

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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bortex Global Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Bortex Global Limited

濠亮環球有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8118)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY
(2) PROPOSED RE-ELECTION OF
THE DIRECTORS OF THE COMPANY
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening an annual general meeting of Bortex Global Limited (“2022 AGM”) to be held at Conference Room at 3/F, Block A6, Kaida Creative Industry Base, Qiaochang Road, Shishuikou Village, Qiaotou Town, Dongguan City, Guangdong Province, The People’s Republic of China on Friday, 14 October 2022 at 11:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the 2022 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.bortex.com.cn).

Whether or not you are able to attend the 2022 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022), as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2022 AGM (i.e. not later than 11:00 a.m. on Wednesday, 12 October 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

This circular will remain on the “Latest Listed Company Information” page on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) for at least 7 days from the date of its posting and on the website of the Company (www.bortex.com.cn).

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

PRECAUTIONARY MEASURES FOR THE 2022 AGM

Due to the COVID-19 pandemic, the following precautionary measures will be implemented by the Company at the annual general meeting:

- Compulsory temperature checks
- Completion of health declaration form
- Wearing of surgical face mask
- No provision of refreshments or drinks
- No distribution of corporate gifts

Attendees who do not comply with the precautionary measures may be denied entry into the 2022 AGM venue and requested to leave the 2022 AGM venue, at the absolute discretion of the Company as permitted by law.

The Company wishes to remind all shareholders that physical attendance in person at the 2022 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the Chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.

* For identification purposes only

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Precautionary Measures for the 2022 AGM	iii
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed Granting of the Buyback and Issuance Mandates	4
3. Proposed Re-election of the Directors	4
4. Proposed Amendments to the Memorandum and Articles of Association of the Company	5
5. 2022 AGM and Proxy Arrangement	6
6. Recommendation	7
7. General Information	7
8. Responsibility Statement	7
Appendix I — Explanatory Statement on the Buyback Mandate	8
Appendix II — Details of the Directors Proposed to be Re-elected at the 2022 AGM	11
Appendix III — Details of Proposed Amendments to the Memorandum and Articles of Association	17
Notice of the 2022 AGM	21

PRECAUTIONARY MEASURES FOR THE 2022 AGM

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The Company wishes to remind all shareholders that physical attendance in person at the 2022 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the Chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.

DEFINITIONS

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

“2022 AGM”	an annual general meeting of the Company to be held at Conference Room at 3/F, Block A6, Kaida Creative Industry Base, Qiaochang Road, Shishuikou Village, Qiaotou Town, Dongguan City, Guangdong Province, The People’s Republic of China on Friday, 14 October 2022 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof;
“Article” or “Articles of Association”	the existing amended and restated articles of association of the Company;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the section headed “Letter from the Board” in this circular;
“Company”	Bortex Global Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM;
“Director(s)”	the director(s) of the Company;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the section headed “Letter from the Board” in this circular;
“Latest Practicable Date”	26 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Memorandum”	the existing amended and restated memorandum of association of the Company;

DEFINITIONS

“Proposed Amendments”	the proposed amendments to the Memorandum and the Articles as set out in Appendix III of this circular;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of a nominal or par value of HK\$0.01 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



Bortex Global Limited

濠亮環球有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8118)

Executive Directors:

Mr. Shiu Kwok Leung (*Chairman*)
Mr. Shao Xu Hua
Mr. Shao Chiliang (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Lang Jilu
Ms. Cheng Ka Yan
Mr. Cheng Hok Ming Albert

Registered Office:

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

*Head Office and Principal Place of
Business in Hong Kong:*

Room 11, 5/F
No. 46 Tsun Yip Street
Kwun Tong
Kowloon, Hong Kong

29 July 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY
(2) PROPOSED RE-ELECTION OF
THE DIRECTORS OF THE COMPANY
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2022 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Buyback Mandate; (iv) the re-election of the Director; and (iv) the Proposed Amendments.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 7 October 2021, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the 2022 AGM, will lapse at the conclusion of the 2022 AGM.

Ordinary resolutions will be proposed at the 2022 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 50,000,000 Shares on the basis that the existing issued share capital of the Company of 500,000,000 Shares remains unchanged as at the date of the 2022 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 100,000,000 Shares on the basis that the existing issued share capital of the Company of 500,000,000 Shares remains unchanged as at the date of the 2022 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2022 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the 2022 AGM as set out on pages 21 to 25 of this circular.

In accordance with the requirements of the GEM Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE DIRECTORS

According to Article 84 of the Articles of Association, Mr. Shiu Kwok Leung and Ms. Cheng Ka Yan shall hold office until the 2022 AGM whereas according to Article 83(3) of the Articles of Association, Mr. Shao Chiliang, who was appointed by the Board as an executive Director on 19 October 2021, and Mr. Lang Jilu, who was appointed by the Board as an independent non-executive Director on 10 March 2022, shall hold office until the 2022 AGM. All of the above Directors are eligible for re-election at the 2022 AGM.

LETTER FROM THE BOARD

The Nomination Committee of the Company (the “**Nomination Committee**”) has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Nomination Policy and the Company’s corporate strategy and the independence of the independent non-executive Directors.

Mr. Lang Jilu and Ms. Cheng Ka Yan, the retiring independent non-executive Directors, have confirmed their independence with reference to the factors set out in the Listing Rules. Mr. Lang Jilu and Ms. Cheng Ka Yan also demonstrate the ability to provide an independent, balanced and objective view to the Company’s matters. The Nomination Committee and the Board thus considered that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the GEM Listing Rules.

Besides, the Nomination Committee and the Board believed that the extensive business experience and project management knowledge of Mr. Shiu Kwok Leung, Mr. Shao Chiliang, Mr. Lang Jilu and Ms. Cheng Ka Yan will continue to make contribution to the Board and are satisfied with all the retiring Directors’ contribution to the Company, which will continue to bring valuable business experience and knowledge to the Board for its efficient and effective functioning and diversity. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors, including the aforesaid independent non-executive Directors, who are due to retire at the 2022 AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director(s) in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting. The requisite details of the above Directors are set out in Appendix II to this circular.

4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

To comply with the new GEM Listing Rules requirements regarding the adoption of “Core Standards” for shareholders’ information and protection, the Board proposes to amend the Memorandum and Articles of Association as follows:

- (a) to provide that an annual general meeting of the Company is held in each financial year, rather than calendar year;
- (b) to provide that all members have the right to speak and vote at a general meeting, unless specifically required to abstain from voting by the GEM Listing Rules;
- (c) to provide that an ordinary, rather than special, resolution of members is required to appoint and remove the Company’s auditors;

LETTER FROM THE BOARD

In addition, to align with the legislative amendments under Cayman Islands law, the Board proposes to amend the Memorandum and Articles of Association to update the reference to the relevant Cayman legislation.

Details of the Proposed Amendments are set out in Appendix III to this circular. The legal advisors to the Company have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and do not violate Cayman Islands law. The Company also confirm that there is nothing unusual about the Proposed Amendments for a company listed on GEM.

The Proposed Amendments are prepared in the English language. The Chinese translation of the Proposed Amendments is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

5. 2022 AGM AND PROXY ARRANGEMENT

The notice of the 2022 AGM is set out on pages 21 to 25 of this circular. At the 2022 AGM, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate, the re-election of the Directors and the Proposed Amendments.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2022 AGM. An announcement on the poll vote results will be made by the Company after the 2022 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the 2022 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bortex.com.cn). Whether or not you are able to attend the 2022 AGM, please complete and sign the form of proxy 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 in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022), as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2022 AGM (i.e. not later than 11:00 a.m. on Wednesday, 12 October 2022) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2022 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the re-election of the Directors and the Proposed Amendments are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2022 AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Buyback Mandate; Appendix II — Details of the Directors Proposed to be Re-elected at the 2022 AGM; and Appendix III — Details of Proposed Amendments to the Memorandum and Articles of Association.

8. 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 document misleading.

Yours faithfully,
By order of the Board
Bortex Global Limited
Shiu Kwok Leung
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2022 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company, the Group and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 500,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the 2022 AGM in respect of the granting of the Buyback Mandate and on the basis that the total number of issued Shares remains unchanged as at the date of the 2022 AGM, i.e. being 500,000,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, 50,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the 2022 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the GEM Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30 April 2022) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an 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 befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Real Charm Corp, a company wholly-owned by Mr. Shiu Kwok Leung (the Chairman of the Company), was interested in 234,000,000 Shares, representing approximately 46.80% of the total issued share capital of the Company.

On the basis that (i) the total number of issued Shares (being 500,000,000 Shares) remains unchanged as at the date of the 2022 AGM, and (ii) the shareholding of Real Charm Corp (being 234,000,000 Shares) in the Company remains unchanged immediately after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2022 AGM, the shareholding interest of Real Charm Corp in the Company would be increased to approximately 52.00% of the total issued share capital of the Company. Such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Buyback Mandate to such extent as would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the GEM Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of the issued Shares would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles of Association and any applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the following months were as follows:

Month	Highest HK\$	Lowest HK\$
2021		
July	0.375	0.250
August	0.300	0.250
September	0.275	0.250
October	0.255	0.230
November	0.260	0.163
December	0.340	0.198
2022		
January	0.670	0.275
February	0.600	0.455
March	0.590	0.400
April	0.500	0.450
May	0.495	0.350
June	0.800	0.370
July (up to the Latest Practicable Date)	0.580	0.415

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

Pursuant to the GEM Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2022 AGM according to the Articles of Association, are provided below.

(1) Mr. Shiu Kwok Leung

Position and Experience

Mr. Shiu Kwok Leung (“**Mr. Shiu**”), aged 61, is one of our founders, the Chairman of the Board and a controlling shareholder of the Company. He is also the chairman of the Nomination Committee and the compliance officer of the Company. He was appointed as a Director on 30 January 2014 and was subsequently redesignated as an executive Director on 18 September 2015. Mr. Shiu is responsible for the overall strategic planning, business development and overseeing the sales and marketing of the Group. Mr. Shiu initially worked as a moulds technician at Yau Yung Metal Manufacturing Factory from 1980 to 1983 and was subsequently promoted as its production and administration manager from 1983 to 2003. To continue the business of Yau Yung Metal Manufacturing Factory, Yau Yung Metal Manufacturing Factory Limited was incorporated in Hong Kong in 2003 and Mr. Shiu remained as the company’s production and administration manager from August 2003 to June 2005. He was mainly responsible for the overall production (including liaison with overseas customers to deal with all production related matters and inquiries) and general administration functions of the company. Mr. Shiu established Bortex International Limited in Hong Kong on 30 December 2008. Mr. Shiu is a director of each of Harvest Mount Global Enterprises Limited, Bortex Holdings Limited, Bortex International Limited and Bortex Industry Co., Ltd (all are wholly-owned subsidiaries of the Company).

Mr. Shiu has not held other directorships in the last three years in public companies the securities of which are listed on any securities markets in Hong Kong or overseas.

Length of service and director’s emoluments

Pursuant to the existing service agreement entered into between Mr. Shiu and the Company, his current term of office is 2 years from 16 November 2021. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the said service agreement, Mr. Shiu is entitled to receive a monthly remuneration of HK\$83,000, which is subject to adjustment at a rate to be determined at the discretion of the Board. In addition, Mr. Shiu is entitled to a bonus of such amount to be decided by the Board based on the results of the Group and his individual performance. Mr. Shiu is also eligible to participate in the share option scheme of the Company.

Relationships and interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Shiu is the sole ultimate beneficial owner of Real Charm Corp, a controlling Shareholder holding 234,000,000 Shares. Accordingly, Mr. Shiu was deemed to be interested in these 234,000,000 Shares, representing approximately 46.80% of the issued share capital of the Company through the interest of his controlled corporation, Real Charm Corp.

Save as disclosed above, Mr. Shiu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO; and Mr. Shiu does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Shiu to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Shiu that need to be brought to the attention of the Shareholders.

(2) Mr. Shao Chiliang*Position and Experience*

Mr. Shao Chiliang (“**Mr. Shao**”), aged 58, has joined the Group since 2004 and responsible for managing sales and marketing activities of the Group. He is also the chief executive office of the Company and a member of the Remuneration Committee of the Company (the “**Remuneration Committee**”). Mr. Shao has over 40 years of accumulated working experience in toys and lighting devices manufacturing. He joined Changping Electric Factory* (常平電珠廠) from 1980 to 1983 as a technician and Qiaotou Toy Factory* (橋頭玩具廠) from 1984 to 1986 as a plant manager. In October 1986, Mr. Shao established Chihua Industry Co., Ltd.* (熾華實業有限公司) and act as the Chairman of this company. In addition, Mr. Shao has joined Dongguan Qiaotou Individual and Private Associations* (東莞市橋頭個體私營企業協會) as a councilor from 1988 to 1998, and became a Vice-chairman from 1998 to 2016. He was a member of Guangdong Youth Township Entrepreneurs Association* (廣東省青年鄉鎮企業家協會) from 1994 to 2008, and also a councilor of Dongguan Gongshangye Federation* (東莞工商聯合會) from 1997 to 2006. Mr. Shao is a director of each of Bortex International Limited, Bortex Holdings Limited and Bortex Industry Co., Ltd.* (東莞市濠亮實業有限公司), all being wholly-owned subsidiaries of the Company. Mr. Shao is a cousin of Mr. Shao Xu Hua, an executive Director.

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

Length of service and director's emoluments

Pursuant to the existing service agreement entered into between Mr. Shao and the Company, his current term of office is 2 years from 19 October 2021. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the said service agreement, Mr. Shao is entitled to receive a monthly remuneration of HK\$56,250, which is subject to adjustment at a rate to be determined at the discretion of the Board. In addition, Mr. Shao is entitled to a bonus of such amount to be decided by the Board based on the results of the Group and his individual performance. Mr. Shao is also eligible to participate in the share option scheme of the Company.

Relationships and interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Shao beneficially held 7,280,000 shares of the Company, representing approximately 1.46% of the issued share capital of the Company. Mr. Shao is a cousin of Mr. Shao Xu Hua, an executive Director.

Save as disclosed above, Mr. Shao was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO; and Mr. Shao does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Shao to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Shao that need to be brought to the attention of the Shareholders.

(3) Mr. Lang Jilu*Position and Experience*

Mr. Lang Jilu (“**Mr. Lang**”), aged 56, was appointed as an independent non-executive Director on 10 March 2022. Mr. Lang is also the member of the Audit Committee of the Company (the “**Audit Committee**”), the Remuneration Committee and the Nomination Committee. He has been the chairman of Beijing Film & TV Culture Media Co. Ltd.* (北京影路大通影視文化傳媒有限公司) since June 2017. He is also the chairman of Beijing Zhongnong Hengyu Technology Company Limited* (北京中農恒宇科技有限公司) since September 2021. Mr. Lang was previously the deputy general manager of GlobeE-Commerce CO. LTD* (杭州戈洛博電子商務有限公司). Mr. Lang graduated from Senior Program for Chief Executive of Growing Enterprises* (成長型企業總裁高級研修班) offered by the Faculty of Humanities, Zhejiang University.

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

Length of service and director’s emoluments

Pursuant to the existing letter of appointment issued by the Company to Mr. Lang, his current term of office is 2 years from 10 March 2022. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Mr. Lang is entitled to receive a director’s fee of HK\$5,000 per month. The above emoluments of Mr. Lang are recommended by the Company’s Remuneration Committee and determined by the Board by reference to his duties and responsibilities in the Company. Mr. Lang is also eligible to participate in the share option scheme of the Company.

Relationships and interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO; and Mr. Lang does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Lang to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Lang that need to be brought to the attention of the Shareholders.

(4) Ms. Cheng Ka Yan

Position and Experience

Ms. Cheng Ka Yan (“**Ms. Cheng**”), aged 37, was appointed as an independent non-executive Director on 30 December 2020. Ms. Cheng is also the chairman of the Audit Committee. Ms. Cheng has over 10 years of accumulated working experience in accounting, audit, company secretaryship, corporate finance management and financial reporting. Ms. Cheng served as the company secretary and financial controller for Hong Kong Casin Holdings Limited from March 2017 to May 2018, which is a fellow subsidiary of Casin Real Estate Development Group Co Ltd (財信地產發展集團股份有限公司) (Stock Code: 838.SZ), the securities of which are listed on The Shenzhen Stock Exchange. Ms. Cheng was the company secretary and financial controller of DIT Group Limited (formerly known as China Minsheng Drawin Technology Group Limited, Stock Code: 726.HK) from May 2016 to April 2017 and the company secretary and accounting manager of Imagi International Holdings Limited (Stock Code: 585.HK) from April 2014 to April 2016, the securities of which are both listed on the Main Board of the Stock Exchange. Before that, Ms. Cheng worked for Deloitte Touche Tohmatsu from July 2010 to January 2014.

Ms. Cheng graduated from The Hong Kong Polytechnic University and obtained a Master’s degree in Corporate Governance in September 2017 and a Bachelor of Business Administration degree in Accountancy in June 2007. She is also a member of The Hong Kong Chartered Governance Institute (formerly know as The Hong Kong Institute of Chartered Secretaries) and The Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Ms. Cheng has not held other directorships in the last three years in public companies the securities of which are listed on any securities markets in Hong Kong or overseas.

Length of service and director’s emoluments

Pursuant to the existing letter of appointment issued by the Company to Ms. Cheng, her current term of office is 2 years from 30 December 2020. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Ms. Cheng is entitled to receive an annual director's fee of HK\$120,000. The above emoluments of Ms. Cheng are recommended by the Company's Remuneration Committee and determined by the Board by reference to her qualification, experience, level of responsibilities undertaken and prevailing market conditions.

Relationships and interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Cheng was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO; and Ms. Cheng does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Cheng to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Ms. Cheng that need to be brought to the attention of the Shareholders.

7. ARTICLE 59(1) OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 59(1) in its entirety and replacing it with the following new Article 59(1):

“An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.”

8. ARTICLE 61A OF THE ARTICLES OF ASSOCIATION

By inserting the following new Article 61A:

“All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”

9. ARTICLE 81(2) OF THE ARTICLES OF ASSOCIATION

By replacing the last sentence “including, where a show of hands is allowed, the right to vote individually on a show of hands.” at the end of Article 81(2) with the following:

“, including the right to vote and the right to speak.”

10. ARTICLE 83(3) OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 83(3) in its entirety and replacing it with the following new Article 83(3):

“The Directors shall have the 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 so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.”

11. ARTICLE 83(6) OF THE ARTICLES OF ASSOCIATION

By inserting the word “of” immediately after the words “ordinary resolution” in Article 83(6).

12. ARTICLE 152(1) OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 152(1) in its entirety and replacing it with the following new Article 152(1):

“At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members may by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.”

13. ARTICLE 152(2) OF THE ARTICLES OF ASSOCIATION

By replacing the word “special” with “ordinary” in Article 152(2).

14. ARTICLE 154 OF THE ARTICLES OF ASSOCIATION

By inserting the words “by ordinary resolution” immediately after the words “in general meeting” in Article 154.

15. ARTICLE 155 OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 155 in its entirety and replacing it with the following new Article 155:

“The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor, or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.”

16. ARTICLE 162(1) OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 162(1) in its entirety and replacing it with the following new Article 162(1):

“Subject to Article 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.”

17. ARTICLE 167 OF THE ARTICLES OF ASSOCIATION

By inserting the following new Article 167:

“FINANCIAL YEAR

Unless otherwise determined by the Directors, the financial year end of the Company shall be 30 of April in each year.”



Bortex Global Limited

濠亮環球有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8118)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**2022 AGM**”) of Bortex Global Limited (the “**Company**”) will be held at Conference Room at 3/F, Block A6, Kaida Creative Industry Base, Qiaochang Road, Shishuikou Village, Qiaotou Town, Dongguan City, Guangdong Province, The People’s Republic of China on Friday, 14 October 2022 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 30 April 2022;
2. To re-elect Mr. Shiu Kwok Leung as an executive director of the Company;
3. To re-elect Mr. Shao Chiliang as an executive director of the Company;
4. To re-elect Mr. Lang Jilu as an independent non-executive director of the Company;
5. To re-elect Ms. Cheng Ka Yan as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
7. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorize the board of directors of the Company to fix the auditors’ remuneration;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

* *For identification purposes only*

NOTICE OF THE 2022 AGM

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;

NOTICE OF THE 2022 AGM

- (iii) the exercise of options under a share option scheme of the Company; and
- (iv) 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 of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

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

“**THAT** conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total

NOTICE OF THE 2022 AGM

number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company in issue as at the date of passing this resolution.”; and

SPECIAL RESOLUTION

11. To, as special business, consider and, if thought fit, passing the following resolution as a special resolution of the Company:

“**THAT** the second amended and restated memorandum and articles of association of the Company, which contains all the proposed amendments to the existing memorandum and articles of association of the Company in Appendix III to the circular of the Company dated 29 July 2022) and a copy of which has been produced to the 2022 AGM and marked “A” and for the purpose of identification initiated by the chairman of the 2022 AGM, be and are hereby approved and adopted as the new amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company, with immediate effect after the close of the 2022 AGM and that the Directors, secretary of the Company and the registered office provider of the Company be and are hereby authorised to do all acts, deeds, things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary or expedient to give effect to the adoption of the second amended and restated memorandum and articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”.

By order of the Board
Bortex Global Limited
Shiu Kwok Leung
Chairman

Hong Kong, 29 July 2022

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar (i.e. Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022)) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e.

NOTICE OF THE 2022 AGM

not later than 11:00 a.m. on Wednesday, 12 October 2022) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

- c. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Tuesday, 11 October 2022 to Friday, 14 October 2022 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited (at its address shown in Note b above) for registration no later than 4:30 p.m. on Monday, 10 October 2022.
- d. References to time and dates in this Notice are to Hong Kong time and dates.

PRECAUTIONARY MEASURES FOR THE 2022 AGM

Due to the COVID-19 pandemic, the following precautionary measures will be implemented by the Company at the 2022 AGM:

- Compulsory temperature checks
- Completion of health declaration form
- Wearing of surgical face mask
- No provision of refreshments or drinks
- No distribution of corporate gifts

Attendees who do not comply with the precautionary measures may be denied entry into the 2022 AGM venue and requested to leave the 2022 AGM venue, at the absolute discretion of the Company as permitted by law.

The Company wishes to remind all shareholders that physical attendance in person at the 2022 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the Chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.