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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 a 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 Tat Hong Equipment Service Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### **Tat Hong Equipment Service Co., Ltd.** **達豐設備服務有限公司**

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

**(Stock Code: 2153)**

#### **PROPOSALS FOR**

#### **(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS,**

#### **(2) DECLARATION OF FINAL DIVIDEND,**

#### **(3) RE-ELECTION OF RETIRING DIRECTORS,**

#### **(4) RE-APPOINTMENT OF AUDITORS,**

#### **(5) MANDATES TO ISSUE SHARES AND BUY-BACK SHARES**

#### **AND**

#### **NOTICE OF 2021 ANNUAL GENERAL MEETING**

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Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the 2021 AGM of Tat Hong Equipment Service Co., Ltd. to be held at 10:00 a.m. on Wednesday, 29 September 2021 at Room 601, Building 8, PortMix, No. 2377, Shenkun Road, Minhang District, Shanghai, the PRC, at which, among other things, the above proposals will be considered, which set out on pages 28 to 32 of this circular.

Whether or not you intend to attend the 2021 AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 10:00 a.m. on Monday, 27 September 2021) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

#### **PRECAUTIONARY MEASURES FOR THE 2021 AGM**

To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the 2021 AGM to prevent the spreading of the COVID-19:

- (1) Compulsory body temperature checks will be conducted for every attendee at the entrance of the 2021 AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the 2021 AGM venue and be requested to leave the 2021 AGM venue;
- (2) Every attendee will be required to wear surgical facial mask throughout the 2021 AGM and maintain a safe distance between seats. Please note that no masks will be provided at the 2021 AGM venue and attendees should wear their own masks; and
- (3) The Company will not provide refreshments and will not distribute corporate gifts.

Any person who does not comply with the precautionary measures may be denied entry into the 2021 AGM venue. In light of the continuing risks posed by the COVID-19, the Company encourages the Shareholders to consider appointing the Chairman of the 2021 AGM as their proxy to vote on the relevant resolutions at the 2021 AGM as an alternative to attending the 2021 AGM in person.

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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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## DEFINITIONS

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

“2021 AGM”	the 2021 annual general meeting of the Company to be convened and held at 10:00 a.m. on Wednesday, 29 September 2021 at Room 601, Building 8, PortMix, No. 2377, Shenkun Road, Minhang District, Shanghai, the PRC, notice of which is set out on pages 28 to 32 of this circular and any adjournment thereof
“Articles”	the articles of association of the Company
“associates”	has the meaning as defined under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buy-back Mandate”	a general unconditional mandate proposed to be granted to the Directors at the 2021 AGM to buy back such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Changzhou Tat Hong”	Changzhou Tat Hong Zhaomao Machinery Construction Co., Ltd.* (常州達豐兆茂機械工程有限公司)
“Chongqing Tat Hong”	Chongqing Tat Hong Machinery Construction Co., Ltd.* (重慶大峰建築工程機械有限公司)
“Chwee Cheng & Sons”	Chwee Cheng & Sons Pte Ltd
“close associates”	has meaning defined in the Listing Rules
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time

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## DEFINITIONS

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“Company”	Tat Hong Equipment Service Co., Ltd., an exempted company incorporated under the laws of Cayman Islands with limited liability on 26 August 2014
“core connected persons”	has the meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought-back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“Huaxing Tat Hong”	China Nuclear Huaxing Tat Hong Machinery Construction Co., Ltd.* (中核華興達豐機械工程有限公司), formerly known as Jiangsu China Nuclear Huaxing Machinery Construction Co., Ltd.* (江蘇中核華興建築機械施工有限公司)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2021 AGM to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Jiangsu Hengxingmao”	Jiangsu Hengxingmao Financial Leasing Co., Ltd.* (江蘇恒興茂融資租賃有限公司)

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## DEFINITIONS

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“Latest Practicable Date”	21 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	13 January 2021, being the date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Ng”	Ng San Tiong
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	prospectus of the Company dated 30 December 2020
“RMB”	Renminbi, the lawful currency of the PRC
“Ronghe Tat Hong”	Jiangsu Ronghe Tat Hong Machinery Construction Co., Ltd.* (江蘇融合達豐機械工程有限公司)
“SFO”	the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Tat Hong”	Shanghai Tat Hong Construction Services Co., Ltd.* (上海達豐建築服務有限公司), formerly known as Shanghai Tat Hong Equipment Rental Co., Ltd.* (上海達豐機械租賃有限公司)
“Share(s)”	ordinary share(s) of US\$0.08 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“Tat Hong Belt Road”	Tat Hong Belt Road Pte. Ltd.
“Tat Hong China”	Tat Hong Equipment (China) Pte. Ltd.
“Tat Hong Holdings”	Tat Hong Holdings Ltd
“Tat Hong International”	Tat Hong International Pte Ltd
“Tat Hong Zhaomao”	Tat Hong Zhaomao Investment Group Co., Ltd.* (達豐兆茂投資集團有限公司), formerly known as Tat Hong Zhaomao Investment Co., Ltd. (達豐兆茂投資有限公司)
“THSC Investments”	THSC Investments Pte. Ltd.
“TH60 Investments”	TH60 Investments Pte. Ltd.
“US\$”	United States dollars, the lawful currency of the United States
“Zhongjian Tat Hong”	Jiangsu Zhongjian Tat Hong Machinery Construction Co., Ltd.* (江蘇中建達豐機械工程有限公司), formerly known as Jiangsu Zhenghe Tat Hong Machinery Rental Co., Ltd.* (江蘇正和達豐機械租賃有限公司) and Jiangsu Zhongjian Tat Hong Machinery Rental Co., Ltd.* (江蘇中建達豐機械租賃有限公司)
“%”	per cent.

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LETTER FROM THE BOARD

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**Tat Hong Equipment Service Co., Ltd.**  
**達豐設備服務有限公司**

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

**(Stock Code: 2153)**

*Executive Directors*

Mr. Yau Kok San (*Chief Executive Officer*)

Mr. Lin Han-wei (*Chief Operating Officer*)

*Non-executive Directors*

Mr. Ng San Tiong (*Chairman*)

Mr. Sun Zhaolin

Mr. Liu Xin

*Independent Non-executive Directors*

Ms. Pan I-Shan

Mr. Wan Kum Tho

Dr. Huang Chao-Jen

*Registered address*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong*

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

27 July 2021

*To Shareholder(s)*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL**  
**STATEMENTS AND THE REPORTS OF THE DIRECTORS AND**  
**THE AUDITORS,**  
**(2) DECLARATION OF FINAL DIVIDEND,**  
**(3) RE-ELECTION OF RETIRING DIRECTORS,**  
**(4) RE-APPOINTMENT OF AUDITORS,**  
**(5) MANDATES TO ISSUE SHARES AND BUY-BACK SHARES**  
**AND**  
**NOTICE OF 2021 ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2021 AGM to seek approval of the Shareholders in respect of, among other matters, (i) the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 March 2021; (ii) the proposed declaration of final dividend for the year ended 31 March 2021; (iii) the proposed re-election of retiring Directors; (iv) the proposed re-appointment of the Auditors of the Company; (v) the granting of the general mandates to the Directors to issue and allot Shares and to buy-back Shares; and (vi) the granting of extension mandate.

### 2. RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2021

The audited consolidated financial statements of the Group for the year ended 31 March 2021 together with the reports of the Directors and the Auditors, are set out in the 2021 annual report of the Company which will be sent to the Shareholders on 27 July 2021. The 2021 annual report may then be viewed and downloaded from the Company's website ([www.tathongchina.com](http://www.tathongchina.com)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)). The audited consolidated financial statements have been reviewed by the Audit Committee.

### 3. RESOLUTION (2) DECLARATION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 MARCH 2021

As mentioned in the announcement of the Company dated 25 June 2021 relating to the annual results of the Company for the year ended 31 March 2021, the Board recommended the declaration and the payment of a final dividend of HK\$0.03 per Share for the year ended 31 March 2021 (the “**Final Dividend**”) out of the share premium account of the Company to the Shareholders whose names appear on the register of members of the Company on Friday, 15 October 2021. The Final Dividend is subject to the approval of the Shareholders as an ordinary resolution at the 2021 AGM and compliance with the Companies Law. If such ordinary resolution is passed at the 2021 AGM, the Final Dividend will be paid in HK\$ on or around Friday, 5 November 2021.

Under Section 34(2) of the Companies Law, the share premium account may be applied by a company in paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business (the “**solvency test**”). The Board confirms that with respect to the Final

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## LETTER FROM THE BOARD

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Dividend, the Company meets the solvency test as laid down under the Companies Law and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Final Dividend is proposed to be paid.

#### 4. RESOLUTION (3) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely, Mr. Yau Kok San (Chief Executive Officer), Mr. Lin Han-wei (Chief Operating Officer), Mr. Ng San Tiong (Chairman), Mr. Sun Zhaolin, Mr. Liu Xin, Ms. Pan I-Shan, Mr. Wan Kum Tho and Dr. Huang Chao-Jen.

In accordance with Article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

In accordance with Article 83(3) of the Articles, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of members after his appointment and be subject to re-election at such meeting; and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Mr. Yau Kok San (“**Mr. Yau**”), Mr. Lin Han-wei (“**Mr. Lin**”), Mr. Ng San Tiong (“**Mr. Ng**”), Mr. Sun Zhaolin (“**Mr. Sun**”), Mr. Liu Xin (“**Mr. Liu**”) and Mr. Wan Kum Tho (“**Mr. Wan**”) shall retire at the 2021 AGM and being eligible, offer themselves for re-election.

The re-election of the retiring Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders’ approval at the 2021 AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

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## LETTER FROM THE BOARD

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In recommending, Mr. Yau and Mr. Lin to stand for re-election as Executive Directors, Mr. Ng, Mr. Sun and Mr. Liu to stand for re-election as Non-executive Directors and Mr. Wan to stand for re-election as Independent Non-executive Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Yau has more than 13 years of experience in the tower crane solution service industry and has over 20 years of experience in the areas of engineering, corporate finance and venture capitalism. Mr. Yau obtained a Technician Diploma in Mechanical Engineering from the Singapore Polytechnic in April 1982 and a Bachelor's Degree of Engineering (Mechanical) (1st Class Honours) from the National University of Singapore in June 1987. He also obtained a Master's Degree of Business Administration from National University of Singapore in July 1996.
- (b) Mr. Lin has more than 22 years of experience in corporate management and operations. He obtained a Master's Degree of Laws from the University of Pennsylvania in United States in 1990.
- (c) Mr. Ng has more than 43 years of experience in the engineering and tower crane solution service industry in Singapore. He obtained a Bachelor's Degree of Science (Honours) from the Loughborough University of Technology in July 1976.
- (d) Mr. Sun has more than 23 years of experience in the field of construction machinery manufacturing.

In July 2005, Mr. Sun received the Liaoning Province Outstanding Business Entrepreneur Award\* (遼寧省優秀民營企業家) from the Liaoning Province Small-Medium Enterprise Association\* (遼寧省中小企業聯合會). In April 2006, Mr. Sun received the Model Labour Award\* (遼寧省勞動模範) for Year 2005 from the Liaoning Province People's Government\* (遼寧省人民政府). In February 2013, he was awarded the Outstanding Contribution Award for the Year 2012\* (2012年度支持商會建設突出貢獻獎) by the Fushun Municipal Association of Industry and Commerce\* (撫順市工商業聯合會) and the Fushun Municipal General Chamber of Commerce\* (撫順市總商會). In April 2014, he was named Fushun Municipal Outstanding Entrepreneur\* (撫順市優秀企業家稱號) by the Fushun City Federation of Trade Unions\* (撫順市總工會). Mr. Sun was also a Member of the 8th, 9th and 10th Liaoning Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議遼寧省委員會).

\* For identification purpose only

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## LETTER FROM THE BOARD

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- (e) Mr. Liu has more than 12 years of experience in the tower crane industry in the PRC, including experiences in the development and manufacture of tower cranes, and marketing, logistics and management of tower crane business. He obtained a Bachelor's Degree in Welding Technology and Engineering from the Harbin Institute of Technology in July 2008.
- (f) Mr. Wan has more than 24 years of experience in the venture capital and private equity investment industry. He obtained a Bachelor's Degree of Business Administration from the National University of Singapore in July 1990. He completed the Berkeley Executive Program offered by University of California, Berkeley in the U.S. in June 2002.

The Nomination Committee considered that in view of their diverse and different educational background and experience, the appointment of Mr. Yau, Mr. Lin, Mr. Ng, Mr. Sun, Mr. Liu, and Mr. Wan as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors ("INEDs"). All the INEDs of the Company satisfied the Independence Guidelines set out in Rule 3.13 of the Listing Rules and each has provided to the Company an annual written confirmation of his/her independence.

The biographical details of the above-mentioned retiring Directors proposed for re-election are set out in Appendix II to this circular.

### **5. RESOLUTION (4) RE-APPOINTMENT OF AUDITORS**

PricewaterhouseCoopers will retire as the Auditors of the Company at the 2021 AGM and, being eligible, offer themselves for re-appointment. The Board proposed to re-appoint PricewaterhouseCoopers as the Auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and authorise the Board to fix their remuneration.

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## LETTER FROM THE BOARD

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### **6. RESOLUTION (5) GRANTING OF ISSUE MANDATE TO ISSUE SHARES**

Pursuant to the resolutions of the Shareholders passed on 15 December 2020, the Directors have been granted a general and unconditional mandate to allot, issue and deal with any Shares. The Issue Mandate would expire:

- (a) at the conclusion of the 2021 AGM of the Company unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (b) at the expiration of the period within which the 2021 AGM of the Company is required by the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or
- (c) on the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the existing issue mandate has not been utilised and will lapse at the conclusion of the 2021 AGM. Therefore, an ordinary resolution will be proposed at the 2021 AGM that the Directors be granted a general and unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution. As at the Latest Practicable Date, a total of 1,166,871,250 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought-back by the Company between the Latest Practicable Date and the 2021 AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 233,374,250 Shares.

### **7. RESOLUTION (6) GRANTING OF BUY-BACK MANDATE TO BUY-BACK SHARES**

The Directors have been granted a general and unconditional mandate to exercise the power of the Company to buy-back Shares pursuant to the resolutions of the Shareholders passed on 15 December 2020. The Buy-back Mandate would expire:

- (a) at the conclusion of the 2021 AGM of the Company unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (b) at the expiration of the period within which the 2021 AGM is required by the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or

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## LETTER FROM THE BOARD

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- (c) on the date on which when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the existing buy-back mandate has not been utilised and will lapse at the conclusion of the 2021 AGM. Therefore, an ordinary resolution will be proposed at the 2021 AGM that the Directors be granted a Buy-back Mandate to exercise all the powers of the Company to purchase or buy-back Shares with the aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution.

The Company had in issue an aggregate of 1,166,871,250 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back a maximum of 116,687,125 Shares respectively, on the basis that no further Shares will be issued or bought-back by the Company between the Latest Practicable Date to the date of the 2021 AGM.

An explanatory statement giving the particulars required under Rule 10.06(1)(b) of the Listing Rules in respect of the Buy-back Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out Appendix I to this circular.

### **8. RESOLUTION (7) GRANTING OF EXTENSION MANDATE**

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the 2021 AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount of Shares representing the aggregate nominal value of Shares of the Company purchased or bought-back by the Company pursuant to the authority granted to the Directors under the Buy-back Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Buy-back Mandate.

The Issue Mandate and the Buy-back Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2021 AGM; (b) the expiration of the period within which the next annual general meeting following the 2021 AGM of the Company is required by the Articles, the Cayman Companies Law or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### 9. 2021 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the 2021 AGM is set out on pages 28 to 32 of this circular. At the 2021 AGM, ordinary resolutions will be proposed to approve, among other matters, the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 March 2021, declaration of final dividend for the year ended 31 March 2021, the granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the re-election of retiring Directors, the re-appointment of Auditors and authorise the Board to fix their remuneration.

A form of proxy for use at the 2021 AGM is enclosed herewith. If you are not able to attend and/or vote at the 2021 AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time of the 2021 AGM (i.e. not later than 10:00 a.m. on Monday, 27 September 2021) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2021 AGM or any adjournment thereof should you so wish.

### 10. VOTING AT THE 2021 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company 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, the resolutions to be considered and, if thought fit, approved at the 2021 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the 2021 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules, on the results of the 2021 AGM.

### 11. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the 2021 AGM, the register of members of the Company will be closed from Friday, 24 September 2021 to Wednesday, 29 September 2021 both dates inclusive, during which period no transfer of Shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23 September 2021.

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## LETTER FROM THE BOARD

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For the purpose of determining the Shareholders' entitlement to the Final Dividend, the register of members of the Company will be closed from Wednesday, 13 October 2021 to Friday, 15 October 2021, both dates inclusive, during which period no transfer of Shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 12 October 2021.

### **12. RECOMMENDATION**

At the 2021 AGM, ordinary resolutions will be proposed to approve, among other matters, the adoption of audited consolidated financial statements and Reports of Directors and Auditors for the year ended 31 March 2021, declaration of final dividend for the year ended 31 March 2021, the granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate; the re-election of retiring Directors; and the re-appointment of Auditors.

The Directors believe that the proposed granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the proposed re-election of retiring Directors and the proposed re-appointment of the Auditors are in the best interests of the Company and the Shareholders as a whole. The Directors believe that an exercise of the Issue Mandate and the Extension Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders. An exercise of the Buy-back Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2021 AGM.

### **13. RESPONSIBILITY OF DIRECTORS**

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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## LETTER FROM THE BOARD

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### 14. PRECAUTIONARY MEASURES FOR THE 2021 AGM

To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the 2021 AGM to prevent the spreading of the COVID-19:

- (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the 2021 AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the 2021 AGM venue and be requested to leave the 2021 AGM venue;
- (ii) Every attendee will be required to wear surgical facial mask throughout the 2021 AGM and maintain a safe distance between seats. Please note that no masks will be provided at the 2021 AGM venue and attendees should wear their own masks; and
- (iii) The Company will not provide refreshments and will not distribute corporate gifts.

In light of the continuing risks posed by the COVID-19, the Company encourages the Shareholders to consider appointing the Chairman of the 2021 AGM as their proxy to vote on the relevant resolutions at the 2021 AGM as an alternative to attending the 2021 AGM in person.

### 15. GENERAL

Your attention is also drawn to the appendices to this circular.

### 16. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**Tat Hong Equipment Service Co., Ltd.**  
**Ng San Tiong**  
*Chairman and Non-executive Director*

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Buy-back Mandate.*

### **1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their Shares on the Stock Exchange subject to certain restrictions.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,166,871,250 Shares. Subject to the passing of the ordinary resolution for buy-back of Shares and on the basis that no further new Shares are issued or bought-back up to the 2021 AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 116,687,125 Shares, representing 10% of the total issued Shares as at the date of the passing of the ordinary resolution for buy-back of Shares.

### **3. REASONS FOR BUY-BACK**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **4. FUNDING OF BUY-BACK OF SHARES**

Any buy-back of the Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital.

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## APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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### 5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2021 in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period.

However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period from the Listing Date up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
January (since the Listing Date)	1.92	1.40
February	1.64	1.39
March	1.58	1.44
April	1.61	1.45
May	1.70	1.42
June	1.68	1.46
July (up to and including the Latest Practicable Date)	1.53	1.39

### 7. UNDERTAKING

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 of his/her/its Shares to the Company under the Buy-back Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

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**APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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**8. CORE CONNECTED PERSON**

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

**9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING**

If on exercise of the powers of buy-back pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder (within the meaning under the Takeovers Code), 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, the following are the controlling shareholders of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO:

<b>Name</b>	<b>Capacity</b>	<b>Number of Shares held (Shares)</b>	<b>Approximate percentage of shareholding (%)</b>	<b>Approximate percentage of shareholding if the Buy-back Mandate is exercised in full (%)</b>
Tat Hong China (Note 1, 2)	Beneficial interest and interest in controlled corporations	773,955,875	66.3	73.7
Tat Hong International (Note 1, 2)	Interest in controlled corporations	773,955,875	66.3	73.7
Tat Hong Holdings (Note 1, 2)	Interest in controlled corporations	773,955,875	66.3	73.7

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**APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**


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<b>Name</b>	<b>Capacity</b>	<b>Number of Shares held (Shares)</b>	<b>Approximate percentage of shareholding (%)</b>	<b>Approximate percentage of shareholding if the Buy-back Mandate is exercised in full (%)</b>
THSC Investments (Note 1, 2)	Interest in controlled corporations	773,955,875	66.3	73.7
TH60 Investments (Note 1, 2)	Interest in controlled corporations	773,955,875	66.3	73.7
Chwee Cheng & Sons (Note 1, 2)	Interest in controlled corporations	773,955,875	66.3	73.7
Mr. Ng, Ng Sun Ho, Ng Sun Giam Roger and Ng San Wee (Note 1, 2)	Trustee	773,955,875	66.3	73.7

*Notes:*

- (1) Tat Hong China owns approximately 62.8% of the issued capital of the Company and TH Straits 2015 owns approximately 3.5% of the issued capital of the Company. In turn, TH Straits 2015 is wholly owned by Tat Hong China and Tat Hong China is owned as to approximately 88.4% by Tat Hong International and 11.6% by Yongmao Holdings Limited. For the shareholding structure of Tat Hong International, Mr. Ng, Ng Sun Ho, Ng Sun Giam Roger and Ng San Wee, as joint trustees of the Chwee Cheng Trust, owns approximately 39.5% of the shares of Chwee Cheng & Sons, which in turn owns 100% of the shares of TH60 Investments, which in turn owns approximately 70.8% of the shares of THSC Investments, which in turn owns 100% of the shares of Tat Hong Holdings, which in turn owns 100% of the shares of Tat Hong International.
- (2) Tat Hong China is the beneficial owner holding approximately 66.3% shareholding interest in the Company and thus each of Tat Hong International, Tat Hong Holdings, THSC Investments, TH60 Investments, Chwee Cheng & Sons, Mr. Ng, Ng Sun Ho, Ng Sun Giam Roger and Ng San Wee are deemed or taken to be interested in all the Shares which are to be beneficially owned by Tat Hong China for the purpose of the SFO.

If the Buy-back Mandate is fully exercised, then, the total number of Shares which will be bought-back pursuant to the Buy-back Mandate shall be 116,687,125 Shares (being 10% of the issued share capital of the Company based on the aforesaid assumptions). The percentage shareholding of the interests of each of the above controlling Shareholders would be increased to

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**APPENDIX I      EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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approximately the percentages as set out opposite their respective names in the table above. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the power to buyback Shares to such extent that would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code or result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

**10. SHARE PURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding up to the Latest Practicable Date.

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## APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.

### **Executive Directors**

**Mr. YAU Kok San (邱國燊)**, (“Mr. Yau”), aged 58, was appointed as an Executive Director and Chief Executive Officer of the Company on 28 November 2019. He is primarily responsible for devising the overall business development strategies and overseeing the day-to-day management and operations of the Group. He joined our Group since June 2007. Mr. Yau is also currently a director for all subsidiaries of the Group, namely Tat Hong Belt Road, Jiangsu Hengxingmao, Shanghai Tat Hong, Zhongjian Tat Hong, Tat Hong Zhaomao, Huaxing Tat Hong, Changzhou Tat Hong, Chongqing Tat Hong and Ronghe Tat Hong.

Mr. Yau has more than 13 years of experience in the tower crane solution service industry and has been operating the business of the Group since June 2007. Prior to joining the Group, he has over 20 years of experience in the areas of engineering, corporate finance and venture capitalism. He began his career by joining Chartered Industries of Singapore Pte. Ltd. in 1988 and left as a principal engineer in 1996. Subsequently, he was employed by Vertex Management (II) Pte. Ltd., a venture capital company based in Singapore, from 1996 to 2000, responsible for managing investment portfolios for various Chinese companies and left as an investment manager. From 2000 to 2003, Mr. Yau joined AdXplorer Pte. Ltd., serving as senior vice president as his last position and was responsible for devising company strategies in raising venture capitals for client companies across business platform. Thereafter from 2003 to 2007, Mr. Yau operated his own business specialising in corporate finance and consultancy services for small-sized companies. From July 2016 to November 2019, he had also served as chief executive office at Tat Hong China, one of the controlling shareholders of the Company.

Mr. Yau obtained a Technician Diploma in Mechanical Engineering from the Singapore Polytechnic in April 1982 and a Bachelor’s Degree of Engineering (Mechanical) (1st Class Honours) from the National University of Singapore in June 1987. He also obtained a Master’s Degree of Business Administration from National University of Singapore in July 1996.

Save as disclosed above, Mr. Yau does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

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## APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Yau has entered into a service contract with the Company for a term of three years, with effect from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service contract, Mr. Yau is entitled to the basic annual salary of RMB2,000,000 per annum.

**Mr. LIN Han-wei (林翰威)**, (“**Mr. Lin**”), aged 57, was appointed as an Executive Director and Chief Operating Officer of the Company on 28 November 2019. He is primarily responsible for the establishment and optimisation of the day-to-day operations, in particular, overseeing the operational processes, resources allocation and cross-departmental cooperation of the Group. Mr. Lin joined the Group in July 2009 as chief operating officer. Mr. Lin is also currently a director of six subsidiaries of the Group, namely Huaxing Tat Hong, Zhongjian Tat Hong, Changzhou Tat Hong, Chongqing Tat Hong, Ronghe Tat Hong and Tat Hong Belt Road.

Mr. Lin has more than 22 years of experience in corporate management and operations. Since 1997, he worked at Goyoyo Information Ltd. (悠游訊息有限公司) and left his position as the chief executive officer. He was responsible for devising business development plans, and raising fund for the operation of the company. In June 2003, he joined QilinSoft (China) Ltd. (麒麟遠創(中國)有限公司), responsible for a number of managerial duties including team building and business operation, and left in June 2008 as vice president and general manager of Beijing R&D center. From June 2009 to November 2019, he served at Tat Hong China, one of the controlling shareholders of the Group, as assistant general manager (seconded to Shanghai Tat Hong).

Mr. Lin obtained a Master's Degree of laws from the University of Pennsylvania in United States in 1990.

Save as disclosed above, Mr. Lin does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

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## APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Lin has entered into a service contract with the Company for a term of three years, with effect from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service contract, Mr. Lin is entitled to the basic annual salary of RMB2,000,000 per annum.

### Non-executive Directors

**Mr. NG San Tiong (黄山忠)**, (“**Mr. Ng**”), aged 68, is one of the controlling shareholders of the Company and was appointed as a Non-executive Director and Chairman of the Board on 28 November 2019. He is also the Chairman of the Nomination Committee of the Company. He is responsible for providing strategic advice to the Group, and developing and implementing business strategy; monitoring the performance of the senior management team, especially with regard to the progress made towards achieving the business strategy and objectives of the Group from time to time. He joined our Group since April 2006. Mr. Ng is also currently a director for seven subsidiaries of the Group, namely Changzhou Tat Hong, Huaxing Tat Hong, Jiangsu Hengxingmao, Shanghai Tat Hong, Tat Hong Zhaomao, Zhongjian Tat Hong and Tat Hong Belt Road.

Mr. Ng has more than 43 years of experience in the engineering and tower crane solution service industry in Singapore. In 1976, he joined JTC Corporation (formerly known as Jurong Town Corporation) (“**JTC**”), a Singapore government agency responsible for the development of industrial infrastructure, as a civil engineer. After leaving his employ in JTC in 1978, Mr. Ng jointly founded Tat Hong Holdings, one of the controlling shareholders of the Group, in January 1979 and has been the managing director and group chief executive officer of the company since October 1991. He also currently serves as a director of Dayang (Shanghai) Commercial Consultancy Company Limited\* (達陽(上海)商務諮詢有限公司) and a supervisor of Poxue (Shanghai) Management Consultancy Company Limited\* (珀學(上海)管理諮詢有限公司).

Mr. Ng is currently the deputy chairman and a non-executive director of Yongmao Holdings Limited, a company listed on the Main Board of SGX (stock code: BXX) (“**Yongmao**”) which principally engages in manufacture of tower cranes since June 2007, and an alternate director of Intraco Limited, a company listed on the Main Board of SGX (stock code: I06) which principally engages in trading and investment management since April 2015.

Apart from his position in the Group, Mr. Ng is also a director of several companies, including Tat Hong Heavy Equipment (Pte.) Ltd., Tat Hong Plant Leasing Pte. Ltd., Leadpoint Pte. Ltd., Tutt Bryant Group Limited, Tutt Bryant Hire Pty. Ltd., BT Equipment Pty. Ltd., Tat Hong Plant Hire Sdn. Bhd., THAB Development Sdn. Bhd., THAB PTP Sdn. Bhd. and Tat Hong Heavy Equipment (Hong Kong) Limited.

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## APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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In 2002, Mr. Ng was awarded the Public Service Medal (Pingat Bakti Masyarakat) at the National Day Awards by the Singapore government. In 2007, he was named Businessman of the Year at the Singapore Business Awards by the Business Times and DHL Express. In 2009, he received the Best Chief Executive Officer Award at the Singapore Corporate Awards from the Institute of Singapore Chartered Accountants, the Singapore Institute of Directors and the Business Times. In 2010, he was awarded the Public Service Star (Bintang Bakti Masyarakat) at the National Day Awards by the Singapore government. Mr. Ng was elected as President of the 59th and 60th Councils of the Singapore Chinese Chamber of Commerce & Industry in 2017 and 2019 respectively.

Mr. Ng obtained a Bachelor's Degree of Science (Honours) from Loughborough University of Technology in July 1976.

Save as disclosed above, Mr. Ng does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Ng held 773,955,875 Shares, representing approximately 66.3% of the issued share capital of the Company, within the meaning of Part XV of the SFO which is wholly held by the Chwee Cheng Trust of which is an irrevocable discretionary trust established by Mr. Ng's father, with Mr. Ng and his family members as beneficiaries and Mr. Ng, Ng Sun Ho, Ng San Wee and Ng Sun Giam Roger as the joint trustees.

Mr. Ng has entered into a letter of appointment with the Company for a term of three years, with effect from the Listing Date, which may be terminated by not less than one month's notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the letter of appointment, Mr. Ng is entitled to a director's fee of RMB180,000 per annum.

**Mr. SUN Zhaolin (孫兆林)**, ("Mr. Sun"), aged 65, was appointed as a Non-executive Director of the Company on 28 November 2019. He is responsible for providing strategic advice to the Group, developing and implementing business strategy. He joined our Group since April 2006. Mr. Sun is also currently a director for six subsidiaries of the Group, namely Tat Hong Zhaomao, Huaxing Tat Hong, Shanghai Tat Hong, Zhongjian Tat Hong, Jiangsu Hengxingmao and Changzhou Tat Hong.

Mr. Sun has more than 23 years of experience in the field of construction machinery manufacturing. He has founded and led various companies in the crane manufacturing industry. Mr. Sun is the chairman and executive director of Yongmao since February 2008. He has been a

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## APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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director of various companies, including Fushun Yongmao Engineering Machinery Co., Ltd.\* (撫順永茂工程機械有限公司) since 1996; Fushun Yongmao Industry and Trade Co., Ltd.\* (撫順市永茂工貿發展有限公司) since 1997; Fushun Yongmao Industry Group Co., Ltd.\* (撫順永茂實業集團有限公司) since 1997; and Beijing Yongmao Jiangong Machinery Manufacturing Co., Ltd.\* (北京永茂建工機械製造有限公司) since June 2006.

In July 2005, Mr. Sun received the Liaoning Province Outstanding Business Entrepreneur Award\* (遼寧省優秀民營企業家) from the Liaoning Province Small-Medium Enterprise Association\* (遼寧省中小企業聯合會). In April 2006, Mr. Sun received the Model Labour Award\* (遼寧省勞動模範) for Year 2005 from Liaoning Province People's Government\* (遼寧省人民政府). In February 2013, he was awarded the Outstanding Contribution Award for the Year 2012\* (2012年度支持商會建設突出貢獻獎) by Fushun Municipal Association of Industry and Commerce\* (撫順市工商業聯合會) and Fushun Municipal General Chamber of Commerce\* (撫順市總商會). In April 2014, he was named Fushun Municipal Outstanding Entrepreneur\* (撫順市優秀企業家稱號) by Fushun City Federation of Trade Unions\* (撫順市總工會). Mr. Sun was also a Member of the 8th, 9th and 10th Liaoning Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議遼寧省委員會).

Save as disclosed above, Mr. Sun does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Sun has entered into a letter of appointment with the Company for a term of three years, with effect from the Listing Date, which may be terminated by not less than one month's notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the letter of appointment, Mr. Sun is entitled to a director's fee of RMB96,000 per annum.

**Mr. Liu Xin (劉鑫)**, aged 35, was appointed as a Non-executive Director of the Company on 1 April 2021. He is responsible for providing strategic advice in operation of the digital machinery management platform.

He has more than 12 years of experience in the tower crane industry in the PRC, including experiences in the development and manufacture of tower cranes, and marketing, logistics and management of tower crane business. In July 2008, Mr. Liu commenced his employment with Zoomlion Heavy Industry Science and Technology Co., Ltd.\* (中聯重科股份有限公司) ("**Zoomlion**") (Hong Kong Stock Exchange, Stock Code: 1157; Shenzhen Stock Exchange, Stock

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## APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Code: 000157), a company established in the PRC which mainly engages in the research, development, manufacturing and sale of construction machinery and agricultural machinery. He first started as a welding technician of Zoomlion and was subsequently promoted to different positions at the Assembly Department, the Production Department, the Marketing Department, the Logistics Department and the Management Department. In October 2018, he joined Zoomlion Construction and Crane Machinery Co., Limited\* (中聯重科建築起重機械有限責任公司), a subsidiary of Zoomlion, and is currently the assistant to general manager of the company, mainly responsible for strategic planning, production and sales planning, logistics management and digital operations of the company. During his career in the tower crane industry in the PRC, Mr. Liu has participated in the development and manufacture of various tower crane models, and he was also responsible for the development and operation of a digital machinery management platform which mainly serves to provide information about the conditions, working status, and repair and maintenance of machinery and equipment.

Mr. Liu obtained a Bachelor's Degree in Welding Technology and Engineering from the Harbin Institute of Technology in July 2008.

Save as disclosed above, Mr. Liu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years, with effect from 1 April 2021, which may be terminated by not less than one month's notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the letter of appointment, Mr. Liu is entitled to a director's fee of RMB96,000 per annum.

### **Independent Non-executive Director**

**Mr. WAN Kum Tho** (尹金濤), ("Mr. Wan"), aged 54, was appointed as an Independent Non-executive Director of the Company on 15 December 2020. He also serves as the Chairman of the Remuneration Committee, and a member of the Audit Committee and Nomination Committee of the Company. He is responsible for providing independent advice to the Board and advising on corporate governance matters.

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## APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Wan has more than 24 years of experience in the venture capital and private equity investment industry. From March 1996 to December 2004, he worked at Vertex Management (II) Pte. Ltd., a Singapore-headquartered venture capita company as an investment manager and served his last position as vice president. During his time with the company, he worked in offices in Singapore and the United States, primarily responsible for sourcing, evaluating and negotiating investment opportunities, analysing, monitoring and exiting from various portfolio companies, advising portfolio companies on development of business strategies, etc. He also helped to establish the company's activities in Israel. From January 2005 to May 2008, he worked at EEMS Asia Pte. Ltd. as vice president of finance and administration. He participated in strategic deliberations of the company and was responsible for all strategic decisions for the financial operation in Singapore and the overall operation of the company. Mr. Wan rejoined EEMS Asia Pte. Ltd. as Vice President of Strategic Planning and Administration from March 2009 to June 2010, during which he was in charge of rescheduling debt of the Asian operation, cost controlling, fund raising and negotiating management incentive structure with private equity investors in leading the effort for management buy-out attempts. From July 2010 to March 2014, Mr. Wan was a management committee member and an executive director (investment) of UOB Venture Management Pte. Ltd., responsible for scrutinising all investment recommendations. Mr. Wan joined Heliconia Capital Management Pte. Ltd. in April 2014 and left in December 2019 from his last position as Managing Director of Value Creation. He is currently an independent non-executive director of D'nonce Technology Bhd, a company listed on the Main Market of Bursa Malaysia Securities Berhad (stock code: DNONCE) which principally engages in supply chain management and plastic products manufacture, etc., since January 2020, and an independent director of Nanofilm Technologies International Limited, a company listed on the Mainboard of the Singapore Exchange Limited (stock code: MZH) which principally engages in the provision of nanotechnology solutions in Asia, since May 2021. He is also Adjunct Senior Lecturer at National University of Singapore Business School since July 2019.

Mr. Wan obtained a Bachelor's Degree of Business Administration from the National University of Singapore in July 1990. He completed Berkeley Executive Program held by the University of California, Berkeley in the U.S. in June 2002.

Save as disclosed above, Mr. Wan does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

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**APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED  
FOR RE-ELECTION**

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Mr. Wan has entered into a letter of appointment with the Company for a term of three years, with effect from the Listing Date, which may be terminated by not less than one month's notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the letter of appointment, Mr. Wan is entitled to a director's fee of RMB120,000 per annum.

**General**

None of the Directors to be re-elected has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed in this circular, each of the Directors to be re-elected (i) had no other relationship with any Directors or members of the senior management or substantial or controlling shareholder of the Company as of the Latest Practicable Date; and (ii) did not hold any other directorship in listed companies in the three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed in this circular, none of the Directors to be re-elected have any interests or short positions in the Shares or underlying shares of the Company which are discloseable under Part XV of the SFO.

Save as disclosed above, there is no other information relating to the Directors to be reelected that should be disclosed under Rule 13.51(2) of the Listing Rules nor any other matter that needs to be brought to the attention of the Shareholders.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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### **Tat Hong Equipment Service Co., Ltd.** **達豐設備服務有限公司**

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

**(Stock Code: 2153)**

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting of Tat Hong Equipment Service Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 29 September 2021 at Room 601, Building 8, PortMix, No. 2377, Shenkun Road, Minhang District, Shanghai, the PRC for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors of the Company and Auditors for the year ended 31 March 2021.
2. To declare a final dividend of HK\$0.03 per ordinary share out of the share premium account of the Company for the year ended 31 March 2021.
3.
  - (i) To re-elect Mr. Yau Kok San as an Executive Director.
  - (ii) To re-elect Mr. Lin Han-wei as an Executive Director.
  - (iii) To re-elect Mr. Ng San Tiong as a Non-executive Director.
  - (iv) To re-elect Mr. Sun Zhaolin as a Non-executive Director.
  - (v) To re-elect Mr. Liu Xin as a Non-executive Director.
  - (vi) To re-elect Mr. Wan Kum Tho as an Independent Non-executive Director.
  - (vii) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as Auditors and to authorize the Board to fix their remuneration.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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5. “THAT:

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.08 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the 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 law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject 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).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the 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 law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By order of the Board  
**Tat Hong Equipment Service Co., Ltd.**  
**Ng San Tiong**  
*Chairman and Non-executive Director*

Hong Kong, 27 July 2021

*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 24 September 2021 to Wednesday, 29 September 2021 both dates inclusive, during which period no transfer of shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23 September 2021.

For the purpose of determining the shareholders’ entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 13 October 2021 to Friday, 15 October 2021, both dates inclusive, during which period no transfer of shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with the Company’s share registrar and transfer office 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 Tuesday, 12 October 2021.

2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, 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 the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a

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certified copy thereof) or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:00 a.m. on Monday, 27 September 2021).

5. With respect to resolution numbered 3 of this notice, Mr. Yau Kok San, Mr. Lin Han-wei, Mr. Ng San Tiong, Mr. Sun Zhaolin, Mr. Liu Xin, and Mr. Wan Kum Tho shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated 27 July 2021.
6. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
7. As at the date of this notice, the Board comprises Mr. Yau Kok San and Mr. Lin Han-wei as Executive Directors; Mr. Ng San Tiong, Mr. Sun Zhaolin and Mr. Liu Xin as Non-executive Directors; and Ms. Pan I-Shan, Mr. Wan Kum Tho and Dr. Huang Chao-Jen as Independent Non-executive Directors.