Leung is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of remuneration paid to Mr. WC Leung for the year ended 31 March 2021 is set out in note 7 to the financial statements for the year ended 31 March 2021 in the Company's annual report. The remuneration of Mr. WC Leung has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. WH Leung with the Company. Mr. WC Leung's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. WC Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

#### **5. Mr. Yau Sheung Hang (丘尚衡)**

Mr. Yau Sheung Hang (formerly known as Yau Ngan Fei (邱雁飛)) ("**Mr. Yau**"), aged 47, is a non-executive Director. He was appointed as a Director and re-designated as a non-executive Director on 4 November 2019. Mr. Yau is mainly responsible for providing strategic advice to the Board.

Mr. Yau has gained over 13 years of experience in audit, tax, accounting and company secretarial matters. In this regard, he worked as an audit clerk at Simon Choy & Co. from May 2009 to March 2013 and a senior audit manager at W.H. Shum & Co. from November 2017 to November 2018. He is a shareholder (who owns as to 50%) and since June 2007 has been a director of Charmway Strategic Limited (formerly known as Global Prospect Limited), which was the former corporate secretary of each of (i) Temmex from October 2010 to August 2018; (ii) Temmex Brothers from October 2008 to August 2018; and (iii) Kennex from March 2015 to January 2019. Mr. Yau has been the sole director of Harold Accounting Services Limited since April 2016.

Mr. Yau obtained his bachelor of arts degree in translation from the Lingnan College Hong Kong (now known as the Lingnan University) in November 1997, and his master of science degree in professional accounting and corporate governance from the City University of Hong Kong in February 2009. Mr. Yau has been a member of the Hong Kong Institute of Certified Public Accountants since October 2017.

Mr. Yau was a director of the following company, which was incorporated in Hong Kong with limited liability and was dissolved by way of deregistration. As confirmed by Mr. Yau, the following company was solvent and inactive at the time it was dissolved and there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

<b>Company name</b>	<b>Place of incorporation/ establishment</b>	<b>Nature of business before dissolution</b>	<b>Nature of proceeding</b>	<b>Date of dissolution</b>
Laos and Overseas Services Association Limited	Hong Kong	Dormant	Dissolved by deregistration pursuant to section 751 of the Companies Ordinance	29 March 2019

Save as disclosed above, Mr. Yau does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

He does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Yau was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Yau has entered into an appointment letter with the Company for an initial term of three years commencing from 29 September 2020 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Yau is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of remuneration paid to Mr. Yau for the year ended 31 March 2021 is set out in note 7 to the financial statements for the year ended 31 March 2021 in the Company's annual report. The remuneration of Mr. Yau has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Yau with the Company. Mr. Yau's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Yau involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

#### 6. Mr. Ng Lin Fung (吳連烽)

Mr. Ng Lin Fung (“**Mr. Ng**”), aged 80, is an independent non-executive Director appointed on 7 September 2020. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. He is responsible for the supervision and provision of independent judgement to the Board.

Mr. Ng has over 50 years of experience in the banking and finance industry in Hong Kong. He worked at Nanyang Commercial Bank in Hong Kong from 1965 to 1999, with his last position being a deputy general manager. Mr. Ng has been the chairman of International Po Fung Finance Holdings Limited since 1999.

Mr. Ng has held and currently holds advisory positions in various institutions. In this regard, he (i) was the Hong Kong affairs adviser to each of the Hong Kong and Macao Affairs Office of the State Council and Xinhua News Agency (Hong Kong Branch) on Hong Kong affairs between 1995 to 1997; (ii) was a committee member of each of the 6th, 7th and 8th of the Fujian Province Committee of the Chinese People’s Political Consultative Conference between 1992 to 2001; (iii) has been a member of the Election Committee of the Hong Kong Special Administrative Region of the National People’s Congress since 1998; (iv) was the president and has been an honorary president of the Hong Kong Chinese Importers’ & Exporters’ Association from 1995 to 1998 and since 1999, respectively; (v) was a committee member and has been an honorary committee member of The Chinese General Chamber of Commerce, Hong Kong from 1999 to 2014 and since 2015, respectively; and (vi) has been the president of The Hong Kong Chi Tung Association Limited since 2017.

Mr. Ng attended the Beijing Institute of Physical Education (now known as the Beijing Sport University), majoring in physical education theory, from 1961 to 1962.

Mr. Ng was a director of the following companies each of which was incorporated in Hong Kong with limited liability and was dissolved by way of deregistration or striking off. As confirmed by Mr. Ng, each of the following companies was solvent and inactive at the time it was dissolved and there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

Company name	Place of incorporation/ establishment	Nature of business before dissolution	Nature of proceeding	Date of dissolution
Fukien Education Centre Limited	Hong Kong	Education service	Dissolved by deregistration pursuant to section 751 of the Companies Ordinance	8 September 2017
The Global Foundation of Distinguished Chinese Limited	Hong Kong	Non-profit making	Dissolved by striking off pursuant to section 291 of the Predecessor Companies Ordinance	17 June 2011
China and Regions ETTIL Services Limited	Hong Kong	Business service	Dissolved by striking off pursuant to section 291 of the Predecessor Companies Ordinance	10 July 2009

Mr. Ng does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed above, he does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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

Mr. Ng has entered into an appointment letter with the Company for an initial term of three years commencing from 29 September 2020 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Ng is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of remuneration paid to Mr. Ng for the year ended 31 March 2021 is set out in note 7 to the financial statements for the year ended 31 March 2021 in the Company's annual report. The remuneration of Mr. Ng has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Ng with the Company. Mr. Ng's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Ng involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

#### 7. Mr. Lam Kwong Siu (林廣兆)

Mr. Lam Kwong Siu (“**Mr. Lam**”), aged 87, is an independent non-executive Director. He was appointed as a Director and re-designated as an independent non-executive Director on 4 November 2019. He is also the Chairman of the Nomination Committee, a member of each of the Audit Committee and the Remuneration Committee. He is responsible for the supervision and provision of independent judgement to the Board.

Mr. Lam has over 16 years of experience in the banking sector in Hong Kong. In this regard, he has been a non-executive director of Bank of China International Limited (formerly known as BOCI Capital Limited) since July 2002 and the vice chairman of BOC International Holdings Limited since October 2001.

Mr. Lam has been an independent non-executive director of each of (i) Fujian Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 181) since December 2003; (ii) Xinyi Glass Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 868) since August 2004; (iii) Yuzhou Properties Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1628) since October 2009; and (iv) Far East Consortium International Limited, a company listed on the Main Board of the Stock Exchange (stock code: 35) since September 2011. Mr. Lam was also an independent non-executive director of CITIC International Financial Holdings Limited, a company formerly listed on the Main Board of the Stock Exchange (stock code: 183) from September 1996 to November 2008, Vico International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1621) from January 2018 to April 2019, and China Overseas Land & Investment Limited, a company listed on the Main Board of the Stock Exchange (stock code: 688) from September 2003 to June 2020.

Mr. Lam was awarded the Silver Bauhinia Star (SBS) in 2003 and the Gold Bauhinia Star (GBS) in 2016 by the Government of the Hong Kong Special Administrative Region. Mr. Lam was also a deputy of the 10th National People’s Congress from 2003 to 2008, and has been the honorary chairman of the Hong Kong Federation of Fujian Associations Limited since 2009, the life honorary chairman of the Hong Kong Fukien Chamber of Commerce since 2011, the vice chairman of the Fujian Hong Kong Economic Co-operation since 2007, the life honorary chairman of The Chinese General Chamber of Commerce since 2008, an adviser to the Hong Kong Chinese Enterprises Association since 2008 and the honorary president of The Chinese Bankers Club of Hong Kong since 1992.

Mr. Lam was a director of the following companies, each of which was incorporated in Hong Kong with limited liability and was dissolved by way of deregistration. As confirmed by Mr. Lam, each of the following companies was solvent and inactive at the time when it was



dissolved and there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

<b>Company name</b>	<b>Place of incorporation/ establishment</b>	<b>Nature of business before dissolution</b>	<b>Nature of proceeding</b>	<b>Date of dissolution</b>
Asia Humanity Foundation Limited	Hong Kong	Non-profit making	Dissolved by deregistration pursuant to section 751 of the Companies Ordinance	8 June 2018
Fukien Education Centre Limited	Hong Kong	Education service	Dissolved by deregistration pursuant to section 751 of the Companies Ordinance	8 September 2017

Mr. Lam does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed above, he does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Lam was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Lam has entered into an appointment letter with the Company for an initial term of three years commencing from 29 September 2020 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Lam is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of remuneration paid to Mr. Lam for the year ended 31 March 2021 is set out in note 7 to the financial statements for the year ended 31 March 2021 in the Company's annual report. The remuneration of Mr. Lam has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Lam with the Company. Mr. Lam's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Lam involved in any of the matters required to be disclosed pursuant to any of the requirements under

rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

#### 8. Mr. Chu Hau Lim (朱孝廉)

Mr. Chu Hau Lim (“**Mr. Chu**”), aged 55, is an independent non-executive Director appointed on 7 September 2020. He is also the chairman of the Audit Committee, a member of each of the Nomination Committee, Remuneration Committee and Compliance Committee. He is responsible for the supervision and provision of independent judgement to our Board.

Mr. Chu has over 29 years of experience in professional auditing, consulting, corporate accounting and financial management. In this regard, Mr. Chu worked at Byrne & Co. from October 1988 to March 1990, with his last position being an audit semi-senior. Mr. Chu then worked at Fan, Mitchell & Co. from July 1992 to May 1996, with his last position being a senior audit manager. From October 1996 to February 2006, Mr. Chu worked at PricewaterhouseCoopers, with his last position being a senior manager of the assurance division. Mr. Chu also worked as the chief financial officer of Agile Property Holdings Limited (now known as Agile Group Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 3383) from July 2006 to January 2011 and G.T. Land Holdings Limited from February 2011 to March 2012. Mr. Chu was an executive director and the chief financial officer of Greenland Hong Kong Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 337) (formerly known as SPG Land (Holdings) Limited) from April 2012 to October 2012. Mr. Chu was an executive director of SQ Technology Holdings Limited, a company listed on the Taipei Exchange (stock code: 3219) from October 2015 to October 2016. Mr. Chu was the chief financial officer from October 2016 to August 2018, the company secretary as well as an authorised representative, both from February 2017 to July 2018, of Ta Yang Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1991). He was an independent non-executive director of Power Financial Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 397) from September 2017 to April 2020. He was the chief financial officer of TFG International Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 542) from September 2018 to April 2021.

Mr. Chu obtained his master of business administration (MBA) degree at the Heriot-Watt University in the United Kingdom in July 1997. Mr. Chu has been a member of the HKICPA since January 1991, and was an associate of The Chartered Association of Certified Accountants (now known as the Association of Chartered Certified Accountants) from October 1990 to October 1995, and has then been a fellow of The Chartered Association of Certified Accountants since October 1995.

Mr. Chu was a director of the following company which was incorporated in Hong Kong with limited liability and was dissolved by way of deregistration. As confirmed by Mr. Chu, the following company was solvent and inactive at the time it was dissolved and there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

<b>Company name</b>	<b>Place of incorporation/ establishment</b>	<b>Nature of business before dissolution</b>	<b>Nature of proceeding</b>	<b>Date of dissolution</b>
H L Chu Management Consultants Limited	Hong Kong	Management consultants	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	4 June 2004

Mr. Chu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed above, he does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chu was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Chu has entered into an appointment letter with the Company for an initial term of three years commencing from 29 September 2020 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Chu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of remuneration paid to Mr. Chu for the year ended 31 March 2021 is set out in note 7 to the financial statements for the year ended 31 March 2021 in the Company's annual report. The remuneration of Mr. Chu has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Chu with the Company. Mr. Chu's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Chu involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

**9. Mr. Leung Ka Ho Raymond (梁家浩)**

Mr. Leung Ka Ho Raymond (“**Mr. Leung KH**”), aged 53, is an independent non-executive Director appointed on 7 September 2020. He is also a member of the Remuneration Committee. He is responsible for the supervision and provision of independent judgment to the Board.

Mr. Leung KH has over 32 years of experience in the construction industry and possesses extensive knowledge in planning and managing construction projects of various nature. Mr. Leung KH is currently an executive director, the chairman and the chief executive officer of Chi Ho Development Holdings Limited, a company principally engaged in renovation, maintenance, alteration and addition works and fitting-out works services in Hong Kong, and a company listed on GEM of the Stock Exchange (stock code: 8423).

Mr. Leung KH worked initially as a trainee quantity surveyor and was promoted to assistant quantity surveyor in Shui On Building Contractors Limited from January 1989 to June 1990. He was then employed as an assistant quantity surveyor and was promoted to quantity surveyor from June 1990 to September 1991 in Maeda Corporation where his duties included quantity surveying works, tendering works and civil engineering measurement works. From August 1992 to September 1993, he was employed by Wecon Limited initially as an assistant site agent and was promoted to site agent. From November 1994 to March 1996, he joined Laws Real Estate Agency Limited as an assistant project manager where he took lead of building development, ongoing maintenance, re-fitting-out and renovation projects from the conceptual design to implementation. For the period from July 1996 to September 1998, Mr. Leung KH worked initially as a project manager and was promoted to contracts manager in Wang On Construction Company Limited where his responsibilities included, among other things, taking up project management, monitoring site progress and control and coordination among subcontractors. He then joined Tat Hing Construction Company Limited in September 1998 as a director and resigned in April 2002. From August 1998 to August 2002, Mr. Leung KH also joined Lee Shing Yue Construction Company Limited initially as a project manager and was then elected as a technical director where his duties included, among others, overall contract administration and project management.

Mr. Leung KH obtained his higher diploma in building from City Polytechnic of Hong Kong (currently known as the City University of Hong Kong) in November 1991 and a bachelor’s degree of science in building from the South Bank University in the United Kingdom in June 1992. Mr. Leung KH obtained his master’s degree of science in architecture from the University College London in the United Kingdom in March 1995.

Mr. Leung KH has been a member of Australian Institute of Building since March 2001, a member of the Chartered Institute of Building since July 2002, a member of the Hong Kong Institute of Construction Managers (previously known as Hong Kong Institute of Builders) since April 2007, and a member of the Contractor’s Authorised Signatory Association Limited since December 2008. Mr. Leung KH had served in Government body. For the period from January 2011 to December 2012, Mr. Leung KH was appointed by the Building Authority as a member of Minor Works Contractors Registration Committee Panel.

Mr. Leung KH was a director of the following companies, each of which was incorporated in Hong Kong with limited liability and was dissolved by way of deregistration, striking off or creditors' voluntary winding up. As confirmed by Mr. Leung KH, save for Lee Shing Yue Construction Company Limited ("**Lee Shing Yue**"), each of the following companies was solvent and inactive at the time it was dissolved and there was no wrongful act on his part leading to the following dissolutions, and he was not aware of any actual or potential claim that had been or would be made against him as a result of the dissolutions.

Company name	Place of incorporation/ establishment	Nature of business before dissolution	Nature of proceeding	Date of dissolution
Lee Shing Yue ( <i>Note</i> )	Hong Kong	Construction business	Dissolved by creditor's voluntary winding up pursuant to section 228A of the Predecessor Companies Ordinance	12 February 2019
Clearview Profit Limited	Hong Kong	Property holding	Dissolved by striking off pursuant section 291 of Predecessor Companies Ordinance	9 November 2012
Lee Shing Yue Renovation Company Limited	Hong Kong	Construction business	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	28 March 2008
Po Wo Construction (International) Company Limited	Hong Kong	Never commenced business	Dissolved by striking off pursuant to section 291 of Predecessor Companies Ordinances	10 March 2006
Top Achievement Development Company Limited	Hong Kong	Never commenced business	Dissolved by striking off pursuant to section 291 of Predecessor Companies Ordinance	16 January 2004

*Note:* Mr. Leung KH was a director of Lee Shing Yue. Lee Shing Yue was a private limited Hong Kong company incorporated in January 1969 which was principally engaged in the construction business. In April 2002, it was adjudged by the High Court of Hong Kong in a contractual dispute case between Lee Shing Yue, being a main contractor, and a contractor that Lee Shing Yue should pay, inter alia, a sum of HK\$14,320,353 and other sums such as outstanding certified payment, interests and costs. In the course of the appeal against the judgment, the court dismissed Lee Shing Yue's application for a stay of execution of the judgment and the contractor therefore commenced enforcement of the judgment and seized Lee Shing Yue's business bank accounts and assets. As a result, the then board of directors of Lee Shing Yue considered that under

such circumstances, Lee Shing Yue could no longer be able to continue its business. On 10 August 2002, a director of Lee Shing Yue filed a statutory declaration with the Companies Registry pursuant to section 228A of the Predecessor Companies Ordinance as the directors were of the opinion that Lee Shing Yue could not by reason of its liabilities continue its business and it was necessary that Lee Shing Yue be wound up. On 16 August 2002, a petition for the winding up of Lee Shing Yue was filed by the contractor in court.

Mr. Leung KH confirmed that (i) he did not have any shareholding interest in Lee Shing Yue during and after his employment with Lee Shing Yue; (ii) he was not involved in the financial aspect of Lee Shing Yue during his employment with Lee Shing Yue; and (iii) the dissolution of Lee Shing Yue has not resulted in any liability or obligation imposed against him.

Mr. Leung KH does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed above, he does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Leung KH was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Leung KH has entered into an appointment letter with the Company for an initial term of three years commencing from 29 September 2020 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Leung KH is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of remuneration paid to Mr. Leung KH for the year ended 31 March 2021 is set out in note 7 to the financial statements for the year ended 31 March 2021 in the Company's annual report. The remuneration of Mr. Leung KH has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Leung KH with the Company. Mr. Leung KH's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Leung KH involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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# Skymission Group Holdings Limited

## 天任集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1429)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Skymission Group Holdings Limited (the “Company”) will be held at Flat 12, 33/F., Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 24 September 2021 at 2:00 p.m. for the following purposes:

#### ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor of the Company for the year ended 31 March 2021.
2.
  - (a) To re-elect Mr. Leung Yam Cheung as an executive director of the Company;
  - (b) To re-elect Mr. Cheung Kit Hung as an executive director of the Company;
  - (c) To re-elect Mr. Leung Wing Hoi as an executive director of the Company;
  - (d) To re-elect Mr. Leung Wing Chun as an executive director of the Company;
  - (e) To re-elect Mr. Yau Sheung Hang as a non-executive director of the Company;
  - (f) To re-elect Mr. Ng Lin Fung as an independent non-executive director of the Company;
  - (g) To re-elect Mr. Lam Kwong Siu as an independent non-executive director of the Company;
  - (h) To re-elect Mr. Chu Hau Lim as an independent non-executive director of the Company;
  - (i) To re-elect Mr. Leung Ka Ho Raymond as an independent non-executive director of the Company; and
  - (j) To authorise the board of directors of the Company to fix the remuneration of directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. To re-appoint Mazars CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

### SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 any unissued shares or securities in the capital of the Company and to make or grant offers and agreements 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 of the Company during the Relevant Period (as hereinafter defined) to make or grant offers and agreements which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares or securities allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any convertible securities or similar rights which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) 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 articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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(d) 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 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 any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities by way of rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution (such total number to be subject to

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## NOTICE OF ANNUAL GENERAL MEETING

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adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

(c) 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 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 any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolutions numbers 4 and 5 set out in the notice convening this meeting, 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 any unissued Shares or securities pursuant to resolution number 4 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution number 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of total number of Shares in issue as at the date of passing of the said resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By Order of the Board  
**Skymission Group Holdings Limited**  
**Leung Yam Cheung**  
*Chairman*

Hong Kong, 26 July 2021

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.

In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or the adjourned meeting (as the case may be).

- (2) Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.
- (3) The register of members will be closed from Monday, 20 September 2021 to Friday, 24 September 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the AGM, all completed 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 Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 17 September 2021.
- (4) With regard to Resolution no. 2 in this notice, the board of directors of the Company proposes that the directors of the Company, namely Mr. Leung Yam Cheung, Mr. Cheung Kit Hung, Mr. Leung Wing Hoi, Mr. Leung Wing Chun, Mr. Yau Sheung Hang, Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond be re-elected as directors of the Company. Particulars of the said directors of the Company are set out in Appendix II to the circular to the shareholders of the Company dated 26 July 2021.
- (5) An explanatory statement containing further details regarding Resolution no. 5 as required by the Stock Exchange is set out in Appendix I to the circular to the shareholders of the Company dated 26 July 2021.
- (6) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), all votes of shareholders at the AGM will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

*As at the date of this notice, the Board comprises Mr. Leung Yam Cheung, Mr. Cheung Kit Hung, Mr. Leung Wing Hoi and Mr. Leung Wing Chun as executive Directors; Mr. Yau Sheung Hang as non-executive Director; and Mr. Ng Lin Fung, Mr. Lam Kwong Siu, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond as independent non-executive Directors.*