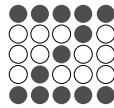

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

If you have sold all your shares in Thiz Technology Group Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

**THIZ TECHNOLOGY GROUP LIMITED****即時科研集團有限公司****(incorporated in the Cayman Islands with limited liability)***(Stock Code: 8119)**

**PROPOSED GENERAL MANDATES FOR ISSUE SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
CONTINUOUS APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED MORE THAN NINE YEARS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company 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.

A notice convening the annual general meeting of the Company to be held at 3:00 p.m. on Friday, 27 September 2019 at 1/F, Boardroom, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the meeting, you are advised to read this circular and to complete and return the enclosed form of proxy 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and delivery of the form of proxy will not prevent Shareholders (herein defined) from attending and voting at the AGM (herein defined) if they so wish.

This circular will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and at the website of the Company at www.thizgroup.com.

* *For identification purposes only*

21 August 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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.

CONTENTS

	<i>Page</i>
Definitions	1-2
 Letter from the Board	
1. Introduction	3
2. General mandates	4-5
3. Re-election of retiring Directors and continuous appointment of Independent Non-executive Directors who have served more than nine years	5
4. Annual general meeting	5
5. Recommendation	6
6. General	6
 Appendix I – Explanatory statement on repurchase of Ordinary Shares	
7-10	
 Appendix II – Details of Directors proposed to be re-elected at the AGM	
11-13	
 AGM Notice	
14-17	

DEFINITIONS

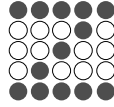
In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:

“Associates”	has the meaning as ascribed to it in the GEM Listing Rules
“AGM”	annual general meeting of the Company to be held at 3:00 p.m. on Friday, 27 September 2019 (or any adjournment thereof) for the purpose of approving the resolutions set out in the AGM Notice
“AGM Notice”	notice convening the AGM as set out on pages 14 to 17 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	board of Directors
“Company”	This Technology Group Limited, a company incorporated in the Cayman Islands with limited liability, the Ordinary Shares of which are listed on GEM
“Directors”	directors of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Ordinary Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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

DEFINITIONS

“Issue Mandate”	general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional securities of the Company up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	16 August 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Ordinary Shares”	ordinary shares of HK\$1.0 each in the share capital of the Company
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong and Taiwan
“Preference Shares”	non-voting convertible preference shares of HK\$1.0 each in the capital of the Company
“Repurchase Mandate”	general and unconditional mandate to the Directors to enable them to repurchase Ordinary Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of the relevant resolution
“Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shares”	collectively, the Ordinary Shares and the Preference Shares, or any one of them
“Shareholder(s)”	holders of the Ordinary Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“%”	per cent

LETTER FROM THE BOARD



THIZ TECHNOLOGY GROUP LIMITED

即時科研集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8119)

Executive directors:

Mr. Wong Hoi Wong (*Chairman and
Chief Executive Officer*)
Ms. Yang Hui Ling

Non-executive directors:

Ms. Hsieh Ju Lin
Ms. Hsieh Yi Chen
Ms. Wu Chiao Ru

Independent non-executive directors:

Mr. Chu Meng Chi
Ms. Chan Mei Sze

Registered address:

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

*Head Office and principal
place of business:*

Unit 810, 8th Floor, Tower B
Hunghom Commercial Centre
37 Ma Tau Wai Road
To Kwa Wan, Kowloon
Hong Kong

21 August 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES FOR ISSUE SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
CONTINUOUS APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED MORE THAN NINE YEARS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding, in addition to ordinary business, the following resolutions to be proposed at the AGM relating to:

- (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) re-election of retiring Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

2. GENERAL MANDATES

On 28 September 2018, a general mandate was given to the Directors to exercise all the powers of the Company to issue Ordinary Shares and such mandate will lapse at the conclusion of the forthcoming AGM. To facilitate future allotment and issue of additional securities by the Directors on behalf of the Company, it is proposed that the Issue Mandate be granted to the Directors.

On the basis of 280,750,261 existing Ordinary Shares in issue as at the Latest Practicable Date, and on the assumption that no new Ordinary Shares are issued or repurchased prior to the date of the resolution approving the Issue Mandate, exercise in full of the Issue Mandate could result in up to 56,150,052 Ordinary Shares (representing 20% of the total issued ordinary share capital of the Company as at the date of passing of the ordinary resolution) being issued by the Company.

On 28 September 2018, a general mandate was given to the Directors to exercise all the powers of the Company to repurchase its own Ordinary Shares and such mandate will lapse at the conclusion of the forthcoming AGM. An ordinary resolution will therefore be proposed at the AGM to approve the grant of the Repurchase Mandate to the Directors.

On the basis of 280,750,261 existing Ordinary Shares in issue as at the Latest Practicable Date, and on the assumption that no new Ordinary Shares are issued or repurchased prior to the date of the resolution approving the Repurchase Mandate, exercise in full of the Repurchase Mandate could result in up to 28,075,026 Ordinary Shares (representing 10% of the total issued ordinary share capital of the Company as at the date of passing of the ordinary resolution) being repurchased by the Company. An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the GEM Listing Rules concerning the regulation of repurchases by companies of their own securities on GEM is set out in Appendix I to this circular.

In addition, it is recommended that the Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate, to add to the Issue Mandate any Shares representing the aggregate nominal value of the Ordinary Shares repurchased pursuant to the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking or varying such mandate.

LETTER FROM THE BOARD

The Board confirmed that up to the Latest Practicable Date, the Company has no any agreement, arrangement, understanding, intention or negotiation (concluded or otherwise) on (i) any fund raising plan including issuing new Shares and/or convertible securities; (ii) any issue of new Shares and/or convertible securities for cash and/or as consideration.

The Directors consider that the Issue Mandate, the Repurchase Mandate and the Extension Mandate increase the flexibility in the Group's affairs and are in the best interests of the Company and the Shareholders as a whole.

3. RE-ELECTION OF RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS

In accordance with article 116 of the Articles, Ms. Yang Hui Ling, being Executive Director, Ms. Hsieh Ju Lin, being Non-executive Director, Ms. Chan Mei Sze and Mr. Chu Meng Chi, being Independent Non-executive Directors shall retire from their respective offices at the AGM and, being eligible, will offer themselves for re-election.

Among the above-mentioned Directors, Ms. Chan Mei Sze and Mr. Chu Meng Chi, both being Independent Non-executive Directors, have been serving the Company for more than nine years.

According to code provision of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the Shareholders.

The biographical details of all the retiring Directors offering themselves for re-election are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

The AGM Notice convening the AGM to be held at 3:00 p.m. on Friday, 27 September 2019 is set out on pages 14 to 17 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it 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 in accordance with the instructions printed thereon not later than 48 hours before the time for holding of the AGM. Completion and delivery of the form of proxy will not prevent Shareholders from attending and voting at the AGM if they so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that resolutions for approving the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of retiring Directors as proposed in this circular are in the best interests of the Company and the Shareholders as a whole and accordingly recommend that you should vote in favour of the resolutions referred to above to be proposed at the AGM.

6. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

By order of the Board
Thiz Technology Group Limited
WONG HOI WONG
Chairman

This Appendix contains the particulars that are required by the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate.

1. GEM LISTING RULES RELATING TO REPURCHASE OF ORDINARY SHARES

The GEM Listing Rules permit companies whose primary listings are on GEM to repurchase their fully-paid up shares on GEM subject to certain restrictions. The most important restrictions contained in the GEM Listing Rules are summarised below:

1.1 Exercise of the Repurchase Mandate

Exercise in full of the Repurchase Mandate, on the basis of 280,750,261 existing Ordinary Shares of the Company in issue as at the Latest Practicable Date, and on the assumption that no new Ordinary Shares are issued or repurchased prior to the date of the resolution approving the Repurchase Mandate could accordingly result in up to 28,075,026 Ordinary Shares (representing 10% of the Ordinary Shares in issue) being repurchased by the Company during the course of the period from the date of resolution granting the Repurchase Mandate until the earlier of the conclusion of the first annual general meeting of the Company following the passing of the said resolution, the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles or any applicable law to be held or the revocation or variation of the existing repurchase mandate by the Shareholders in general meeting.

1.2 Reasons for Repurchases

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Ordinary Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Ordinary Share. The Directors have no present intention to repurchase any Ordinary Shares and they would only exercise the power to repurchase if they believe that such repurchases will benefit the Company and the Shareholders.

1.3 Funding of Repurchases

In repurchasing its Ordinary Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles and the laws of the Cayman Islands. It is envisaged that the Company would derive the funds from its distributable profits, if any, for the repurchases.

As compared with the position disclosed in the Company's most recent published audited accounts for the year ended 31 March 2019, and taking into account the current working capital position of the Company, the Directors consider that no material adverse effect on the working capital and gearing position of the Company may result in the event that the Repurchase Mandate was to be exercised in full in the period before the Repurchase Mandate expires. The Directors however 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

2. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, any associates (as defined in the GEM Listing Rules) of any Director, have any present intention to sell any of the Ordinary Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which the exercise in full of Repurchase Mandate will have under the Takeovers Code. At present, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase the Ordinary Shares pursuant to the Repurchase Mandate.

In the event that the Directors exercise in full the power to repurchase Ordinary Shares in accordance with the Repurchase Mandate, the percentages of shareholdings of the substantial Shareholders before and after repurchase would be as follows:

Substantial Shareholders	% Before Repurchase (No. of Shares)	% After Repurchase (No. of Shares)
	19.24%	21.37%
Wang Ying Fang	(54,009,090)	(54,009,090)
	16.48%	18.32%
Extra Bright Trading Limited (<i>note 1</i>)	(46,279,750)	(46,279,750)

Note:

1. Extra Bright Trading Limited is owned as to 49% and 51% by Yarn Shouu Bair and Advanced Enterprises Limited respectively. Advanced Enterprises Limited is wholly owned by Chang Wei Min. Chang Wei Min and Yarn Shouu Bair are deemed to be interested in all the Shares held by Extra Bright Trading Limited under the SFO.

Following the event that the Directors exercise in full the power to repurchase Ordinary Shares in accordance with the Repurchase Mandate, it will not result in a change of control in the Company.

The Company will not repurchase Ordinary Shares if that repurchase would result in the number of Ordinary Shares which are in the hands of the public falling below 25% of the Company's issued ordinary share capital.

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Ordinary Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate was approved by the Shareholders.

The Company has not repurchased any of its Ordinary Shares, whether on GEM or otherwise, in the six months preceding the Latest Practicable Date.

The highest and lowest prices at which the Ordinary Shares had traded on GEM during each of the previous twelve months and the current month (up to the Latest Practicable Date prior to the printing of this circular) were as follows:

Months	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
August	0.59	0.45
September	0.46	0.44
October	0.46	0.36
November	0.39	0.37
December	0.37	0.31
2019		
January	0.32	0.30
February	0.32	0.28
March	0.31	0.30
April	0.32	0.27
May	0.32	0.31
June	0.31	0.27
July	0.30	0.30
August (up to the Latest Practicable Date)	0.32	0.27

RETIRING DIRECTORS FOR RE-ELECTION

1. **Ms. Yang Hui Ling (“Ms. Yang”)**, 51 years old. Ms. Yang was graduated from Simon Fraser University B.C. Canada. She worked for Siemens, Louis Vuitton etc. as the Executive Assistance to General Manager. She also worked for financial related companies, such as Allianz as an Executive Officer. She has over 20 years’ management experience in various industries.

Ms. Yang’s monthly basic salary is HK\$4,000. Subject to re-election by the Shareholders at the AGM, any additional emolument of Ms. Yang will be determined by the Board with reference to her experience and responsibilities to be undertaken by her, and the prevailing market level of remuneration of executives of similar position.

Ms. Yang does not have any interest in the Shares which is required to be disclosed under Part XV of the Securities and Futures Ordinance or any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company or its subsidiaries or any of their respective associates.

Ms. Yang does not hold any directorship in other listed companies in the past three years.

Save as aforesaid, there is no other information in relation to Ms. Yang to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

2. **Ms. Hsieh Ju Lin (“Ms. Hsieh”)**, 49 years old. Ms. Hsieh was graduated from Temple University, USA, MBA programs. She started her career since 1998, she had worked for high tech company as an Executive Officer, and also have 15 years working experience in finance/investment industry. She is currently a director of Wealthway Holdings Limited.

Subject to re-election by the Shareholders at the AGM, Ms. Hsieh will be appointed for a further term commencing from the conclusion of the AGM and expiring on the conclusion of the next annual general meeting of the Company. Ms. Hsieh’s monthly salary is HK\$4,000 which is determined by the Board with reference to her duties and responsibility. Save as disclosed herein, the Company will give no other benefits to Ms. Hsieh for her directorship in the Company.

Other than 9,850,000 Ordinary Shares held by Ms. Hsieh, representing approximately 3.51% of the total issued share capital of the Company, Ms. Hsieh does not have any interest in the Shares which is required to be disclosed under Part XV of the Securities and Futures Ordinance or any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company or its subsidiaries or any of their respective associates.

Ms. Hsieh does not hold any directorship in other listed companies in the past three years.

Save as aforesaid, there is no other information in relation to Ms. Hsieh to be disclosed pursuant to any of the requirements of rule 17.50(2) of the GEM Listing Rules.

3. **Mr. Chu Meng Chi (“Mr. Chu”)**, aged 54, is an Independent Non-executive Director. Mr. Chu obtained a Bachelor’s Degree in Business Administration from the Taiwan National Sun Yat-sen University. Mr. Chu has over 20 years of experience in the field of corporate administration and financial investments.

Mr. Chu has acted as an Independent Non-executive Director for more than nine years. The Company has received from Mr. Chu a confirmation of his independence according to the GEM Listing Rules. Throughout his directorship with the Company, Mr. Chu has participated in Board meetings, served on various committees of the Board but has never engaged in any executive management. The Board believes that the continuous appointment of Mr. Chu as an Independent Non-executive Director will help to maintain the stability of the Board as Mr. Chu has, gained valuable insights into the business strategy and policies of the Group.

The nomination committee of the Company considers that the long service of Mr. Chu would not affect his exercise of independent judgement and is satisfied that Mr. Chu has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. Taking into consideration of the above-mentioned, the Board is of the view that Mr. Chu meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of guidelines. The Board considers the re-election of Mr. Chu as an Independent Non-executive Director is in the interest of the Company and the Shareholders as a whole.

Subject to re-election by the Shareholders at the AGM, Mr. Chu will be appointed for a further term commencing from the conclusion of the AGM and expiring on the conclusion of the next annual general meeting of the Company. Mr. Chu’s monthly salary is HK\$4,000 which is determined by the Board with reference to his duties and responsibility. Save as disclosed herein, the Company will give no other benefits to Mr. Chu for his directorship in the Company.

Mr. Chu does not have any interest in the Shares which is required to be disclosed under Part XV of the Securities and Futures Ordinance or any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company or its subsidiaries or any of their respective associates.

Mr. Chu does not hold any directorship in other listed companies in the past three years. Apart from the aforesaid appointment, Mr. Chu does not hold any position in the Company or any subsidiaries of the Company.

Save as aforesaid, there is no other information in relation to Mr. Chu to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

4. **Ms. Chan Mei Sze (“Ms. Chan”)**, aged 54, is an Independent Non-executive Director. She is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants. She has over 23 years’ accounting and finance experience in various industries in Hong Kong.

Ms. Chan has acted as an Independent Non-executive Director for more than nine years. The Company has received from Ms. Chan a confirmation of her independence according to the GEM Listing Rules. Throughout her directorship with the Company, Ms. Chan has participated in Board meetings, served on various committees of the Board but has never engaged in any executive management. The Board believes that the continuous appointment of Ms. Chan as an Independent Non-executive Director will help to maintain the stability of the Board as Ms. Chan has, gained valuable insights into the business strategy and policies of the Group.

The nomination committee of the Company considers that the long service of Ms. Chan would not affect her exercise of independent judgement and is satisfied that Ms. Chan has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. Taking into consideration of the above-mentioned, the Board is of the view that Ms. Chan meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of guidelines. The Board considers the re-election of Ms. Chan as an Independent Non-executive Director is in the interest of the Company and the Shareholders as a whole.

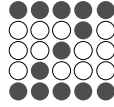
Subject to re-election by the Shareholders at the AGM, Ms. Chan will be appointed for a further term commencing from the conclusion of the AGM and expiring on the conclusion of the next annual general meeting of the Company. Ms. Chan’s monthly salary is HK\$4,000 which is determined by the Board with reference to her duties and responsibility. Save as disclosed herein, the Company will give no other benefits to Ms. Chan for her directorship in the Company.

Ms. Chan does not have any interest in the Shares which is required to be disclosed under Part XV of the Securities and Futures Ordinance or any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company or its subsidiaries or any of their respective associates.

Ms. Chan does not hold any directorship in other listed companies in the past three years. Apart from the aforesaid appointment, Ms. Chan does not hold any position in the Company or any subsidiaries of the Company.

Save as aforesaid, there is no other information in relation to Ms. Chan to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

AGM NOTICE



THIZ TECHNOLOGY GROUP LIMITED

即時科研集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8119)

NOTICE IS HEREBY GIVEN that the annual general meeting of Thiz Technology Group Limited (the “Company”) will be held at 1/F, Boardroom, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 3:00 p.m. on Friday, 27 September 2019 to transact the following businesses:

1. To receive and consider the consolidated audited financial statements and the reports of the directors and auditors for the year ended 31 March 2019.
2. To re-elect the retiring directors and authorise the board of directors to fix their remuneration.
3. To re-appoint auditors and authorise the board of directors to fix their remuneration.
4. To consider by way of special business and, if thought fit, to pass with or without amendments each of the following resolutions as an ordinary resolution:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purposes only

AGM NOTICE

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly;
- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any applicable law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations

AGM NOTICE

under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own ordinary shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate nominal amount of ordinary shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any applicable law to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

- C. “THAT** conditional upon resolutions 4A and 4B set out in the notice convening this meeting being passed, the unconditional general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution 4A set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 4B set out in the

AGM NOTICE

notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the said resolutions.”

By Order of the Board
Thiz Technology Group Limited
WONG HOI WONG
Chairman

Hong Kong, 21 August 2019

Head Office and principal place of business:

Unit 810, 8th Floor, Tower B
Hung Hom Commercial Centre
37 Ma Tau Wai Road
To Kwa Wan, Kowloon
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the annual general meeting or any adjourned meeting is entitled to appoint one, or where the member is a holder of two or more shares of the Company, more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending the annual general meeting or any adjourned meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.
- (2) Where there are joint registered holders of any share, any one of such joint holders may vote at the annual general meeting or any adjourned meeting, 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 be present at the annual general meeting or any adjourned meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of 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 not less than 48 hours before the time for holding the annual general meeting or any adjourned meeting.
- (4) As at the date of this announcement, the board of directors of the Company comprises two executive directors, namely Mr. Wong Hoi Wong and Ms. Yang Hui Ling, three non-executive directors, namely Ms. Hsieh Ju Lin, Ms. Hsieh Yi Chen and Ms. Wu Chiao Ru and two independent non-executive directors, namely Mr. Chu Meng Chi and Ms. Chang Mei Sze.
- (5) If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 12:00 p.m. on Friday, 27 September 2019, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.