

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 licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Winfull Group Holdings Limited (the “Company”), 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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WINFULL GROUP HOLDINGS LIMITED

宏輝集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 183)

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF EGM**

A notice convening an extraordinary general meeting of the Company to be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 30 April 2021 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed.

Whether or not you intend to attend and vote at the extraordinary general meeting, you are requested to complete and return the enclosed form of proxy to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed (i.e. Wednesday, 28 April 2021 at 3:00 p.m.) for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE EGM

Considering the outbreak of the COVID-19, certain measures will be implemented at the EGM with a view to addressing the risk to attendees of infection, including, without limitation:

- all attendees being required to (a) undergo body temperature screening; and (b) wear surgical masks prior to admission to the EGM venue;
- attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the EGM venue;
- all attendees being required to wear surgical masks throughout the EGM;
- appropriate seating arrangement; and
- no distribution of corporate gift or refreshment.

The Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. Furthermore, the Company would like to remind Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the EGM as their proxy and submit their form of proxy as early as possible. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

12 April 2021

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the meaning defined below:

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted, “extreme condition” caused by super typhoons or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Winfull Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider the ordinary resolution to be proposed to approve the Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	7 April 2021, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Option Scheme”	the Share Option Scheme adopted by the Company on 1 November 2011 for the benefit of the employees and directors of the Group and other eligible participants
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

2021

Latest time for lodging transfers of shares
in order to qualify for attendance and
voting at the EGM 4:30 p.m. on Monday, 26 April

Register of members closes
(both days inclusive) Tuesday, 27 April to Friday, 30 April

Record date for attendance and
voting at the EGM Friday, 30 April

Latest time for lodging forms of proxy
for the EGM 3:00 p.m. on Wednesday, 28 April

Date and time of the EGM 3:00 p.m. on Friday, 30 April

Publication of the announcement of
the results of the EGM Friday, 30 April

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out herein.

Effective date of the Share Consolidation Tuesday, 4 May

First day of free exchange of existing share certificates
for new share certificates for Consolidated Shares Tuesday, 4 May

Dealing in the Consolidated Shares commences 9:00 a.m. on Tuesday, 4 May

Original counter for trading in the Existing Shares
in board lots of 8,000 Existing Shares
(in the form of existing share certificates)
temporarily closes 9:00 a.m. on Tuesday, 4 May

Temporary counter for trading in the
Consolidated Shares in board lots of
800 Consolidated Shares (in the form of
existing share certificates) opens 9:00 a.m. on Tuesday, 4 May

EXPECTED TIMETABLE

Original counter for trading in the Consolidated Shares in board lots of 8,000 Consolidated Shares (in the form of new share certificates for the Consolidation Shares) re-opens 9:00 a.m. on Tuesday, 18 May

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences 9:00 a.m. on Tuesday, 18 May

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares 9:00 a.m. on Tuesday, 18 May

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares 4:00 p.m. on Tuesday, 8 June

Temporary counter for trading in the Consolidated Shares in board lots of 800 Consolidated Shares (in the form of existing share certificates) closes 4:10 p.m. on Tuesday, 8 June

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends 4:10 p.m. on Tuesday, 8 June

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares Thursday, 10 June

LETTER FROM THE BOARD



WINFULL GROUP HOLDINGS LIMITED
宏輝集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 183)

Executive Directors:

Mr. Pong Wilson Wai San (*Chairman*)
Mr. Lee Wing Yin (*Chief Executive Officer*)

Non-executive Director:

Mr. Lai Hin Wing Henry

Independent non-executive Directors

Mr. Koo Fook Sun Louis
Mr. Lung Hung Cheuk
Ms. Yeung Wing Yan Wendy

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*

Unit A, 6/F
9 Queen's Road Central
Hong Kong

12 April 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EGM

INTRODUCTION

Reference is made to the announcement of the Company dated 26 March 2021 in relation to the proposed Share Consolidation. The purpose of this circular is to provide you with details of the proposed Share Consolidation and to give you the notice of EGM to be convened.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes that every ten (10) Existing Shares in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share.

Effects of the Share Consolidation

As at the Latest Practicable Date, there were 5,608,125,668 Existing Shares in issue which were fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 560,812,566 Consolidated Shares in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

The Share Consolidation is expected to become effective on 4 May 2021 subject to the fulfilment of the above conditions.

As at the Latest Practicable Date, no conditions precedent has been fulfilled.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares or any debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there were a total of 131,480,000 outstanding share options (the “Options”) granted by the Company with details as follows:

Name of Grantee	Position / Capacity	Date of Grant	No. of Outstanding Options as at the Latest Practicable Date	No. of Existing Shares to be issued under the outstanding Options	No. of Consolidated Shares to be issued after completion of the Share Consolidation
Pong Wilson Wai San	Chairman, executive Director and beneficial owner of the substantial shareholder	3/6/2014	22,600,000	22,600,000	2,260,000
		17/5/2016	26,400,000	26,400,000	2,640,000
		26/11/2018	41,300,000	41,300,000	4,130,000
		28/4/2020	0	0	0
Lee Wing Yin	Chief executive officer and executive Director	3/6/2014	1,000,000	1,000,000	100,000
		17/5/2016	27,180,000	27,180,000	2,718,000
		26/11/2018	5,000,000	5,000,000	500,000
		28/4/2020	0	0	0
Lai Hin Wing Henry	Non-executive Director	26/11/2018	1,000,000	1,000,000	100,000
		28/4/2020	1,000,000	1,000,000	100,000
Koo Fook Sun Louis	Independent non-executive Director	26/11/2018	1,000,000	1,000,000	100,000
		28/4/2020	1,000,000	1,000,000	100,000

LETTER FROM THE BOARD

Name of Grantee	Position / Capacity	Date of Grant	No. of Outstanding Options as at the Latest Practicable Date	No. of Existing Shares to be issued under the outstanding Options	No. of
					Consolidated Shares to be issued after completion of the Share Consolidation
Yeung Wing Yan Wendy	Independent non-executive	26/11/2018	1,000,000	1,000,000	100,000
	Director	28/4/2020	1,000,000	1,000,000	100,000
Lung Hung Cheuk	Independent non-executive	26/11/2018	1,000,000	1,000,000	100,000
	Director	28/4/2020	1,000,000	1,000,000	100,000

The Company granted the Options to the above grantees as incentives or rewards for their contribution to the Company and its subsidiaries. It is expected that a total of up to 131,480,000 Existing Shares may be issued under the outstanding Options and a total of up to 13,148,000 Consolidated Shares may be issued after the Share Consolidation becoming effective. Pursuant to the terms and conditions of Share Option Scheme, the proposed Share Consolidation may cause adjustments to the exercise prices of the Options and such number of Consolidated Shares to be issued under the outstanding Options as the Company's auditors or independent financial adviser shall certify in writing to the Board. The Company will engage the auditors of the Company to certify in writing the necessary adjustments to the outstanding Options, if any. The Board considers that the proposed adjustments are fair and reasonable. Further announcement will be made by the Company in respect of the said adjustments as and when appropriate.

Save as disclosed above, as at the Latest Practicable Date, the Company had no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares were traded on the Stock Exchange in board lots of 8,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 8,000 Existing Shares to 8,000 Consolidated Shares.

Based on the closing price of HK\$0.042 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of 8,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,360.

LETTER FROM THE BOARD

REASONS FOR THE SHARE CONSOLIDATION

The proposed Share Consolidation will reduce the total number of Shares currently in issue from 5,608,125,668 Existing Shares as at the Latest Practicable Date to 560,812,566 Consolidated Shares immediately after the Share Consolidation becoming effective and assuming that no Shares will be issued or repurchased from the Latest Practicable Date till the effective date of the Share Consolidation. Based on the closing price of HK\$0.042 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical market price per Consolidated Share after the Share Consolidation becoming effective would be HK0.42 per Consolidated Share. The closing prices of the Existing Shares were below HK\$0.1 for the past 12 months in the range from HK\$0.037 to HK\$0.06, which the Board considers to be a sufficient, fair and representative period for considering whether to implement the Share Consolidation given the relatively lengthy period of time. Moreover, as the market value of each board lot upon the Share Consolidation becoming effective will be higher than the market value of each existing board lot, the transaction cost as a proportion of the market value of each board lot will be lower. Accordingly, the Board is of the view that the Share Consolidation is beneficial to the Company, the Shareholders and investors as a whole.

Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, the expected board lot value should be greater than HK\$2,000 per board lot taking into account the minimum transaction costs for a securities trade. As at the Latest Practicable Date, based on the closing price of HK\$0.042 per Existing Share as quoted on the Stock Exchange, the value of each board lot of 8,000 Existing Shares is HK\$336, which falls below the expected board lot value of HK\$2,000.

Based on the closing price of HK\$0.042 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of 8,000 Consolidated Shares would be increased to HK\$3,360 after the Share Consolidation becoming effective, which is just greater than the expected board lot value of HK\$2,000 taking into account the minimum transactions costs. The Company also takes into account the ease of calculation when considering the ratio for the Share Consolidation. In view of the above, the Company considered that the ratio of consolidation of every 10 Existing Shares into one (1) Consolidated Share is reasonable and appropriate and is in the best interests of the Company and its Shareholders as a whole.

Save for the necessary professional expenses for the implementation of the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders.

The Board considers that the Share Consolidation is essential to achieve the above-mentioned purpose. Taking into account of the potential benefits and the insubstantial amount of costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has no current intentions, negotiations, understandings, agreements and arrangements for any other corporate actions or arrangements involving issue of any Shares and/or fund raising activities in the next 12 months.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. The Company has agreed to procure Sanfull Securities Limited to arrange for matching services regarding the sale and purchase of odd lots of Consolidated Shares from 18 May 2021 to 8 June 2021 (both days inclusive). Shareholders of odd lots of the Consolidated Shares may contact Mr. Billy Chan (telephone number: (852) 2853 2211) of Sanfull Securities Limited during normal business hours in the aforesaid period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Tuesday, 4 May 2021, Shareholders may on or after Tuesday, 4 May 2021 and until Thursday, 10 June 2021 (both days inclusive), submit their existing share certificates in orange colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for exchange for share certificates in pink colour for the Consolidated Shares at the expense of the Company.

LETTER FROM THE BOARD

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the branch share registrar for exchange of share certificates.

With effect from after 4:10 p.m. on Tuesday, 8 June 2021, trading will only be in Consolidated Shares which share certificates will be issued in pink colour. Existing share certificates in orange colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

EGM

A notice of EGM convening the EGM at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the proposed Share Consolidation is set out on pages EGM-1 to EGM-2 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Share Consolidation and accordingly, no Shareholders will have to abstain from voting at the EGM.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying with this circular in accordance with the instructions printed thereon not less than 48 hours before the time appointed (i.e. Wednesday, 28 April 2021 at 3:00 p.m.) for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolution(s) at the EGM shall be taken by way of poll and an announcement will be made by the Company on the results of the EGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 27 April 2021 to Friday, 30 April 2021, both days inclusive, during which period no transfer of Existing Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Existing Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 26 April 2021.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Share Consolidation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the EGM

By order of the Board
Winfull Group Holdings Limited
Pong Wilson Wai San
Chairman

NOTICE OF EGM



WINFULL GROUP HOLDINGS LIMITED
宏輝集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 183)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Winfull Group Holdings Limited (the “**Company**”) will be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 30 April 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from the second business day after the date of the passing of this resolution:

- (a) every ten (10) issued and unissued shares of par value of HK\$0.01 each in the share capital of the Company be and are hereby consolidated into one (1) consolidated share of par value of HK\$0.10 (the “**Consolidated Shares**”) (the “**Share Consolidation**”) such that the authorised share capital of the Company shall be changed from HK\$100,000,000.00 divided into 10,000,000,000 shares of par value of HK\$0.01 each to HK\$100,000,000.00 divided into 1,000,000,000 Consolidated Shares of par value of HK\$0.10 each;
- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

NOTICE OF EGM

- (c) any one of the Directors be and is hereby authorised to do all such acts and things and execute all documents he considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

By order of the Board
Winfull Group Holdings Limited
Pong Wilson Wai San
Chairman

Hong Kong, 12 April 2021

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*

Unit A, 6/F

9 Queen's Road Central

Hong Kong

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint one, or if such member is a holder of more than one Share, more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. In order to be valid, the form of proxy must be duly lodged at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time (i.e. Wednesday, 28 April 2021 at 3:00 p.m.) for holding the EGM or any adjourned meeting.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at any meeting, the vote of such holder 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. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
6. Completion and return of a form of proxy will not preclude a member from attending and voting at the EGM or any adjournment thereof in person, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.