
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 **Basetrophy Group Holdings Limited** (the “Company”), you should at once hand this circular together with 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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BASETROPHY GROUP HOLDINGS LIMITED
基地錦標集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8460)

SUPPLEMENTAL CIRCULAR
IN RELATION TO PROPOSED RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 29 April 2022 and the notice dated 29 April 2022 convening an annual general meeting of the Company to be held at 17/F., Connaught Harbourfront House, 35–36 Connaught Road West, Sheung Wan, Hong Kong on Wednesday, 1 June 2022 at 11:00 a.m. A supplemental notice of the annual general meeting of the Company is set out on pages 9 to 10 of this supplemental circular. A Second Proxy Form for the Annual General Meeting, which shall supersede the form of proxy enclosed with the circular dated 29 April 2022, is also enclosed.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed Second Proxy Form for use at the Annual General Meeting in accordance with the instructions printed thereon 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case maybe). Completion and return of the Second Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This supplemental circular together with the Second Proxy Form are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.wbgroupfw.com.hk).

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

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

13 May 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 17/F., Connaught Harbourfront House, 35–36 Connaught Road West, Sheung Wan, Hong Kong on Wednesday, 1 June 2022 at 11: 00 a.m.
“AGM Notice”	the notice of annual general meeting dated 29 April 2022
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Circular”	the circular of the Company dated 29 April 2022 in respect of the matters to be considered at the AGM
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Company”	Basetrophy Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“First Proxy Form”	the proxy form which was despatched to the Shareholders on 29 April 2022 together with the Circular
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	6 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“PRC”	The People’s Republic of China excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular
“Second Proxy Form”	the proxy form which will be despatched to the Shareholders together with this supplemental circular
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Supplemental AGM Notice”	The supplemental notice convening the AGM as set out on pages 9 to 10 of this supplemental circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent



BASETROPHY GROUP HOLDINGS LIMITED
基地錦標集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8460)

Executive Directors

Mr. Lau Chung Ho (*Chief Executive Officer*)
Mr. Leung Yat Fai Frankie Keith (*Chairman*)
Ms. Fong Pui Yin Vivian
Ms. Du Wanfen
Mr. Li Aiming

Independent non-executive Directors:

Mr. Ng Ki Man
Mr. Lam Chee-yau Timothy
Mr. Ngok Ho Wai

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

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

Unit 18, 29/F
New Tech Plaza
34 Tai Yau Street
San Po Kong
Hong Kong

13 May 2022

To the Shareholders

Dear Sir or Madam

SUPPLEMENTAL CIRCULAR
IN RELATION TO RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, *inter alia*, the AGM Notice.

The purpose of this supplemental circular is to give you the Supplemental AGM Notice and to provide you with further information relating to the change in the resolution to consider and approve the proposed re-election of Directors and the special arrangements about completion and return of the Second Proxy Form.

LETTER FROM THE BOARD

RE-ELECTION OF THE DIRECTORS

Reference is made to the announcement of the Company dated 29 April 2022 in relation to, among others, the appointment of Ms. Du Wanfen (“**Ms. Du**”) and Mr. Li Aiming (“**Mr. Li**”) as executive Directors.

Pursuant to the Articles of Association, Ms. Du, will retire at the AGM and, being eligible, offer herself for re-election as executive Director. Particulars of Ms. Du are set out in Appendix I of this circular.

Pursuant to the Articles of Association, Mr. Li, will retire at the AGM and, being eligible, offer himself for re-election as executive Director. Particulars of Mr. Li are set out in Appendix II of this circular.

SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM

As a result of the appointment of Ms. Du and Mr. Li as executive Directors subsequent to the despatch of the Circular containing the AGM Notice and the First Proxy Form, the Supplemental AGM Notice is set out on pages 9 to 10 of this supplemental circular and the Second Proxy Form is enclosed herewith. At the AGM, in addition to the resolutions set out in the AGM Notice, relevant resolutions will be proposed to approve the re-election of Ms. Du and Mr. Li as executive Directors.

A Second Proxy Form for use at the Annual General Meeting is enclosed with this supplemental circular and such Second Proxy Form is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.wbgroupfw.com.hk). To be valid, the Second Proxy Form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company’s branch share registrar (the “**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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case maybe). Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Company’s Branch Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s Branch Share Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Company's Branch Share Registrar should note that:

- i. If no Second Proxy Form is lodged with the Company's Branch Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the re-election of Director as set out in this supplemental circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- ii. If the Second Proxy Form is lodged with the Company's Branch Share Registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- iii. If the Second Proxy Form is lodged with the Company's Branch Share Registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Branch Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Branch Share Registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

RECOMMENDATION

The Directors consider the proposed re-election of Ms. Du and Mr. Li as executive Directors is in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

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

By Order of the Board
Basetrophy Group Holdings Limited
Lau Chung Ho
Executive Director

Ms. Du, aged 43, completed the course of Business Administration from Hubei Economic Higher Education Institution* (湖北財經高等專科學校) in July 1997. Ms. Du has more than 20 years of experience in importing and selling motor vehicle. Ms. Du was employed by Guangzhou Maozhan Investment Consulting Co., Limited* (廣州茂展投資諮詢有限公司) since February 2007 and she is currently the executive chairman of the company.

The Company has entered into a service contract with Ms. Du for a term of 3 years with effect from 29 April 2022. Ms. Du will hold the office until the forthcoming AGM and be eligible for re-election at that meeting pursuant to the Articles of Association. Pursuant to Ms. Du's service contract, she is entitled to a director's fee of HK\$120,000 per annum, which has been approved by the remuneration committee of the Company (the "**Remuneration Committee**") with reference to, among others, her qualification, experience, duties, potential contributions to the Company and the prevailing market conditions.

Save as disclosed above, Ms. Du does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Ms. Du does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Du as an executive Director, there is no information to be disclosed pursuant to Rule 17.50 (2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Li, aged 49, has more than 20 years of experience in corporate strategic planning, sales planning and business management. Mr. Li is the founder and the chairman of Sichuan Baofengxiang Co., Ltd* (四川寶豐祥股份有限公司) since January 2015. He is the director of each of Sichuan Jiu De Yuan Kang Industrial Co., Ltd* (四川九德元康實業有限公司) and Jiu De Jiu Pin (Chengdu) Wine Industry Co., Ltd* (九德玖品(成都)酒業有限公司) since August 2020. Mr. Li is also serving as executive vice president of Softbank Financial Research Institute since April 2020.

The Company has entered into a service contract with Mr. Li for a term of 3 years with effect from 29 April 2022. Mr. Li will hold the office until the forthcoming AGM and be eligible for re-election at that meeting pursuant to the Articles of Association. Pursuant to Mr. Li's service contract, he is entitled to a director's fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, his qualification, experience, duties, potential contributions to the Company and the prevailing market conditions.

Save as disclosed above, Mr. Li does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Li as an executive Director, there is no information to be disclosed pursuant to Rule 17.50 (2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

* *For identification purposes only*



BASETROPHY GROUP HOLDINGS LIMITED
基地錦標集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Basetrophy Group Holdings Limited (the “**Company**”) dated 29 April 2022 (the “**AGM Notice**”), by which the Company convenes an annual general meeting (the “**Meeting**”) to be held at 17/F., Connaught Harbourfront House, 35–36 Connaught Road West, Sheung Wan, Hong Kong on Wednesday, 1 June 2022 at 11:00 a.m. This supplemental notice shall be read together with the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Meeting will be held as originally scheduled. The resolutions under item numbered 3 stated in the AGM Notice should be deleted in their entirety and replaced by the following new resolutions under item numbered 3:

- “3. (a) To re-elect Mr. Lau Chung Ho as an executive Director.
- (b) To re-elect Ms. Fong Pui Yin Vivian as an executive Director.
- (c) To re-elect Mr. Ng Ki Man as an independent non-executive Director.
- (d) To re-elect Mr. Lam Chee-yau Timothy as an independent non-executive Director.
- (e) To re-elect Mr. Ngok Ho Wai as an independent non-executive Director.
- (f) To re-elect Ms. Du Wanfen as an executive Director.
- (g) To re-elect Mr. Li Aiming as an executive Director.”

By Order of the Board
Basetrophy Group Holdings Limited
Lau Chung Ho
Executive Director

Hong Kong, 13 May 2022

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) containing the new resolutions under item numbered 3 as set out above is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental AGM Notice and Second Proxy Form” on page 4 of the Supplemental Circular for details of the arrangements on the completion and submission of the Second Proxy Form and other relevant matters.
2. Save for the above change, there are no other changes to the resolutions set out in the AGM Notice. Please refer to the AGM Notice for details of the other ordinary resolutions to be considered at the Meeting, closure of register of members of the Company and the eligibility for attending the Meeting, proxy and other relevant matters.
3. Whether or not the Shareholders intend to attend the Meeting in person, the Shareholders are encouraged to complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return it together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority 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.
4. The Shareholders are reminded that return of the First Proxy Form and/or the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the Meeting or any adjournment thereof should they so wish.
5. References to time and dates in this supplemental notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Lau Chung Ho, Mr. Leung Yat Fai Frankie Keith, Ms. Fong Pui Yin Vivian, Ms. Du Wanfen and Mr. Li Aiming; and the independent non-executive Directors are Mr. Ng Ki Man, Mr. Lam Chee-yau Timothy and Mr. Ngok Ho Wai.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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 notice 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 notice misleading.

This notice will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.wbgroupfw.com.hk.