

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 **Max Sight Group Holdings Limited**, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of The Stock Exchange of Hong Kong Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Max Sight Photo
名仕快相
Max Sight Group Holdings Limited
名仕快相集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8483)

- (1) RE-ELECTION OF RETIRING DIRECTORS;**
(2) PROPOSAL FOR DECLARATION AND PAYMENT OF SPECIAL
DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT;
(3) SHARE PREMIUM REDUCTION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING
-

A notice convening the annual general meeting of Max Sight Group Holdings Limited to be held at The Hong Kong General Chamber of Commerce, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 14 June 2024 at 2:30 p.m. is set out on pages 11 to 13 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it 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 but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 2:30 p.m. on Wednesday, 12 June 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of publication and on the website of the Company at www.maxsightgroup.com.

No refreshment or beverages, and corporate gifts or gift coupons will be provided at the annual general meeting.

28 March 2024

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at The Hong Kong General Chamber of Commerce, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 14 June 2024 at 2:30 p.m., or any adjournment thereof and notice of which is set out on pages 11 to 13 of this circular
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands, as amended or supplemented from time to time
“Company”	Max Sight Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on GEM of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, 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”	22 March 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	28 February 2018, being the date on which the Shares are listed on GEM of the Stock Exchange
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented and otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company

DEFINITIONS

“Share Premium Reduction”	the proposed reduction of an amount of approximately HK\$50,083,000 or HK\$45,583,000 (after deduction of the amount of proposed Special Dividend assuming the proposed resolution for the Special Dividend is duly passed at the Annual General Meeting) standing to the credit of the Share Premium Account as at 31 December 2023
“Shareholder(s)”	the holder(s) of the Share(s)
“Special Dividend”	the proposed special dividend of HK\$0.005625 per Share as recommended by the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent

LETTER FROM THE BOARD

Max Sight Photo
名仕快相
Max Sight Group Holdings Limited
名仕快相集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8483)

Executive Directors:

Mr. Chan Wing Chai, Jamson (*Chairman*)
Mr. Chan Tien Kay, Timmy (*Chief Executive Officer*)
Dr. Chan Wing Lok, Brian

Registered office:

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

Non-executive Director:

Mr. Riccardo Costi

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

14th Floor, McDonald's Building
48 Yee Wo Street
Causeway Bay
Hong Kong

Independent Non-executive Directors:

Mr. Ngai James
Mr. Hui Chi Kwan
Mr. Kwok Tsun Wa

28 March 2024

To the Shareholders

Dear Sir or Madam,

(1) RE-ELECTION OF RETIRING DIRECTORS;
**(2) PROPOSAL FOR DECLARATION AND PAYMENT OF SPECIAL
DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT;**
(3) SHARE PREMIUM REDUCTION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the proposal to be put forward at the Annual General Meeting: (i) the re-election of the retiring Directors; (ii) proposal for declaration and payment of special dividend out of the share premium account; and (iii) share premium reduction.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84 of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and will be eligible for re-election and re-

LETTER FROM THE BOARD

appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. In accordance with article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and any Director appointed as an addition to the Board shall hold office until the next following annual general meeting of the Company after his appointment, and each of them shall then be eligible for re-election.

Accordingly, Mr. Chan Wing Chai, Jamson, Mr. Ngai James and Mr. Hui Chi Kwan (the “Retiring Directors”) will hold office as the Directors until the Annual General Meeting and are subject to re-election. Details of the above Retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

NOMINATION POLICY

To ensure a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group among members of the Board, the nomination of Directors for appointment or re-appointment at the Annual General Meeting were made by the nomination committee in accordance with the nomination policy adopted by the Company and the selection criteria as set out in the diversity policy of the Company (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service).

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee had nominated the Retiring Directors to the Board for the Board to make recommendation to the Shareholders for re-election at the Annual General Meeting, having reviewed the composition of the Board and having regard to the Retiring Directors’ professional experience, skills, knowledge and/or length of service, their commitment to their respective roles and functions, and their respective contributions brought and continued to be brought to the Group.

On the re-appointment of Mr. Ngai James and Mr. Hui Chi Kwan as independent non-executive Directors, the nomination committee considered, and the Board shared the same views, that at all times during the period of directorship with the Company, Mr. Ngai James and Mr. Hui Chi Kwan have properly discharged their duties and responsibilities as independent non-executive Directors and have made positive contribution to the development to the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group. In addition, the Company received a confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules from each of Mr. Ngai James and Mr. Hui Chi Kwan. In this regard, the Board is satisfied that Mr. Ngai James and Mr. Hui Chi Kwan are the person of integrity and stature and believes that their re-election and continued appointment will allow the Board as well as the Company to continuously benefit from the sharing of his invaluable experience, contribution and participation. Therefore, the Board recommended the re-election of Mr. Ngai James and Mr. Hui Chi Kwan as independent non-executive Directors at the Annual General Meeting. Mr. Chan Wing Chai, Jamson and Mr. Ngai James being the members of the nomination committee, abstained from voting at the meeting of the nomination committee when his own nomination was being considered.

LETTER FROM THE BOARD

PROPOSAL FOR DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As announced by the Company in its announcement dated on Friday, 22 March 2024 regarding the annual results of the Group for the year ended 31 December 2023, the Board recommended the payment of the Special Dividend of HK\$0.005625 per Share, subject to the approval of Shareholders at the Annual General Meeting by way of an ordinary resolution. The Special Dividend is intended to be paid entirely, totally HK\$4,500,000, out of the Share Premium Account pursuant to the Articles of Association and in accordance with the Cayman Companies Act.

As at 31 December 2023, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account amounted to approximately HK\$50,083,000. The Board proposed to use an amount of approximately HK\$4,500,000 standing to the credit of the Share Premium Account for the payment of the Special Dividend. Following the payment of the Special Dividend on the basis of 800,000,000 Shares in issue as at the Latest Practicable Date, there will be a remaining balance of approximately HK\$45,583,000 standing to the credit of the Share Premium Account.

Conditions of the payment of the Special Dividend out of the Share Premium Account

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the Special Dividend out of the Share Premium Account pursuant to the articles of association of the Company; and
- (ii) the Directors being satisfied that immediately following the date of Special Dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.

Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash on or about Friday, 5 July 2024 to the qualifying Shareholders whose names appear on the register of members of the Company on Monday, 24 June 2024.

Reasons for payment of the Special Dividend out of the Share Premium Account

The Board considers it unnecessary to maintain the Share Premium Account at its current level. In recognition of the Shareholders' support, the Directors consider that the declaration and payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

Save for the immaterial expenses incurred as a result of the payment of the Special Dividend, the Board believes that the payment of the Special Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of

LETTER FROM THE BOARD

the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

SHARE PREMIUM REDUCTION

Reference is made to the announcement of the Company dated 22 March 2024. The Board intends to seek the approval from the Shareholders at the Annual General Meeting to reduce the Share Premium Account. The amount standing to the credit of the Share Premium Account as at 31 December 2023 was approximately HK\$50,083,000. It is proposed that (i) full amount of approximately HK\$50,083,000 or HK\$45,583,000 (after deduction of the amount of proposed Special Dividend assuming the proposed resolution for the Special Dividend is duly passed at the Annual General Meeting) standing to the credit of the Share Premium Account be reduced and cancelled and that amount of the credit arising from the Share Premium Reduction be applied to offset the entire amount of the accumulated losses of the Company as at 31 December 2023; and (ii) the remaining balance of the credit arising from the Share Premium Reduction after offsetting the accumulated losses of the Company as at 31 December 2023 be transferred to the distributable reserve account of the Company (the “**Distributable Reserve Account**”).

Reasons for the Share Premium Reduction

As at 31 December 2023, the Company recorded accumulated losses of approximately HK\$23,406,000. The Board is of the view that the Share Premium Reduction will allow the Company to eliminate its accumulated losses, thus enabling the Shareholders and investors of the Company to have a better appreciation of the financial position of the Company and its current businesses. Furthermore, this would also give the Company the flexibility to declare dividends to the Shareholders at the earliest opportunity in the future when the Board considers appropriate. The Board believes that the Share Premium Reduction is in the best interests of the Company and the Shareholders as a whole. Except the Special Dividend disclosed in this Circular, the Company does not have any present intention to declare any dividends to the Shareholders despite the Share Premium Reduction.

Effect of the Share Premium Reduction

The implementation of the Share Premium Reduction does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares. Save for the expenses incurred by the Company in relation to the Share Premium Reduction, the implementation of the Share Premium Reduction will not, in itself, have any material adverse effect on the underlying assets, liabilities, business operations, management or financial position of the Company or the interests of the Shareholders as a whole.

Conditions of the Share Premium Reduction

The Share Premium Reduction is conditional upon:

- (i.) the passing of an ordinary resolution by the Shareholders to approve the Share Premium Reduction at the Annual General Meeting; and

LETTER FROM THE BOARD

- (ii.) the Board being satisfied that on the date of the Annual General Meeting and on the effective date of the Share Premium Reduction, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Share Premium Reduction shall become effective on the second business day after the passing of this resolution.

As none of the Shareholders is interested in the Share Premium Reduction, no Shareholder is required to abstain from voting on the resolution relating to the Share Premium Reduction.

Shareholders and potential investors of the Company should note that the Share Premium Reduction is conditional upon satisfaction of the conditions set out in this Circular and may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

RESPONSIBILITY STATEMENT

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

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the Annual General Meeting, 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 not later than 4:30 p.m. on Friday, 7 June 2024.

For the purpose of determining Shareholders' entitlement to receive the Special Dividend, the register of members of the Company will be closed from Friday, 21 June 2024 to Monday, 24 June 2024 (both days inclusive), during which period no transfers of Shares will be registered. In order to qualify for receiving the Special Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 20 June 2024.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 11 to 13 of this circular is the notice of the Annual General Meeting at which, inter alia, all resolutions will be proposed to Shareholders to consider and approve via the voting by poll.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it 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, not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 2:30 p.m. on Wednesday, 12 June 2024) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, 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. Accordingly, each of the resolutions set out in the notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of the Retiring Directors, the proposed declaration and payment of the Special Dividend out of the Share Premium Account and the proposed Share Premium Reduction are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LANGUAGE

If there is any inconsistency between the English version of this circular and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully
By order of the Board
Max Sight Group Holdings Limited
Chan Wing Chai, Jamson
Chairman and Executive Director

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and other major appointments and professional qualification. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company (as defined in the GEM Listing Rules).

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

EXECUTIVE DIRECTOR

Mr. Chan Wing Chai, Jamson (陳永濟), aged 77, was appointed as an executive Director with effect from 26 January 2017, Mr. Chan also serves as chairman of the Board and the chairman of nomination committee of the Board. Mr. Chan is primarily responsible for devising strategies for the continuous development of the Group, overseeing the Group's business operations and financial performance, as well as leading the Board in performing its functions. Since March 1989, Mr. Chan served as a director of Max Sight Limited, the first member of the Group. He has also been serving as a director of most of our subsidiaries. He has 33 years of experience in the field of automatic photo booth operations. He obtained a diploma in management for executive development from the Chinese University of Hong Kong in September 1985. Mr. Chan is a director of Causeway Treasure Holding Limited (“**Causeway Treasure**”), the controlling shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong (the “**SFO**”). Mr. Chan is the spouse of Ms. Au-Yeung Ying Ho and the father of Mr. Chan Tien Kay, Timmy and Mr. Chan Ernie Shiu Kay. Mr. Chan is also a cousin of Dr. Chan Wing Lok, Brian, an executive Director.

Mr. Chan has entered into a service contract with the Company for a term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Chan and the Company by three months' notice in writing. On 19 March 2021 and 22 March 2024, Mr. Chan has entered into supplement agreements for renewing fixed terms of three years commencing from 1 April 2021 and 1 April 2024 and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Chan and the Company by three months' notice in writing. In the contracts dated on 19 March 2021 and 22 March 2024, he is entitled to receive emoluments of HK\$200,000 and HK\$390,000 and salaries of HK\$960,000 and HK\$960,000 per annum, reasonable expenses (including but not limited to expenses for entertainment and travelling) properly incurred,

subject to an annual cap of HK\$200,000 and a discretionary bonus as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, salaries paid by comparable companies and performance of the Group.

As at the Latest Practicable Date, Mr. Chan had an interest of 427,600,560 Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ngai James (倪雅各), aged 60, joined the Group in February 2018. Mr. Ngai is an independent non-executive Director, the chairman of the audit committee and the remuneration committee of the Board and a member of nomination committee of the Board. Mr. Ngai graduated from University of Toronto with a Bachelor's degree in Economics. Mr. Ngai is a Certified Public Accountant (Practising) in Hong Kong, a member of Hong Kong Institute of Certified Public Accountants and American Institute of Certified Public Accountants. Mr. Ngai is also a fellow member of The Taxation Institute of Hong Kong. Mr. Ngai has over 30 years of experience in accounting, auditing and taxation matters and is a managing director of Russell Bedford James Ngai CPA Limited.

Mr. Ngai is also a non-executive director and a chairman of the board of directors of Le Saunda Holdings Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 0738).

Mr. Ngai has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Ngai and the Company by one month's notice in writing. He is entitled to receive emoluments of HK\$180,000 per annum.

As at the Latest Practicable Date, Mr. Ngai has no interest in the shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Hui Chi Kwan (許次鈞), aged 74, was appointed as an independent non-executive Director on 8 February 2018. Mr. Hui also serves as a member of audit committee of the Board and remuneration committee of the Board. Mr. Hui graduated from The University of Hong Kong with a Bachelor's degree in Laws in November 1980 and has been a solicitor practising in Hong Kong since March 1983. Mr. Hui was a partner of Tony Kan & Co., a law firm in Hong Kong, from 1987 to 2007. He retired from the partnership in 2007 and remained as a consultant of the firm. Mr. Hui has been an independent non-executive director of Le Saunda Holdings Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 0738).

Mr. Hui has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Hui and the Company by one month's notice in writing. He is entitled to receive emoluments of HK\$120,000 per annum.

As at the Latest Practicable Date, Mr. Hui has no interest in the shares which are required to be disclosed pursuant to Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING

Max Sight Photo
名仕快相
Max Sight Group Holdings Limited
名仕快相集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8483)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Max Sight Group Holdings Limited (the “**Company**”) will be held at The Hong Kong General Chamber of Commerce, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 14 June 2024 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2023 and the reports of the directors of the Company (the “**Director(s)**”) and auditors thereon;
2. To re-elect the following retiring Directors:
 - (A) Mr. Chan Wing Chai, Jamson as an executive Director;
 - (B) Mr. Ngai James as an independent non-executive Director; and
 - (C) Mr. Hui Chi Kwan as an independent non-executive Director.
3. To authorise the board of Directors to fix the remuneration of the respective Directors;
4. To re-appoint RSM Hong Kong as auditors of the Company and to authorise the board of Directors to fix their remuneration for the year ending 31 December 2024;
5. “**THAT:**
 - (a) the declaration and payment of a special dividend of HK\$0.005625 per ordinary share out of the share premium account of the Company (the “**Special Dividend**”) to the shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of Directors for determining the entitlements to the Special Dividend be and is hereby approved; and
 - (b) the Directors be and are hereby authorised to take such action, do such things and execute such further documents as the Directors may at their absolute discretion consider necessary or desirable for the purpose of or in connection with the payment of the Special Dividend.” and

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** with effect on the second business day after the passing of this resolution (the “**Effective Date**”):
- (a) the reduction of share premium from HK\$50,083,000 or HK\$45,583,000 (after the deduction of the proposed resolution for the Special Dividend is duly passed at the Annual General Meeting) be reduced in its entirety on the Effective Date be approved and confirmed and that the credit arising therefrom be applied to offset the entire amount of the accumulated losses of the Company as at 31 December 2023 and the remaining balance of the credit arising from the share premium reduction after the offset of such accumulated losses be transferred to the distributable reserve account of the Company (the “**Distributable Reserve Account**”);
 - (b) the Directors be and are authorised to apply the entire amount standing to the credit of the Distributable Reserve Account in such manner as they consider appropriate from time to time, including but not limited to the payment of dividends without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified; and
 - (c) any Directors be and are hereby authorised generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing.”

By order of the Board
Max Sight Group Holdings Limited
Chan Wing Chai, Jamson
Chairman and Executive Director

Hong Kong, 28 March 2024

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:

14th Floor, McDonald’s Building
48 Yee Wo Street
Causeway Bay
Hong Kong

Notes:

- (i) Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

- (ii) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar and transfer office, 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 Annual General Meeting (i.e. before 2:30 p.m. on Wednesday, 12 June 2024) or any adjournment thereof. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- (iii) The register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 both days inclusive, in order to determine the eligibility of shareholders to attend the Annual General Meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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 later than 4:30 p.m. on Friday, 7 June 2024.
- (iv) With reference to ordinary resolution numbered 2 above, Mr. Chan Wing Chai, Jamson, Mr. Ngai James and Mr. Hui Chi Kwan shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated 28 March 2024.
- (v) Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof: in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (vi) If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by a super typhoon or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the Annual General Meeting, the Annual General Meeting will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the website of the Company at www.maxsightgroup.com and the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the adjourned meeting.

The Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.