
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 Come Sure Group (Holdings) Limited (the “Company”), you should at once hand this circular 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 the transferee.

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COME SURE GROUP (HOLDINGS) LIMITED

錦勝集團（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00794)

**(1) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY-BACK SHARES,
(2) RETIREMENT OF RETIRING DIRECTORS AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the “AGM”) of Come Sure Group (Holdings) Limited to be held on 1 September 2023 (Friday) at 10:00 a.m. at 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong is set out on pages 12 to 17 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of 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 (i.e. 30 August 2023 (Wednesday) at 10:00 a.m.) before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

There will be NO distribution of corporate gift or refreshment at the AGM.

In order to minimise the exposure to airborne diseases including COVID-19 and flu, Shareholders who wish to attend the AGM are encouraged to wear a surgical facial mask.

* for identification purpose only

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held on 1 September 2023 (Friday) at 10:00 a.m. at 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy-back Shares set out as resolution no. 5 in the Notice of the AGM;
“CHONG Family Trust”	an irrevocable discretionary trust set up by Mr. CHONG Kam Chau as settlor and HSBC International Trustee Limited as trustee on 2 February 2009. The beneficiaries of which include Mr. CHONG Kam Chau, Ms. CHAN Po Ting, Mr. CHONG Wa Pan, Mr. CHONG Wa Ching and Mr. CHONG Wa Lam and Mr. CHONG Kam Shing, who is the son of Mr. CHONG Wa Pan. Ms. CHAN Po Ting is the spouse of Mr. CHONG Kam Chau whereas Mr. CHONG Wa Pan, Mr. CHONG Wa Ching and Mr. CHONG Wa Lam are the sons of Mr. CHONG Kam Chau;
“close associates”	has the same meaning described thereto under the Listing Rules;
“Company”	Come Sure Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“Controlling Shareholder(s)”	has the same meaning described thereto under the Listing Rules;
“core connected person”	has the same meaning described thereto under the Listing Rules;
“Director(s)”	the director or directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 4 in the Notice of the AGM;
“Latest Practicable Date”	20 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“Notice of the AGM”	the notice convening the AGM set out on pages 12 to 17 of this circular;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder(s)”	has the same meaning described thereto under the Listing Rules; and
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs.

LETTER FROM THE BOARD



COME SURE GROUP (HOLDINGS) LIMITED

錦勝集團（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00794)

Executive Directors:

Mr. CHONG Kam Chau (*Chairman*)

Mr. CHONG Wa Pan

(Chief Executive Officer and President)

Mr. CHONG Wa Ching

Independent non-executive Directors:

Mr. CHAU On Ta Yuen

Ms. TSUI Pui Man

Mr. LAW Tze Lun

Registered Office:

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman, KY1-1108

Cayman Islands

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

Units 8–10, 8th Floor

Cornell Centre

50 Wing Tai Road

Chai Wan

Hong Kong

28 July 2023

To the Shareholders

Dear Sir or Madam,

**(1) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY-BACK SHARES,
(2) RETIREMENT OF RETIRING DIRECTORS AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

* for identification purpose only

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with: (i) details of the proposed Issue Mandate and the proposed Buy-back Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares which may be bought-back pursuant to the Buy-back Mandate; (ii) an explanatory statement regarding the Buy-back Mandate; (iii) details of the proposed re-election of retiring Directors; and (iv) give you the notice of the AGM.

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors the following general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the proposed resolution at the AGM; and
- (ii) to buy-back Shares not exceeding 10% of the number of issued Shares as at the date of the passing of the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares bought-back by the Company pursuant to the Buy-back Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Buy-back Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 331,084,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Share will be issued and/or bought-back by the Company prior to the AGM, the Company would be allowed to issue a maximum of 66,216,800 Shares under the Issue Mandate and buy-back a maximum of 33,108,400 Shares under the Buy-back Mandate. The Issue Mandate (including the extended Issue Mandate) and the Buy-back Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Buy-back Mandate (as the case may be) up to the earliest of: (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Buy-back Mandate (as the case may be) by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement containing information regarding the Buy-back Mandate is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

RETIREMENT OF DIRECTORS AND PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Each of Mr. CHONG Wa Ching and Ms. TSUI Pui Man will retire from office as Directors by rotation at the AGM. All of them, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee of the Company has reviewed and assessed the background, expertise and experience of the re-electing Directors, having regard to the Board Diversity Policy of the Company taking into consideration different diversity factors such as gender, age, cultural and educational background, skills and professional experience, knowledge, length of service and time devotion. The Nomination Committee recommends the re-electing Directors to stand for re-election.

Recommendation of the Nomination Committee with respect to the independent non-executive Director subject to re-election at the AGM

Ms. TSUI Pui Man was appointed as an independent non-executive director of the Company in 2009 and therefore have served the Company as an independent non-executive director for more than nine years. Pursuant to the code provision set out in paragraph B.2.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders, with papers to shareholders accompanying that resolution should state why the Board or the Nomination Committee believes that the director is still independent and should be re-elected.

In regards to the independence of Ms. TSUI, she does not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies so her independent judgment would not be interfered. Ms. TSUI has provided a written confirmation based on the independence criteria as set out in Rule 3.13 of the Listing Rules and the Nomination Committee is satisfied that Ms. TSUI meets the independence criteria set out in Rule 3.13 of the Listing Rules and is independent. In addition, the Nomination Committee had evaluated her respective performance and was of the view that, notwithstanding Ms. TSUI has served as an independent non-executive Director for more than nine years, she has provided valuable contributions to the Company and has demonstrated her abilities to provide independent, balanced and objective view to the Company's affairs. In view of the above, the Nomination Committee was of the view that the long service of Ms. TSUI would not affect her exercise of independent judgement and was satisfied that Ms. TSUI has the required character, integrity and experience to continue to fulfil the role of an independent non-executive Director, and was satisfied with the independence of Ms. TSUI despite her years of service as an independent non-executive Director having exceeded nine years.

The Nomination Committee is also of the view that Ms. TSUI would bring to the Board her own perspectives, skills and experiences, as further described in her respective biography in the Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Ms. TSUI can contribute to the diversity of the Board, in particular, with her professional legal qualifications across various jurisdictions, as well as her knowledge and experience gained from her provision of legal and advisory services.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Ms. TSUI for re-election as an independent non-executive Director at the AGM.

LETTER FROM THE BOARD

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

RE-APPOINTMENT OF AUDITORS

The Board (which has agreed with the recommendation of the audit committee of the Company) has recommended that, subject to the approval of the Shareholders at the AGM, HLM CPA LIMITED be re-appointed as the auditors of the Company.

AGM

A notice convening the AGM to be held on 1 September 2023 (Friday) at 10:00 a.m. at 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong is set out on pages 12 to 17 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Under Rule 13.39(4) of the Listing Rules, all resolutions set out in the Notice of the AGM will be decided by poll. The chairman of the AGM will demand, pursuant to Article 72(a) of the Articles, that all resolutions set out in the Notice of the AGM be decided by poll.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 28 August 2023 to 1 September 2023, both days inclusive, during which period no transfer of Shares will be effected. 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 Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 25 August 2023.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of 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 but in any event not less than 48 hours (i.e. 30 August 2023 (Wednesday) at 10:00 a.m.) before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the Notice of the AGM at the forthcoming AGM.

Yours faithfully,
By order of the Board
Come Sure Group (Holdings) Limited
CHONG Kam Chau
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the buy-back Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR BUY-BACKS OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy-back their shares on the Stock Exchange subject to certain restrictions as follows:

- (i) the shares proposed to be bought-back by the company are fully-paid up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) its shareholders have given a specific approval or a general mandate to its directors to make the buy-back(s), by way of an ordinary resolution and which has been passed at a general meeting of the company duly convened and held.

2. FUNDING AND IMPACT OF BUY-BACKS

Any buy-back will be made out of funds which are legally available for the purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not buy-back Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As compared with the financial position of the Company as at 31 March 2023 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-backs were to be carried out in full during the proposed buy-back period.

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

3. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to buy-back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 331,084,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and buy-back Shares and on the basis that no further Shares are issued or bought-back between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to buy-back a maximum of 33,108,400 Shares, being 10% of the number of issued Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and the Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the only Controlling Shareholder was Perfect Group Version Limited ("**Perfect Group**"), which owned 233,000,000 Shares (representing approximately 70.37% of the number of issued Shares). In the event that the Buy-back Mandate was exercised in full, the total interests of Perfect Group would be increased to approximately 78.19%. On the basis of the aforesaid increase of shareholding held by Perfect Group, the Directors are not aware of any consequences of such buy-backs of Shares that would result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Buy-back Mandate were exercised in full. Moreover, the Directors do not intend to exercise the power to buy-back Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. If the exercise of the Buy-back Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Buy-back Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Buy-back Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make buy-backs of Shares.

8. SHARE BUY-BACK MADE BY THE COMPANY

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

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Shares prices (per share)	
	Highest HK\$	Lowest HK\$
2022		
July	0.44	0.37
August	0.44	0.38
September	0.44	0.30
October	0.33	0.28
November	0.35	0.26
December	0.28	0.24
2023		
January	0.27	0.24
February	0.26	0.25
March	0.38	0.25
April	0.29	0.29
May	0.29	0.24
June	0.24	0.24
July (till the Latest Practicable Date)	0.24	0.23

Set out below are details of the proposed Directors to be retired and proposed to be re-elected at the AGM.

Mr. CHONG Wa Ching

Mr. CHONG Wa Ching (莊華清先生) (“**Mr. CHONG**”), aged 46, is the second son of Mr. CHONG Kam Chau, the elder brother of Mr. CHONG Wa Lam (a senior management of the Company), the younger brother of Mr. CHONG Wan Pan (an executive Director, the Chief Executive Officer and President of the Company). Mr. CHONG Wa Ching is a director of Century Shiny Investment Limited, Cheer Fame Asia Limited, Come Sure Packing Products (Shenzhen) Company Limited, Sky Achiever Holdings Limited and Wise Luck International (HK) Limited (all of which are subsidiaries of the Company). He joined the Group in August 2000 and is responsible for the strategic planning and control of the procurement and logistic activities of the Group, management of capital market operations, and investors’ relationship. Mr. CHONG Wa Ching holds a Bachelor’s degree in Business (Information Technology) from Swinburne University of Technology in Australia and a Master’s Degree in Business from the University of Newcastle in Australia via distance learning. Mr. CHONG Wa Ching is a member of the Political Consultative Conference of Shanxi Province (山西省政協委員), a committee member of China Federation of Youth Committee (中國僑聯青年委員會委員), the vice-chairman of the Shanxi Federation of Youth Committee (山西省僑聯青年委員會副主席), a youth standing committee of Shanxi Province (山西省青年常委), an executive director of the Shanxi Association of Overseas Liaison (山西省海外聯誼會常務理事).

As at the Latest Practicable Date, Mr. CHONG did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. CHONG is deemed, or taken to be, interested in 233,000,000 Shares (representing approximately 70.37% of the issued share capital of the Company), all of which are held by Perfect Group. The entire issued shares of Perfect Group are held by Jade City Assets Limited, which is in turn held by HSBC International Trustee Limited acting as the trustee of the CHONG Family Trust. As he is one of the beneficiaries of the CHONG Family Trust, he is deemed, or taken to be, interested in all the interest in the Shares which are beneficially owned by Perfect Group for the purposes of the SFO. Save as disclosed above, Mr. CHONG does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, he does not have any relationship with other Directors, senior management, Substantial Shareholders or Controlling Shareholders of the Company.

Mr. CHONG has entered into a director's service agreement with the Company for a term of two years commencing on 26 February 2023, which may be terminated by either party giving to the other party not less than three month's prior written notice, and is entitled to receive a basic annual salary of HK\$1,260,000 and housing allowance which amounts to HK\$540,000 per year which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. CHONG is also entitled to a discretionary year end bonus subject to the determination of the Board.

Save as disclosed above, there are no other matters relating to the re-election of Mr. CHONG that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. TSUI Pui Man

Ms. TSUI Pui Man (徐珮文女士) ("Ms. TSUI"), aged 66, was appointed as an independent non-executive Director on 5 February 2009. She is a practising lawyer in Hong Kong. Ms. TSUI holds a Bachelor's degree in Arts and a Bachelor's degree in Law from the University of Hong Kong. Ms. TSUI is a qualified solicitor in Hong Kong (admitted in 1988), England and Wales, Australia and Singapore. She is also a Notary Public and a China-Appointed Attesting Officer. Ms. TSUI was a member of Disciplinary Panel of Hong Kong Certified Public Accountants.

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

As at the Latest Practicable Date, Ms. TSUI does not have any interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. TSUI does not have any relationship with other Directors, senior management, Substantial Shareholders or Controlling Shareholders of the Company.

Ms. TSUI has entered into a director's service agreement with the Company for a term of one year commencing on 26 February 2023, which may be terminated by either party giving to the other party not less than one month's prior written notice and is entitled to receive a basic annual fee of HK\$132,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, her duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the re-election of Ms. TSUI that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



COME SURE GROUP (HOLDINGS) LIMITED

錦勝集團（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00794)

NOTICE IS HEREBY GIVEN that an annual general meeting of Come Sure Group (Holdings) Limited (the “**Company**”) will be held on 1 September 2023 (Friday) at 10:00 a.m. at 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong (and at any adjournment thereof) (the “**Meeting**”) for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2023.
2. To re-appoint HLM CPA LIMITED as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3.
 - (a) To re-elect Mr. CHONG Wa Ching as an executive director of the Company.
 - (b) To re-elect Ms. TSUI Pui Man as an independent non-executive director of the Company.
 - (c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. “**THAT:**
 - (A) subject to paragraphs (C) and (D) of this resolution below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company), the making or granting of which would or might require the exercise of such powers by the Directors (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;

- (C) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company 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 its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company before the date of the passing of this resolution or any securities which are issued before the date of the passing of this resolution and convertible into shares of the Company, shall not exceed 20% of the number of issued Shares at the time of passing this resolution, and the said approval shall be limited accordingly;

- (D) the Company may not issue securities convertible into shares for cash consideration unless the initial conversion price is not lower than the benchmarked price (as defined below) of the shares at the time of the placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company; or (ii) any securities convertible into new shares of the Company, for cash consideration;

NOTICE OF ANNUAL GENERAL MEETING

(E) for the purposes of this resolution:

“**benchmarked price**” means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

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

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (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 holders of shares on the register of members 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to buy-back such shares are subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or any other stock exchange as amend from time to time, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company which is authorised to be bought-back by the Directors pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of resolutions No. 4 and No. 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution No. 4 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the number of issued Shares bought-back by the Company under the authority granted pursuant to resolution No. 5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the number of issued Shares as at the date of passing this resolution.”

By order of the Board
Come Sure Group (Holdings) Limited
CHONG Kam Chau
Chairman

Hong Kong, 28 July 2023

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the Meeting.
4. To be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of 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 (i.e. 30 August 2023 (Wednesday) at 10:00 a.m.) before the time appointed for holding the Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
6. Where there are joint registered holders of any shares, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the Ordinary Resolution No. 5 as set out in this notice is enclosed in Appendix I to the Company's circular dated 28 July 2023 (the "Circular").

9. For the purposes of determining shareholders' eligibility to attend and vote at the Meeting, the transfer books and register of members of the Company will be closed. Details of such closures are as follows:

Latest time to lodge transfer documents for registration	4:30 p.m. on 25 August 2023 (Friday)
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Closure of register of members	28 August 2023 (Monday) to 1 September 2023 (Friday), both days inclusive
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Record date	1 September 2023 (Friday)
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During such closure periods, no share transfers will be effected. To be eligible to attend and vote at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of 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 the aforesaid latest time to lodge transfer documents for registration.

10. With regard to resolution no. 3 above, Mr. CHONG Wa Ching is proposed to be re-elected as an executive Director and Ms. TSUI Pui Man is proposed to be re-elected as an independent non-executive Director at the Meeting. The biographical details and interests in the securities of the Company (if any) of Mr. CHONG Wa Ching and Ms. TSUI Pui Man are set out in Appendix II to the Circular.

11. A form of proxy for use at the Meeting is enclosed.

12. As at the date of this notice, the Board comprises three executive Directors, namely Mr. CHONG Kam Chau, Mr. CHONG Wa Pan and Mr. CHONG Wa Ching; and three independent non-executive Directors, namely Mr. CHAU On Ta Yuen, Ms. TSUI Pui Man and Mr. LAW Tze Lun.

13. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 7:00 a.m. on the date of the Meeting, 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.