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

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**If you are in doubt** as to any aspect about this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in SUPERACTIVE GROUP COMPANY LIMITED, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the licensed securities dealer, or to the bank or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **SUPERACTIVE GROUP COMPANY LIMITED**

**先機企業集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0176)**

### **(1) PROPOSALS FOR GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, (2) RE-ELECTION OF RETIRING DIRECTORS, (3) RE-APPOINTMENT OF AUDITORS, AND (4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) of Superactive Group Company Limited to be held at the Meeting Room of Room 1510, 15/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 17 June 2024 at 4:00 p.m. is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

8 May 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company is to be convened and held at the Meeting Room of Room 1510, 15/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 17 June 2024 at 4:00 p.m. (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice;
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 20 of this circular;
“Audit and Risk Committee”	the audit and risk committee of the Company;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company as amended, supplemented or otherwise modified from time to time and “Bye-law” shall mean a provision of the Bye-Laws;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Superactive Group Company Limited (先機企業集團有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0176);
“Company Act”	the Company Act 1981 of Bermuda, as amended from time to time;
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“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 PRC;

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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 all the powers of the Company to allot, issue and otherwise deal with Shares up to 20% of the issued new share capital of the Company as at the date of AGM as set out in the resolution no. 5 of the AGM Notice;
“Latest Practicable Date”	30 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Nominating and Corporate Governance Committee”	the nominating and corporate governance committee of the Company;
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for this circular;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of AGM, as set out in resolution no. 6 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers; and
“%”	per cent.

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## LETTER FROM THE BOARD

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### SUPERACTIVE GROUP COMPANY LIMITED

### 先機企業集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0176)**

*Executive Directors:*

Ms Yeung So Lai

Mr Lee Chi Shing Caesar

*Independent non-executive Directors:*

Mr Chow Wai Leung William

Mr Leung Man Man

Mr Tse Ting Kwan

*Register office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place  
of business:*

Room 1510, 15/F., West Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan, Hong Kong

8 May 2024

*To the Shareholders,*

Dear Sir or Madam,

**(1) PROPOSALS FOR GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) RE-APPOINTMENT OF AUDITORS, AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to (i) provide you with details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) furnish you with details of re-appointment of auditors; and (v) provide you with the AGM Notice.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by ordinary resolutions at the annual general meeting held on 1 June 2023. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the issued Shares at the date of passing of the relevant resolution.

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

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or the laws of Bermuda or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the existing general mandate has not been utilised and the issued share capital of the Company comprised 2,032,571,385 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 406,514,277 new Shares under the Issue Mandate, representing 20% of the total number of the issued Shares as at the date of the AGM.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by ordinary resolutions at the annual general meeting held on 1 June 2023. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the issued Shares as at the date of passing of the relevant resolution. The Repurchase Mandate will allow the Company to make repurchases only during the Relevant Period.

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## **LETTER FROM THE BOARD**

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As at the Latest Practicable Date, the issued share capital of the Company comprised 2,032,571,385 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 203,257,138 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares as at the date of the AGM.

### **EXTENSION OF ISSUE MANDATE**

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by a number of shares representing the aggregate nominal value of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Repurchase Mandate.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

### **RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the Board consists of five Directors, namely, Ms Yeung So Lai, Mr Lee Chi Shing Caesar, Mr Chow Wai Leung Willaim, Mr Leung Man Man and Mr Tse Ting Kwan.

In accordance with Bye-law 84(1) of the Bye-Laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

Further, according to Bye-law 83(2) of the Bye-Laws, any Director appointed by the Board shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election. In accordance with Bye-laws 84(2), the Directors appointed under Bye-law 83(2) of the Bye-Laws shall not be taken into account in determining who is to retire by rotation at an annual general meeting.

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## LETTER FROM THE BOARD

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At the AGM, Mr Lee Chi Shing Caesar (“**Mr Lee**”) and Mr Leung Man Man (“**Mr Leung**”) will retire and, being eligible, will offer themselves for re-election.

The Nominating and Corporate Governance Committee reviewed the independence of Mr Leung, and Mr Leung also submitted annual confirmation to the Company on his fulfilment of the independence guidelines set out in Rule 3.13 of the Listing Rules. After due consideration, the Board confirmed that Mr Leung continues to be considered independent and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Mr Leung had abstained from deliberation and decision in respect of the assessment of his independence.

The Company has in place a nomination policy which sets out, inter alia, the selection criteria (the “**Criteria**”) and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. The re-appointment of each of Mr. Lee and Mr. Leung was recommended by the Nominating and Corporate Governance Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meetings, the level of participation and performance on the Board, and whether they continue to satisfy the Criteria.

Biographical details of the retiring Directors are set out in Appendix II to this circular. In consideration of the background, specific knowledge and experience of Mr Lee and Mr Leung, the Board believes that they could bring invaluable insight. Their in-depth knowledge, extensive experience and expertise continue to provide invaluable contributions and diversity to the Board.

### **RE-APPOINTMENT OF AUDITORS**

Confucius International CPA Limited will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the Audit and Risk Committee, the Board proposed to re-appoint Confucius International CPA Limited as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.



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## **LETTER FROM THE BOARD**

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### **CLOSURE OF REGISTER OF MEMBERS**

The forthcoming AGM is scheduled to be held on Monday, 17 June 2024. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024, 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, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 11 June 2024.

### **AGM AND PROXY ARRANGEMENT**

The notice convening the AGM to be held at the Meeting Room, Unit 1510, 15/F., West Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 17 June 2024, at 4:00 p.m. is set out on pages 16 to 20 of this circular. 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 and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries 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 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the AGM will be voted by way of a poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors, and the re-appointment of auditors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

### 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 Director, having made all reasonable enquiries, confirms 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 in the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board  
**Yeung So Lai**  
*Chairman*

*This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate pursuant to Rule 10.06 of the Listing Rules.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,032,571,385 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 203,257,138 Shares during the Relevant Period.

### **2. SOURCE OF FUNDS**

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the Listing Rules and the applicable laws and regulations of Bermuda. The Company will not purchase the Shares 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.

### **3. REASONS FOR REPURCHASES**

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions 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 the repurchase of Shares will benefit the Company and Shareholders as a whole.

**4. SHARE PRICE**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date were as follows:–

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2023</b>		
April	0.028	0.025
May	0.025	0.020
June	0.032	0.021
July	0.033	0.024
August	0.028	0.016
September	0.021	0.015
October	0.019	0.013
November	0.018	0.012
December	0.028	0.014
<b>2024</b>		
January	0.028	0.017
February	0.024	0.016
March	0.020	0.015
April (up to the Latest Practicable Date)	0.015	0.015

**5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the Bye-Laws and the applicable laws of Bermuda.

**6. EFFECT ON THE TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 2,032,571,385 to 1,829,314,247.

As at the Latest Practicable Date, Super Fame Holdings Limited held 1,152,731,997 Shares, representing approximately 56.71% of the issued share capital of the Company.

The decrease of issued Shares resulting from the full exercise of the Repurchase Mandate will cause the percentage shareholding of Super Fame Holdings Limited to increase to approximately 63.01%. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeovers Code.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float falling below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

**7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON**

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates (as defined under the Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no Core Connected Person (as defined in the Listing Rules) of the Company (i) has notified the Company that he/she/it has a present intention to sell any Shares; and (ii) has undertaken to the Company that he/she/it will not sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

**8. MATERIAL ADVERSE CHANGE**

As compared with the financial position of the Company as at 31 December 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 repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase 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.

**9. REPURCHASE OF SHARES**

The Company had not purchased any of the Shares (whether on the Main Board or otherwise) in the six months immediately preceding the Latest Practicable Date.

*The following are particulars of the Directors proposed to be re-elected at the AGM:*

**RE-ELECTION OF DIRECTORS****EXECUTIVE DIRECTOR**

**Mr Lee Chi Shing Caesar (“Mr Lee”)**, aged 60, joined the Company on 25 January 2017 as an executive Director and acted as the Deputy Chairman of the Company on 8 February 2017. Mr Lee has been appointed as director of various subsidiaries of the Company.

Mr Lee obtained a Professional Diploma in Accountancy from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in 1985 and a Bachelor of Arts in Business Studies from the City University of Hong Kong (formerly known as the City Polytechnic of Hong Kong) in 1994. Mr Lee had worked in the Inland Revenue Department for over 15 years after his graduation. In 2000, Mr Lee joined Ernst and Young, an international accounting firm, as a senior manager. Mr Lee later obtained a Master’s degree in International Accountancy from the City University of Hong Kong in 2001. Mr Lee was the executive director of Newtree Group Holdings Limited (stock code: 1323) and Crown International Corporation Limited (“Crown International”) (stock code: 0727), both companies are listed on the Main Board of the Stock Exchange from 4 October 2011 to 31 January 2020 and from 23 August 2022 to 1 October 2022, respectively. Mr Lee has been appointed as company secretary of Crown International on 1 January 2023. Mr Lee is experienced in corporate management and internal control. Mr Lee is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. In addition, Mr Lee is a member of the Society of Registered Financial Planners.

Mr Lee has entered into a letter of appointment with the Company for a term of three years subject to rotation, removal, vacation or termination of such office set out in the Bye-Laws, the Company Acts, the Listing Rules and any other applicable laws on 1 June 2022. Payment of bonus is determined with reference to the Company’s business performance, profitability and market conditions. Other benefits include a contribution to statutory pension plans and other fringe benefits according to the policy of the Company. Mr Lee is entitled to an annual remuneration of HK\$5,400,000. However, Mr Lee has waived his full remuneration for the year 2023 and the total amount of remuneration actually paid to Mr Lee for the year ended 31 December 2023 was nil. The remuneration package of Mr Lee has been approved by the Board and the Remuneration Committee. The service contract of Mr Lee, if elected, will be renewed with effect from the conclusion of the AGM for a term of approximately 3 years expiring at the conclusion of the Company’s annual general meeting to be held in 2027.

As at the Latest Practicable Date, Mr Lee is a director of Super Fame Holdings Limited, a substantial shareholder of the Company holding 1,152,731,997 Shares, which are owned 45% interest by him and 55% by Ms Yeung So Lai, an executive Director. Other than disclosed above, Mr Lee does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, in relation to the re-election of Mr Lee as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr Leung Man Man** (“**Mr Leung**”), aged 56, Mr Leung joined the Company on 17 April 2019 as an independent non-executive Director, a member of each of the Audit and Risk Committee, Nominating and Corporate Governance Committee, and Remuneration Committee. Mr Leung has been re-designated as the chairman of the Remuneration Committee on 1 June 2022.

Mr Leung is currently a practising solicitor in Hong Kong and China-Appointed Attesting Officer. Mr. Leung obtained a Bachelor of Laws from the University of Wolverhampton, the United Kingdom and passed the Solicitors’ Final Examination pursuant to the Training Regulations, 1989 in England and Wales. He was admitted as a solicitor of the High Court in 1997. He is now a partner of Messrs. K M Lai & Li, Solicitors.

Mr Leung has entered into a letter of appointment with the Company for a term of three years subject to rotation, removal, vacation or termination of such office set out in the Bye-Laws, the Company Acts, the Listing Rules and any other applicable laws on 2 June 2021. Payment of bonus is determined with reference to the Company’s business performance, profitability and market conditions. Other benefits include a contribution to statutory pension plans and other fringe benefits according to the policy of the Company. For the year ended 31 December 2023, the total remuneration paid to Mr Leung amounted to approximately HK\$180,000. The remuneration package of Mr Leung has been approved by the Board and the Remuneration Committee. The service contract of Mr Leung, if elected, will be renewed with effect from the conclusion of the AGM for a term of approximately 3 years expiring at the conclusion of the Company’s annual general meeting to be held in 2027.



Save as disclosed above, as at the Latest Practicable Date, Mr Leung does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV to the SFO.

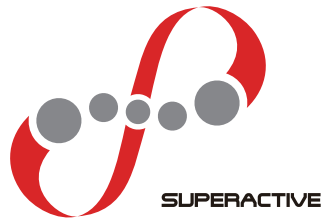
Save as disclosed above, Mr Leung does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and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

Save as disclosed above, the Company considers that in relation to the re-election of Mr Leung as an independent non-executive Director, there is no information to be disclosed pursuant to paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SUPERACTIVE GROUP COMPANY LIMITED

### 先機企業集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0176)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of shareholders (the “AGM”) Superactive Group Company Limited (the “**Company**”) will be held at the Meeting Room of Unit 1510, 15/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 17 June 2024, at 4:00 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the report of directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2023;
2. (a) To re-elect Mr Lee Chi Shing Caesar as an executive Director; and  
(b) To re-elect Mr Leung Man Man as an independent non-executive Director;
3. To authorise the board of Directors to fix the remuneration of the Directors;
4. To re-appoint Confucius International CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “THAT

- (a) Subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the “**Shares**”) of HK\$0.10 each in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any 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 and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the bye-laws of the Company (the “**Bye-Laws**”) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of the issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting;

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

6. “**THAT**

- (a) subject to paragraph (c) 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 in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is 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 to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended 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 repurchase its shares at a price determined by the Directors;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time of the passing of 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 passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company; or
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
    - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”
7. “**THAT** conditional upon the passing of resolutions 5 and 6 as set out in this notice convening the AGM of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 5 as set out in this notice convening the AGM of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to resolution 6 as set out in this notice convening the AGM of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution.”

By order of the Board  
**Yeung So Lai**  
*Chairman*

Hong Kong, 8 May 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies 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 AGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), 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 above meeting 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 share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries 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 AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution 2, Mr Lee Chi Shing Caesar and Mr Leung Man Man will retire from office at the AGM in accordance with the Bye-Laws and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution 6 above is set out in Appendix I to this circular.
8. The transfer books and the register of members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024, both days inclusive. During such a period, no share transfers will be effected. In order to qualify for attending the AGM, all duly completed share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 11 June 2024.
9. A form of proxy for use by shareholders at the AGM is enclosed.

*In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.*

*As at the date of this notice, the executive Directors are Ms. Yeung So Lai and Mr. Lee Chi Shing Caesar; and the independent non-executive Directors are Mr Chow Wai Leung William, Mr. Leung Man Man and Mr. Tse Ting Kwan.*