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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Hope Life International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**HOPE LIFE INTERNATIONAL HOLDINGS LIMITED**

**曠逸國際控股有限公司**

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

(Stock Code: 1683)

**PROPOSAL ON**

- (1) THE GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(2) RETIREMENT AND RE-ELECTION OF DIRECTORS;  
(3) RE-APPOINTMENT OF AUDITOR OF THE COMPANY;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 31 May 2023 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than Monday, 29 May 2023 at 11:00 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish, and in such event the form of proxy shall be deemed to be revoked.

28 April 2023

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## DEFINITIONS

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*In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 31 May 2023 at 11:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law (Revised) of the Cayman Islands (as amended, modified or otherwise supplemental from time to time)
“Company”	Hope Life International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate number of issued Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate number of issued Shares repurchased under the Repurchase Mandate
“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

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal amount not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	24 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, modified or otherwise supplemental from time to time)
“Nomination Committee”	nomination committee of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares with an aggregate nominal amount not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.02 each in the capital of the Company
“Share Buy-backs Code”	the Hong Kong Code on Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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**HOPE LIFE INTERNATIONAL HOLDINGS LIMITED**

**曠逸國際控股有限公司**

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

(Stock Code: 1683)

*Executive Directors:*

Mr. LIANG Zhichao (*Chairman*)

Ms. CHEN Wuyou

*Independent non-executive Directors:*

Mr. CHEUNG Ting Pong

Mr. ZHEN Jian

Ms. ZHAO Hongqin

*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:*

Flat 1703, 17th Floor

Wanchai Commercial Centre

Nos. 194–204 Johnston Road

Hong Kong

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSAL ON**

**(1) THE GRANT OF GENERAL MANDATES**

**TO ISSUE NEW SHARES AND REPURCHASE SHARES;**

**(2) RETIREMENT AND RE-ELECTION OF DIRECTORS;**

**(3) RE-APPOINTMENT OF AUDITOR OF THE COMPANY;**

**AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of AGM and information regarding the resolutions to be proposed at the AGM relating to, among other things, (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of the Extension Mandate to the Directors; (iv) the retirement and re-election of Directors; and (v) the re-appointment of the Company's auditor and authorization of the Board to fix its remuneration.

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## LETTER FROM THE BOARD

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### 2. ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

In order to give the flexibility to the Company to issue and repurchase Shares if and when appropriate, separate ordinary resolutions will be proposed at the AGM:

- (a) to grant the Issue Mandate to the Directors, i.e. to exercise all the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the number of issued Shares as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors, i.e. to exercise all the power of the Company to repurchase Shares up to a maximum of 10% of the number of issued Shares as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate, i.e. to increase the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Pursuant to the ordinary resolution of the Shareholders passed on 27 May 2022, a general mandate was granted to the Directors to (i) allot, issue and deal with new Shares of the Company not exceeding 20 per cent of its number of issued Shares; and (ii) to repurchase Shares not exceeding 10 per cent of its number of issued Shares. Both of such mandates, to the extent not utilised by the date of the AGM, will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the total issued share capital of the Company was 1,296,000,000 Shares. Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the AGM, the maximum number of new Shares to be issued under the Issue Mandate (if approved by the Shareholders at the AGM) is 259,200,000 Shares.

Furthermore, as at the Latest Practicable Date, the total issued share capital of the Company was 1,296,000,000 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the AGM, the maximum number of new Shares to be repurchased under the Repurchase Mandate (if approved by the Shareholders at the AGM) is 129,600,000 Shares.

Each of the Issue Mandate and the Repurchase Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the end of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the AGM.

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## LETTER FROM THE BOARD

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Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant of the Repurchase Mandate to the Directors at the AGM. An explanatory statement in relation to the Repurchase Mandate is set out pursuant to Rule 10.06(1)(b) of the Listing Rules in Appendix I to this circular.

As at the Latest Practicable Date, the Directors have no immediate plan to issue any new Shares pursuant to the Issue Mandate. With reference to the Repurchase Mandate, the Directors have no immediate plan to repurchase any Shares pursuant thereof.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement in relation to the Repurchase Mandate is set out pursuant to Rule 10.06(1)(b) of the Listing Rules in Appendix I to this circular.

### **3. RETIREMENT AND RE-ELECTION OF DIRECTORS**

Pursuant to articles 84(1) of the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation, provided that every Director shall be subject to retirement at an AGM at least once every three years. Pursuant to articles 83(3) and 84(2) of the Articles of Association, Mr. Liang Zhichao (an executive Director), Mr. Cheung Ting Pong (an independent non-executive Director) and Ms. Zhao Hongqin (an independent non-executive Director) shall retire from office by rotation at the AGM. Being eligible, each of them will offer themselves for re-election as Directors at the same meeting.

The biographical details of the above mentioned Directors who are subject to re-election at the AGM are set out in Appendix II to this circular.

The re-election of Directors has been reviewed by the Nomination Committee, which has made recommendation to the Board that the re-election be proposed for the Shareholders' approval at the forthcoming AGM of the Company.

The Nomination Committee has reviewed the biographical details of Mr. Liang Zhichao, Mr. Cheung Ting Pong and Ms. Zhao Hongqin and their meeting of nomination criteria (including but not limited to, character, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and has considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, and has taken the view that Mr. Liang Zhichao, Mr. Cheung Ting Pong and Ms. Zhao Hongqin have been contributing to the Group effectively and are committed to their role as Directors.

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## LETTER FROM THE BOARD

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The Board has accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Mr. Liang Zhichao, Mr. Cheung Ting Pong and Ms. Zhao Hongqin as Directors at the AGM. Each of them abstained from voting at the Board meeting regarding their nomination. The Board considers that the re-election of Mr. Liang Zhichao, Mr. Cheung Ting Pong and Ms. Zhao Hongqin as Directors is in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of their re-election at the AGM.

Furthermore, each of the independent non-executive Directors of the Company, has confirmed independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee is also responsible for, *inter alia*, assessing the independence of independent non-executive Directors. The Nomination Committee assessed and reviewed the individual independent non-executive Director's annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors remained independent.

#### **4. PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY**

KTC Partners CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint KTC Partners CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. KTC Partners CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

#### **5. AGM AND PROXY ARRANGEMENT**

A notice convening the AGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 31 May 2023 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, in addition to the ordinary businesses of the meeting, resolutions will be proposed for approval on the proposed Issue Mandate, the Repurchase Mandate and the Extension Mandate as special businesses.

For determining eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.

The annual report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2022 and the reports of the Directors and the independent auditor of the Company thereon are dispatched to the Shareholders together with this circular.

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## LETTER FROM THE BOARD

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A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than Monday, 29 May 2023 at 11:00 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjourned meeting should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

### **6. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for all the resolutions to be put forward at the AGM pursuant to article 66 of the Articles of Association. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

### **7. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the 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.

### **8. RECOMMENDATION**

The Board is pleased to recommend all of the retiring Directors to stand for re-election by Shareholders as Directors. The Directors also consider that the proposed resolutions set out in the notice of AGM, including but not limited to the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the said ordinary resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

Yours faithfully,  
For and on behalf of  
**Hope Life International Holdings Limited**  
**LIANG Zhichao**  
*Chairman*

Hong Kong, 28 April 2023

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement, as required under the Listing Rules, to provide requisite information to Shareholders in connection with the Repurchase Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$60,000,000 divided into 3,000,000,000 Shares, among which a total of 1,296,000,000 Shares were issued and fully paid-up.

Subject to the passing of the relevant ordinary resolution at the AGM approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 129,600,000 Shares.

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

The Directors believe that the proposed grant of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. The Repurchase Mandate will give the Company the flexibility to repurchase Shares as and when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

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

In repurchasing the Shares, the Company may only apply funds of the Company legally available for such purpose in accordance with the Listing Rules, the Articles of Association, the laws of the Cayman Islands, and other applicable laws.

A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Companies Law, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits or the share premium account of the Company, or, if authorised by the Articles of Association and subject to the Companies Law, out of capital.

**4. STATUS OF REPURCHASED SHARES**

The Listing Rules provide that the listing of all repurchased shares is automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the laws of the Cayman Islands, a company's repurchased shares may be treated as cancelled or held as treasury shares. When cancelled, the Company's issued share capital (but not the authorised share capital) will be reduced accordingly.

**5. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

Taking into account the current working capital position of the Company, the Directors consider that, the exercise of the Repurchase Mandate in full will have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's audited financial statements for the year ended 31 December 2022. However, the Directors do not propose to exercise the Repurchase 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 appropriate for the Company.

**6. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor, any of their close associates have a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of Shares.

**7. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association, the Companies Law, the laws of the Cayman Islands and the applicable laws.

**8. EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares, 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 purpose of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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As at the Latest Practicable Date, to the best knowledge of the Directors, the Company had not been notified of any Shareholders who were interested in 5% or more of the Company's issued share capital.

On the basis of the current shareholdings of the Shareholders, an exercise of the Repurchase Mandate in full will not result in causing them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%. The Directors have no present intention of exercising the Repurchase Mandate.

The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the Rule 8.08 of the Listing Rules.

### **9.    SHARES PURCHASES MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the last six months preceding to the Latest Practicable Date.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**10. SHARE PRICES**

The highest and lowest closing prices at which the Shares were traded on the Stock Exchange during each of the previous twelve (12) calendar months immediately preceding the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
April	0.285	0.250
May	0.568	0.281
June	0.512	0.393
July	0.375	0.259
August	0.559	0.198
September	0.227	0.179
October	0.201	0.160
November	0.196	0.149
December	0.181	0.142
<b>2023</b>		
January	0.155	0.140
February	0.150	0.136
March	0.195	0.143
April (up to the Latest Practicable Date)	0.220	0.164

**11. CONFIRMATION**

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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

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*Pursuant to the Listing Rules, stated below are the biographical details of the Directors who will retire and be eligible for re-election at the AGM.*

### EXECUTIVE DIRECTOR

#### Mr. LIANG Zhichao (“Mr. Liang”)

Mr. Liang, aged 33, obtained a bachelor’s degree in Electrical Engineering from Auckland University of Technology. Mr. Liang is the Vice President of Royston Securities Limited. He has over 7 years of experience in project management, business operation and equity research in HK and PRC.

Mr. Liang has entered into a service agreement with the Company for a term of three years with effect from 22 October 2020, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association and the Listing Rules. The service agreement does not specify Mr. Liang’s remuneration and Mr. Liang’s remuneration will be recommended by the remuneration committee with reference to his qualifications, experience and level of responsibilities undertaken and the prevailing market conditions and determined by the Board in due course.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Liang (i) does not hold any other positions with the Company or any other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); and (iii) has not held any directorship in public companies in the past three years the securities of which are listed on any securities market in Hong Kong or overseas. As the Latest Practicable Date, save for his interests in corporation controlled by him, Mr. Liang does not have other interests in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within meaning of Part XV of Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed above and as at the Latest Practicable Date, there are no matters relating to the re-election of Mr. Liang which the Board considers necessary to be brought to the attention of the shareholders of the Company and/or the Stock Exchange and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Cheung Ting Pong (“Mr. Cheung”)**

Mr. Cheung, 43 years old, has over 17 years of experience in financial operations. He obtained a bachelor’s degree in business administration (accountancy) from the City University of Hong Kong and a master’s degree in business administration from the University of Manchester in the United Kingdom. He has been a fellow member of the Institute of Chartered Accountants in England and Wales, and a fellow member of Hong Kong Institute of Certified Public Accountants.

Mr. Cheung is currently an independent non-executive director of Long Hui International Holdings Limited (stock code: 1007). He also served as the company secretary of Bay Area Gold Group Limited (formerly known as Munsun Capital Group Limited, stock code: 1194), an executive director and a non-executive director of Sanbase Corporation Limited (stock code: 8501), and an executive director, chief financial officer and company secretary of Modern Dental Group Limited (stock code: 3600).

Mr. Cheung has entered into a letter of appointment with the Company for a term of three years with effect from 1 February 2021 and is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. The director’s fee of Mr. Cheung as independent non-executive Director is HK\$120,000 per annum, which shall be paid in twelve monthly instalments of HK\$10,000 each. The director’s fee of Mr. Cheung was determined with reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date and save as disclosed herein, Mr. Cheung (i) has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules); (iii) does not have any interests in the shares or underlying shares of the Company or any of its associated corporations (within the meaning under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); and (iv) does not hold any other positions in the Company or any member of the Group. Mr. Cheung has further confirmed that he has satisfied the independence criteria to act as an independent non-executive Director as set out under Rule 3.13 of the Listing Rules.

Save as disclosed above and as at the Latest Practicable Date, there are no matters relating to the re-election of Mr. Cheung which the Board considers necessary to be brought to the attention of the shareholders of the Company and/or the Stock Exchange and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules.

**Ms. ZHAO Hongqin (“Ms. Zhao”)**

Ms. Zhao, aged 52, obtained a bachelor degree in accounting from Anhui University in China. Ms. Zhao has over 25 years of experience in financial reporting and investment analysis.

Ms. Zhao has entered into a letter of appointment with the Company for a term of three years with effect from 10 October 2022 and is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. The director’s fee of Ms. Zhao as independent non-executive Director is HK\$120,000 per annum, which shall be paid in twelve monthly instalments of HK\$10,000 each. The director’s fee of Ms. Zhao was determined with reference to her duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date and save as disclosed herein, Ms. Zhao (i) has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules); (iii) does not have any interests in the shares or underlying shares of the Company or any of its associated corporations (within the meaning under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); and (iv) does not hold any other positions in the Company or any member of the Group. Ms. Zhao has further confirmed that she has satisfied the independence criteria to act as an independent non-executive Director as set out under Rule 3.13 of the Listing Rules.

Save as disclosed above and as at the Latest Practicable Date, there are no matters relating to the re-election of Ms. Zhao which the Board considers necessary to be brought to the attention of the shareholders of the Company and/or the Stock Exchange and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules.

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# HOPE LIFE INTERNATIONAL HOLDINGS LIMITED

## 曠逸國際控股有限公司

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

(Stock Code: 1683)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Hope Life International Holdings Limited (“Company”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 31 May 2023 at 11:00 a.m. (or an adjournment thereof) to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

#### ORDINARY BUSINESSES

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (“**Directors**”) and auditors of the Company for the year ended 31 December 2022.
2.
  - (i) To re-elect Mr. LIANG Zhichao as an executive Director.
  - (ii) To re-elect Mr. CHEUNG Ting Bong as an independent non-executive Director.
  - (iii) To re-elect Ms. ZHAO Hongqin as an independent non-executive Director.
3. To authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors.
4. To re-appoint KTC Partners CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.

#### SPECIAL BUSINESSES

As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

5. “**THAT:**
  - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.02 each (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which

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would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the number of issued Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes, options or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares; or
  - (iii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire Shares; or
  - (iv) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company pursuant to the articles of association of the Company (“**Articles of Association**”), from time to time,

shall not exceed 20 per cent of the number of issued Shares as at the date of passing this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of 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 any applicable law or the Articles of Association to be held; and

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- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares of the Company open for a period fixed by the Directors to the holders of Shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (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 relevant jurisdiction).”

6. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the number of issued Shares as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of 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 any applicable law or the Articles of Association to be held; and

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(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT**, subject to the passing of Resolutions Nos. 5 and 6 set out in the notice convening this AGM, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to Resolution No. 5 be and is hereby extended by the addition thereto of an amount representing the number of issued Shares repurchased by the Company under the authority granted pursuant to Resolution No. 6, provided that such amount of Shares shall not exceed 10 per cent of the number of issued Shares as at the date of passing this Resolution.”

By Order of the Board  
**Hope Life International Holdings Limited**  
**LIANG Zhichao**  
*Chairman*

Hong Kong, 28 April 2023

*Notes:*

- (1) A member of the Company entitled to attend and vote at the AGM may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
- (2) Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- (3) The transfer books and register of members of the Company will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023, both days inclusive, to determine the entitlement of shareholders to attend and vote at the AGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.
- (4) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than Monday, 29 May 2023 at 11:00 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (6) As at the date of this notice, the Board of Directors of the Company comprises Mr. LIANG Zhichao and Ms. CHEN Wuyou as executive Directors; and Mr. CHEUNG Ting Pong, Mr. ZHEN Jian and Ms. ZHAO Hongqin as independent non-executive Directors.

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- (7) If tropical cyclone warning signal no. 8 or above “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal is in force at 8:00 a.m. on Wednesday, 31 May 2023, 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.
- (8) Please refer to Appendix II to the circular of the Company, of which this notice forms part, for biographical details of Mr. Liang Zhichao, Mr. Cheung Ting Pong and Ms. Zhao Hongqin.
- (9) In relation to proposed resolution numbered 6 above, please also refer to the explanatory statement, containing the information reasonably necessary to enable shareholders of the Company to make an informed decision as to whether to vote for or against the resolution, as set out in Appendix I to the circular of the Company, of which this notice forms part.
- (10) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (11) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.