

---

## 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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of Sheung Moon Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.

---



### Sheung Moon Holdings Limited 常滿控股有限公司

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

(Stock Code: 8523)

### PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF DIRECTORS; ADOPTION OF NEW ARTICLES OF ASSOCIATION; AND NOTICE OF ANNUAL GENERAL MEETING

---

A notice convening the annual general meeting of the Company to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 23 September 2022 at 2:30 p.m. is set out on pages 20 to 26 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. 2:30 p.m. on Wednesday, 21 September 2022) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish. **The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the AGM in person.**

This circular will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at <http://www.smcl.com.hk>.

16 August 2022

---

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

---

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 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.

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>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	3
Share Issue Mandate .....	4
Share Repurchase Mandate .....	4
Re-election of Directors .....	4
Adoption of New Articles of Association .....	5
Annual General Meeting .....	5
Closure of Register of Members .....	5
Voting by way of poll .....	6
Action to be taken .....	6
Recommendation .....	6
 <b>Appendix I – Explanatory Statement</b> .....	 7
 <b>Appendix II – Details of Directors proposed to be re-elected</b> .....	 10
 <b>Appendix III – Proposed Amendments to the Articles of Association</b> .....	 16
 <b>Notice of Annual General Meeting</b> .....	 20
 <b>Accompanying Document – Proxy Form</b>	

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 23 September 2022 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 26 of this circular, or any adjournment thereof
“Amendments”	the proposed amendments to the Articles of Association to, among others, (i) bring the Articles of Association in line with the amendments made to the GEM Listing Rules and applicable laws of the Cayman Islands; and (ii) make certain minor housekeeping amendments to the Articles of Association for the purpose of clarifying existing practice and make consequential amendments in line with the amendments to the Articles of Association
“Articles of Association”	the amended and restated articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Sheung Moon Holdings Limited, a company incorporated in the Cayman Islands on 31 May 2017 with limited liability, the Shares of which are listed on GEM
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Director(s)”	director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 August 2022, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication

---

## DEFINITIONS

---

“Nomination Committee”	the nomination committee of the Company
“New Articles of Association”	the second amended and restated articles of association of the Company, incorporating and consolidating the Amendments proposed to be adopted by the Company at the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Issue Mandate”	the general unconditional mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the relevant mandate
“Share Repurchase Mandate”	the general unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the relevant Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent.

---

LETTER FROM THE BOARD

---



**Sheung Moon Holdings Limited**  
**常滿控股有限公司**

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

**(Stock Code: 8523)**

*Executive Directors:*

Mr. Tang Sze Wo  
Mr. Lai Yung Sang  
Mr. Tang Siu Tim

*Independent Non-executive Directors:*

Dr. Wong Kwok Yiu Chris  
Mr. Wong Choi Chak  
Mr. Leung Kim Hong

*Registered office:*

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

*Principal place of business in Hong Kong:*

Office D, 27/F  
The Globe  
No. 79 Wing Hong Street  
Kowloon  
Hong Kong

16 August 2022

*To the Shareholders*

Dear Sir/Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
ADOPTION OF NEW ARTICLES OF  
ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among others, the grant of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of Directors and the adoption of the New Articles of Association; and to seek your approval of the relevant resolutions relating to these matters at the AGM.

---

## LETTER FROM THE BOARD

---

### SHARE ISSUE MANDATE

On 26 August 2021, the Directors were granted a general unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will expire at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Subject to passing of the resolution approving the Share Issue Mandate and on the basis that no change in the issued share capital prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 80,000,000 Shares representing not more than 20% of the issued share capital of the Company as at the Latest Practicable Date.

The Share Issue Mandate and the extension of the Share Issue Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 4 and 6 respectively of the notice of the AGM.

### SHARE REPURCHASE MANDATE

On 26 August 2021, the Directors were granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Assuming that there is no change in the issued share capital prior to the AGM, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing the relevant resolution will be 40,000,000 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

The Board currently comprises six Directors, namely, Mr. Tang Sze Wo, Mr. Lai Yung Sang, Mr. Tang Siu Tim, Dr. Wong Kwok Yiu Chris, Mr. Wong Choi Chak and Mr. Leung Kim Hong. In accordance with the articles 84(1) and 84(2) of the Articles of Association, Mr. Lai Yung Sang and Dr. Wong Kwok Yiu Chris will respectively retire at the AGM and, being eligible, offer themselves for re-election at the AGM. In accordance with the article 83(3) of the Articles of Association, Mr. Tang Siu Tim shall hold office only until the AGM and, being eligible, offers himself for re-election at the AGM.

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

---

## LETTER FROM THE BOARD

---

### ADOPTION OF NEW ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections. As such, the Board proposes the Amendments for the purposes of, among others, (i) bringing the Articles of Association in line with amendments made to the GEM Listing Rules and applicable laws of the Cayman Islands; and (ii) making certain minor housekeeping amendments to the Articles of Association for the purpose of clarifying existing practice and making consequential amendments in line with the Amendments, subject to the passing of a special resolution, with effect from the conclusion of the AGM. Details of the proposed Amendments are set out in Appendix III to this circular.

The New Articles of Association are written in English and the Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Amendments and the New Articles of Association conform with the applicable requirements of the GEM Listing Rules and the legal advisers to the Company as to Cayman Islands laws have confirmed that the Amendments and the New Articles of Association do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Amendments to the Articles of Association for a company listed on the Stock Exchange.

The Board proposes to put forward to the Shareholders for approval at the AGM a special resolution, as referred to in resolution no. 7 of the notice of the AGM, to adopt the New Articles of Association. The proposed adoption of the New Articles of Association is subject to the passing of a special resolution.

### ANNUAL GENERAL MEETING

The Company will hold the AGM for the Shareholders to consider, if thought fit, approve the resolutions relating to, among others, the grant of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of Directors and the adoption of the New Articles of Association. The notice of the AGM is set out on pages 20 to 26 of this circular. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 20 September 2022 to Friday, 23 September 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company for registration no later than 4:30 p.m. on Monday, 19 September 2022.

---

## LETTER FROM THE BOARD

---

As informed by the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, its address has changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022. Shareholders are reminded to deliver documents to the new address of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited.

### VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to article 66 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. 2:30 p.m. on Wednesday, 21 September 2022) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish. **The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the AGM in person.**

### RECOMMENDATION

The Directors believe that the grant of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the Directors and the adoption of the New Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions relating to aforesaid matters.

By order of the Board  
**Sheung Moon Holdings Limited**  
**Tang Sze Wo**  
*Executive Director and Chairman*

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the proposed Share Repurchase Mandate.

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

Exercise in full of the Share Repurchase Mandate, on the basis of 400,000,000 Shares in issue at the Latest Practicable Date, would allow up to 40,000,000 Shares (which will be fully paid and represent 10% of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

### **2. REASONS FOR REPURCHASE**

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

### **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchases will be made out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or the proceeds of a fresh issue of shares made for the purpose of the purchase and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. Subject to the Companies Act, a repurchase of Shares may also be paid out of capital. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the GEM Listing Rules prevailing from time to time.

There might not be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2022) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles of the Association and all applicable laws of the Cayman Islands in force from time to time.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention, if the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, nor has undertaken not to do so, if the Share Repurchase Mandate is granted.

#### 4. TAKEOVERS CODE

If as a result of a repurchase of Shares under the Share Repurchase 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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors are aware, the following Shareholders had interests in 5% or more of the issued share capital of the Company:

Name of Shareholder	Number of Shares interested (note 1)	Approximate % of issued share capital as at the Latest Practicable Date	Approximate % of issued share capital if Share Repurchase Mandate is exercised in full
Chrysler Investments Limited ("Chrysler Investments") (note 2)	260,000,000 (L)	65.00%	72.22%
Mr. Tang Sze Wo (note 2)	260,000,000 (L)	65.00%	72.22%
Altivo Ventures Limited ("Altivo Ventures") (note 3)	40,000,000 (L)	10.00%	11.11%
Sigma Square Investment Management Limited ("Sigma Square") (note 3)	40,000,000 (L)	10.00%	11.11%
Mr. Tang Siu Fung Calvin (note 3)	40,000,000 (L)	10.00%	11.11%

*Notes:*

1. The letter (L) denotes the Shareholder's long position in such securities.
2. The 260,000,000 Shares are held by Chrysler Investments, which is wholly-owned by Mr. Tang Sze Wo. Therefore, Mr. Tang Sze Wo is deemed to be interested in the 260,000,000 Shares held by Chrysler Investments under the SFO.
3. The 40,000,000 Shares are held by Altivo Ventures, which is wholly-owned by Sigma Square. Sigma Square is wholly-owned by Mr. Tang Siu Fung Calvin, the son of Mr. Tang Sze Wo. Therefore, each of Sigma Square and Mr. Tang Siu Fung Calvin is deemed to be interested in the 40,000,000 Shares held by Altivo Ventures under the SFO.

As at the Latest Practicable Date, the Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in mandatory offer obligations.

The Directors have no present intention to exercise the Share Repurchase Mandate if the repurchase would result in the number of Shares held by the public falling below 25% of the total number of Shares in issue (or such other percentage as may prescribed as the minimum public shareholding under the GEM Listing Rules).

## 5. SHARES PURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

## 6. SHARE PRICES

The highest and lowest traded prices of which the Shares were traded on GEM during the 12 calendar months preceding the Latest Practicable Date were as follows:

	Traded price per Share	
	Highest HK\$	Lowest HK\$
<b>2021</b>		
July	0.435	0.375
August	0.390	0.345
September	0.395	0.345
October	0.350	0.350
November	0.385	0.300
December	0.370	0.221
<b>2022</b>		
January	0.250	0.210
February	0.243	0.210
March	0.210	0.200
April	0.228	0.200
May	0.200	0.190
June	0.185	0.185
July	0.210	0.210
August (up to the Latest Practicable Date)	0.210	0.210

---

## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

---

*Below are the particulars of the Directors (as required by the GEM Listing Rule) proposed to be re-elected at the AGM:*

### **Executive Director**

**Mr. Lai Yung Sang (黎容生)**, aged 54, is our executive Director and chief executive officer. Mr. Lai is primarily responsible for general operations and construction project management of the Group. He received a Certificate in Civil Engineering from the Haking Wong Technical Institute in Hong Kong in October 1992 and a Higher Certificate in Civil Engineering from the Hong Kong Polytechnic University in October 1995. He further obtained Industrial Centre Training Certification in Metal Scaffolding from the Hong Kong Polytechnic University in January 2002 and a Certificate for Safety Supervisor from the HSE Training Centre in December 2005. He joined the Group in October 2014 as our deputy general manager primarily responsible for preparing and submissions of tenders for potential projects and was promoted as our general manager in August 2015. His employment history prior to this is set out below:

<b>Period</b>	<b>Company</b>	<b>Position</b>	<b>Responsibilities</b>
August 1988 – May 1991	Sho Bond (Hong Kong) Ltd., a company engaging in construction of waterproofing, concrete repairing and finishing works	Works supervisor	Management of project progress
July 1991 – June 1992	Shui On Civil Contractors Ltd., a company engaging in construction of submachine outfall	Assistant site administrator	Administrative support
July 1992 – March 1995	The Express Builders Co., Ltd., a company engaging in construction of formation and foundation works	Construction site engineer	Project management including the management and issuing of project process and co-ordination and meeting with sub-contractors, contractors, consultants and clients
April 1995 – March 1997	Well Technology Engineering Co., Ltd., a company engaging in construction of structural and pipe works	Site engineer	Project management including the management and issuing of project process and co-ordination and meeting with sub-contractors, contractors, consultants and clients

---

**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

---

<b>Period</b>	<b>Company</b>	<b>Position</b>	<b>Responsibilities</b>
August 1997 – January 2003	Kin Lee Ko Construction Co., Ltd., a company engaging in construction of site formation, structural and road and drainage works	Site agent	Project management including preparation of quotations and tenders, managing and issuing of project progress, co-ordination with sub-contractors, contractors, consultants and clients
February 2003 – July 2015 (note)	Kin Lee Civil Engineering Co., Ltd., a company engaging in construction of site formation and structural works	Site agent	Project management including preparation of quotations and tenders, managing and issuing of project progress, co-ordination and meeting with sub-contractors, contractors, consultants and clients

*Note:* From October 2014 to July 2015, Mr. Lai also worked with Kin Lee Civil Engineering Co., Ltd., on a part-time basis to mainly attend to any follow-up works of a completed project.

**Length of service and emoluments**

Mr. Lai has entered into a service contract with the Company for a term of three years commencing from the Listing Date, i.e. 12 February 2018 and such term has been renewed for another three years commencing from 24 January 2022, 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 forth in the Articles of Association. Pursuant to the service contract, he is entitled to a Director's fee. He shall be paid a remuneration on the basis of 13 months in a year. In addition, he is also entitled to bonus as determined by the Board based on the recommendations made by the remuneration committee. His current annual director's fees and remuneration are approximately HK\$1,578,000.

**Relationships**

Mr. Lai has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other major appointments and professional qualifications. He is not connected with any other Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company and has not held any other position with any members of the Group.

**Interest in Shares**

As at the Latest Practicable Date, Mr. Lai did not have any interest in the Shares within the meaning of Part XV of the SFO.

**Matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, Mr. Lai has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his proposed re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Tang Siu Tim (鄧肇添)**, aged 29, is our executive Director and chief operating officer and the son of the chairman of the Board. Mr. Tang is primarily responsible for general operation, construction project management, and financial management of the Group. He obtained a Bachelor of Science in Civil Engineering from the University of California, Irvine in June 2015. He further obtained a Master of Science in Civil Infrastructural Engineering and Management from The Hong Kong University of Science and Technology in November 2017. He was admitted as a graduate member of the Hong Kong Institution of Engineers in March 2016. He was employed as an engineering trainee in the Group from June to August 2011. From June to July of 2013, he was employed as an engineering trainee by Philip So & Associates Ltd, mainly responsible for technical drawings and design. He has joined the Group again since October 2015 as our graduate engineer and was promoted as a senior engineer in January 2021.

**Length of service and emoluments**

Mr. Tang has entered into a service agreement with the Company for a period of three years commencing on 28 December 2021, 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 forth in the Articles of Association. Pursuant to the service agreement, as the executive Director and chief operating officer of the Company, Mr. Tang is entitled to a fixed monthly salary of HK\$60,000 and an end-of-year payment equivalent to one month's fixed salary upon completion of service for every 12-month period. In addition, he is entitled to a discretionary bonus to be determined by the Board based on the recommendation from the remuneration committee of the Company and having regard to the performance of Mr. Tang and the financial performance of the Group.

**Relationships**

Mr. Tang has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other major appointments and professional qualifications. Mr. Tang is the son of Mr. Tang Sze Wo, the executive Director, the chairman of the Board and the compliance officer of the Company, and the younger brother of Mr. Tang Siu Fung Calvin, the substantial shareholder of the Company. Save as disclosed above, he is not connected with any other Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company and has not held any other position with any members of the Group.

**Interest in Shares**

As at the Latest Practicable Date, Mr. Tang did not have any interest in the Shares within the meaning of Part XV of the SFO.

**Matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, Mr. Tang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his proposed re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Independent Non-executive Director**

**Dr. Wong Kwok Yiu Chris (王國耀)**, aged 63, was appointed as our independent non-executive Director on 24 January 2018. Since returning from the United Kingdom in 1992, he has been an specialist in Cardiology at the Heart Center of the Hong Kong Adventist Hospital since December 1992. Dr. Wong has been an Honorary Consultant in Cardiology of St. Paul's Hospital since 1995, where he assisted with the planning and acquisition of a new Cardiac Catheterization Laboratory with full electrophysiology capability; and of the Hong Kong Sanatorium & Hospital since January 1999. He obtained a Bachelor of Medicine and Bachelor of Surgery from the University of Glasgow in July 1983 and has been a member of the Royal Colleges of Physicians of the United Kingdom since November 1986. He was further admitted as a member of the North American Society of Pacing & Electrophysiology in 1991, and of the British Medical Association in 1992.

Dr. Wong was elected to fellowship of the Hong Kong College of Physicians and the Hong Kong Academy of Medicine in 1992 and 1993, respectively. In 1993, he was also elected to fellowship of the Hong Kong College of Cardiology, in which he had held different positions in the council including the honorary treasurer, the honorary secretary, the president elect and the president. Dr. Wong was further elected to fellowship of the Royal College of Physicians of Edinburgh in 1996; the Royal College of Physicians and Surgeons of Glasgow in September 1999, having been a member of the same since 1987; the Royal College of Physicians of London in 2002; as well as the European Society of Cardiology where he served as the Governor between 2011 and 2016 and the American College of Cardiology in 2012, respectively. Dr. Wong was a non-executive director of Aptus Holdings Limited, a company listed in the Stock Exchange (stock code: 8212) between January 2002 and August 2004. Since 2012, Dr. Wong has served as the vice-president of the New Life Psychiatric Rehabilitation Association.

**Length of service and emoluments**

Dr. Wong has been appointed for an initial term of two years and the term of service has been renewed for a term of two years starting from 24 January 2022. He is entitled to a director's fee of HK\$72,000 per annum.

**Relationships**

Save as disclosed above, Dr. Wong has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other major appointments and professional qualifications. He is not connected with any other Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company and has not held any other position with any members of the Group.

---

## **APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

---

### **Interest in Shares**

As at the Latest Practicable Date, Dr. Wong did not have any interest in the Shares within the meaning of Part XV of the SFO.

### **Matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, Dr. Wong has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his proposed re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

### **Nomination policy and procedure for independent non-executive Directors**

#### ***Selection Criteria***

The Nomination Committee shall consider the following factors, which are not exhaustive and the Board has discretion if it considers appropriate, in assessing the suitability of the proposed candidate regarding the appointment of Directors or re-appointment of any existing Board member(s):

- (a) reputation for integrity;
- (b) accomplishment, experience and reputation in the business and industry;
- (c) commitment in respect of sufficient time, interest and attention to the businesses of the Company and its subsidiaries;
- (d) diversity in all aspects, including but not limited to gender, age, cultural/educational and professional background, skills, knowledge and experience;
- (e) compliance with the criteria of independence, in case for the appointment of an independent non-executive Director, as prescribed under Rule 5.09 of the GEM Listing Rules; and
- (f) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate. The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Articles and other applicable rules and regulations.

#### ***Nomination Procedures***

The proposed candidates will be asked to submit the necessary personal information in a prescribed form by the Nomination Committee.

The secretary of the Nomination Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Nomination Committee.

---

## **APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

---

For the appointment of any proposed candidate to the Board, the Nomination Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.

For the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election of the Directors at a general meeting.

If a Shareholder wants to propose a candidate to the Board for consideration, he/she shall refer to the "Procedures for a Shareholder to Propose a Person for Election as a Director", which is available on the Company's website.

The Board shall have the final decision on all matters relating to its recommendation of candidates of the Directors to stand for election at a general meeting.

In reviewing the structure of the Board, the Nomination Committee will consider the Board diversity from a number of aspects, including but not limited to cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

The Nomination Committee consider that the re-election of Dr. Wong Kwok Yiu Chris as an independent non-executive Director will ensure continuity of the membership of the remuneration and audit committees respectively.

In view of the above, on 12 August 2022, the Nomination Committee nominated Dr. Wong Kwok Yiu Chris for the Board to recommend them to be re-elected by Shareholders at the AGM.

The Board considers that Dr. Wong Kwok Yiu Chris as the candidate for independent non-executive Director. Dr. Wong Kwok Yiu Chris possesses treasury and secretarial experience in Royal College of Physicians of Edinburgh and possesses Bachelor of Medicine and Bachelor of Surgery in United Kingdom. The Company is of the view that Dr. Wong Kwok Yiu Chris has over 20 years of experience in treasury and secretarial management that can bring to the Board such experience. Moreover, Dr. Wong Kwok Yiu Chris have confirmed his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Board also considers that Dr. Wong Kwok Yiu Chris meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines.



**Article 58**

(7) By deleting Article 58 in its entirety and replacing it with the following:

“58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

**Article 59(1)**

(8) By deleting the words “and not less than twenty (20) clear business days” after “twenty-one (21) clear days” and deleting the words “and not less than ten (10) clear business days” after “fourteen (14) clear days”.

**Article 73**

(10) By re-lettering Article 73(2) as Article 73(3) and adding the following as Article 73(2):

“(2) 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 rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.”

**Article 83(3)**

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

“(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 next following annual general meeting of the Company and shall then be eligible for re-election.”

**Article 100(1)**

(12) By deleting Article 100(1)(i) to Article 100(1)(v) in its entirety and replacing it with the following:

- “(i) the giving of any security or indemnity either:-
- (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (a) the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

**Article 152(2)**

(13) By replacing the word “special” with the word “ordinary”.

**Article 155**

(14) By deleting Article 155 in its entirety and replacing it with the following:

“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.”

**Article 162(1)**

(15) By replacing the word “The” with the words “Subject to Article 162(2), the”.

**Article 165 to Article 166**

(16) By re-lettering Article 165 and Article 166 as Article 166 and Article 167 and adding the following as Article 165:

“FINANCIAL YEAR

165. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of March in each year.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### Sheung Moon Holdings Limited 常滿控股有限公司

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

(Stock Code: 8523)

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Sheung Moon Holdings Limited (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 23 September 2022 at 2:30 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements for the year ended 31 March 2022 and the report of the directors and the independent auditor’s report.
2. (A) To re-elect the following directors of the Company (the “**Directors**”):
  - (i) To re-elect Mr. Lai Yung Sang as an executive Director;
  - (ii) To re-elect Mr. Tang Siu Tim as an executive Director;
  - (iii) To re-elect Dr. Wong Kwok Yiu Chris as an independent non-executive Director; and
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Cheng and Cheng Limited as auditor of the Company for the ensuing year and to authorise the Board to fix the remuneration of auditor.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

To consider as special businesses and, if thought fit, pass the following resolutions, with or without amendments:

### ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) Subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 unissued shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the aggregate of the total nominal value of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolutions (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) a specific authority granted by the Shareholders in general meeting) shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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 the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this Resolution; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“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 repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate of the total nominal value of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate of the total nominal value of the shares capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(c) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing the Resolution.”

6. “**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition to the aggregate of the total nominal value of the share capital of the Company which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate of the total nominal value of the Shares repurchased by the Company pursuant to ordinary resolution no. 5 above, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the share capital of the Company as at the date of passing this Resolution.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### SPECIAL RESOLUTION

7. **“THAT**

- (a) the proposed amendments to the existing amended and restated articles of association of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix III to the circular of the Company dated 16 August 2022 (the **“Circular”**), be and are hereby approved;
- (b) the second amended and restated articles of association of the Company (the **“New Articles of Association”**), which incorporates and consolidates all the Proposed Amendments and a copy of which has been produced to this meeting, be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of this meeting; and
- (c) the Director or company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles of Association of the Company and the transactions contemplated thereunder.”

By order of the Board  
**Sheung Moon Holdings Limited**  
**Tang Sze Wo**  
*Executive Director and Chairman*

Hong Kong, 16 August 2022

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company. **The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the above meeting in person, and the board of directors of the Company respectfully requests that, for the same reason, the shareholders to appoint the chairman of the above meeting as their proxy rather than a third party to attend and vote on their behalf at the above meeting (or any adjournment thereof).**
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. 2:30 p.m. on Wednesday, 21 September 2022) or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 20 September 2022 to Friday, 23 September 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 19 September 2022.
4. With regard to resolutions no. 2(A)(i) to (iii) set out in this notice, details of the re-electing Directors are set out in Appendix II to the circular of the Company dated 16 August 2022.
5. In connection with the proposed repurchase mandate under ordinary resolution no. 5, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 16 August 2022.
6. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on Friday, 23 September 2022, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

7. **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending Shareholders, staff and stakeholders from the risk of infection: -

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office or to our email at [info@smcl.com.hk](mailto:info@smcl.com.hk). If any Shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows: -

Tricor Investor Services Limited  
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: (852) 2980 1333  
Fax: (852) 2810 8185

*As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Tang Sze Wo, Mr. Lai Yung Sang, and Mr. Tang Siu Tim and three independent non-executive Directors, namely, Dr. Wong Kwok Yiu Chris, Mr. Wong Choi Chak and Mr. Leung Kim Hong.*