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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, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Celebrate International Holdings Limited (the “**Company**”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

CELEBRATE INTERNATIONAL HOLDINGS LIMITED

譽滿國際（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8212)

(1) REQUISITION RECEIVED IN RESPECT OF THE REQUEST FOR AN EXTRAORDINARY GENERAL MEETING AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 15 of this circular.

A notice convening the EGM to be held at 11:00 a.m. on Friday, 3 July 2020 at Function V34, 1/F, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong (MTR Fortress Hill Station, Exit B) is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s 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 scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish.

This circular will remain on the “Latest Company Announcement” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and on the website of the Company at www.ciholdings.com.hk.

9 June 2020

* *For identification purposes only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITION

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

“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article thereof
“Board”	the board of Directors
“Company”	Celebrate International Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8212)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 11:00 a.m. on Friday, 3 July 2020 at Function V34, 1/F, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong (MTR Fortress Hill Station, Exit B), or any adjournment thereof, notice of which is set out on pages EGM-1 to EGM-3 of this circular
“GEM”	GEM operated by 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
“Latest Practicable Date”	5 June 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“New Purported Receivers”	Mr. Ho Man Kit and Mr. Mok Kwan Leong of Maninvest Asia Limited
“Proposed Directors”	Together Mr. Ho Man Kit, Mr. Mok Kwan Leong, Mr. Yu Chung Leung, Mr. Ho Wai Tai, Stephen, and Mr. Kong Yook Seng

DEFINITION

“Requisition”	the requisition for the convening of the EGM to consider and, if thought fit, to approve the Requisitioned Resolutions put forward in the Requisition Notice
“Requisition Notice”	the requisition notice dated 4 May 2020 issued by the New Purported Receivers to the Board containing the Requisition
“Requisitioned Resolutions”	the resolutions to be proposed at the EGM pursuant to the Requisition Notice
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD

CELEBRATE INTERNATIONAL HOLDINGS LIMITED

譽滿國際（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8212)

Executive Directors:

Mr. Suen Yick Lun Philip *(Acting Chairman)*

Mr. Au Wai June

Registered office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Chow Chi Wah Vincent

Ms. Chow Mun Yee

Mr. Ma Ka Ki

Head office and principal place

of business in Hong Kong:

Room 1503-11, 15/F

China United Centre

28 Marble Road

North Point, Hong Kong

9 June 2020

To all Shareholders

Dear Sir or Madam,

**(1) REQUISITION RECEIVED
IN RESPECT OF THE REQUEST FOR
AN EXTRAORDINARY GENERAL MEETING
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

THE REQUISITION

The purpose of this circular is to provide you with (i) information in relation to the Requisition and the Requisitioned Resolutions and (ii) the notice of the EGM.

Reference is made to the announcements of the Company dated 22 May 2020 and 29 May 2020 in relation to the Requisition received from the New Purported Receivers in respect of the request for an extraordinary general meeting. On 4 May 2020 the Board received the Requisition Notice which contained the Requisition made by the New Purported Receivers. The Requisition is reproduced from the Requisition Notice as follows:

* *For identification purposes only*

LETTER FROM THE BOARD

*“We, Ho Man Kit and Mok Kwan Leong of Maninvest Asia Limited, are the registered shareholder of 199,375,122 shares in the Company (the “**Subject Shares**”) which represents approximately 13% i.e. more than one-tenth of the total paid-up capital of the Company carrying the right of voting (being 1,533,654,788 ordinary shares according to the Monthly Return of the Company on Movements in Securities submitted by the Company on 2 March 2020) as at the date of this requisition letter.*

*We hereby make a requisition pursuant to Article 58 of the Memorandum of Association and Articles of the Company (the “**Articles**”) and request (1) the Company to convene an Extraordinary General Meeting (the “**EGM**”) and (2) the Board of Directors of the Company (the “**Board**”) to thereby give notice to convene the EGM before 25 May 2020, to consider and transact the following business:–*

1. To consider and pass an ordinary resolution to elect each of the following persons to a Director of the Board of the Company with immediate effect on the date of the Extraordinary General Meeting:–

- (1) THAT Mr. Ho Man Kit be appointed as an Executive Director of the Company with immediate effect;*
- (2) THAT Mr. Mok Kwan Leong be appointed as an Executive Director of the Company with immediate effect;*
- (3) THAT Mr. Yu Chung Leung be appointed as an Independent Non-executive Director of the Company with immediate effect;*
- (4) THAT Mr. Ho Wai Tai, Stephen be appointed as an Independent Non-executive Director of the Company with immediate effect;*
- (5) THAT Mr. Kong Yook Seng be appointed as an Independent Non-executive Director of the Company with immediate effect;*
- (6) THAT each of Mr. Woo Eddie, Mr. Suen Yick Lun Philip, Ms. Au Wai June, Mr. Chow Chi Wah Vincent, Ms. Chow Mun Yee and Ms. Ma Ka Ki be and are removed as directors of the Company with immediate effect in the event that any of them remains a director of Celebrate by the date of the EGM; and*
- (7) THAT any directors of the Company that may be appointed on or after 4 May 2020 up to and including the time immediately before the EGM be and are removed as directors of Company with immediate effect in the event that any of them remains a director of Celebrate by the date of the EGM.*

LETTER FROM THE BOARD

PROPOSED REMOVAL OF DIRECTORS BY THE NEW PURPORTED RECEIVERS

Pursuant to the Requisition, the New Purported Receivers are effectively proposing to remove all the existing Executive Directors and Independent Non-executive Directors of the Company as at the date of the EGM.

As at the Latest Practicable Date, the Company has two Executive Directors, namely, Mr. Suen Yick Lun Philip (Acting Chairman) and Mr. Au Wai June; and three Independent Non-executive Directors, namely, Mr. Chow Chi Wah Vincent, Ms. Chow Mun Yee and Mr. Ma Ka Ki. The Requisition Notice did not set out any reasons and/or grounds in respect of the proposed removal of directors set out above. The Board is therefore unable to provide Shareholders with the reasons and/or grounds for the proposed removal by the New Purported Receivers.

PROPOSED APPOINTMENT OF DIRECTORS BY THE NEW PURPORTED RECEIVERS

Insofar as appointment of directors is concerned, according to the Requisitioned Resolutions, the following Proposed Directors will be appointed with immediate effect at the end of the EGM: Mr. Ho Man Ki and Mr. Mok Kwan Leong be appointed as Executive Director of the Company; and Mr. Yu Chung Leung, Mr. Ho Wai Tai, Stephen and Mr. Kong Yook Seng be appointed as Independent Non-executive Director of the Company.

Since the date of the Requisition Letter and up to the Latest Practicable Date, the New Purported Receivers have not indicated any changes to the identities of the Proposed Directors.

As at the Latest Practicable Date the Company has not received any written consent from the Proposed Directors in regards to their proposed appointment as the Company's director.

LETTER FROM THE BOARD

PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Article 58 of the Articles of Association of the Company reads as follows:

“58... Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

LETTER FROM THE BOARD

The biographical details of the Proposed Directors are reproduced from the Requisition Notice and set out below for Shareholders' reference:

Mr. Ho Man Kit

“Horace Ho

Director, Maninvest Group of Companies

Managing Partner, Zhen Hui Certified Public Accountants, Hong Kong

Professional Qualifications

Fellow and Practicing Member, Hong Kong Institute of Certified Public Accountants, Admitted 1987

Fellow and Chartered Accountant, The Institute of Chartered Accountants in England & Wales, Admitted 2005

SD (Insolvency), Hong Kong Institute of Certified Public Accountants, Since 2012

Member, INSOL International, Since 1999

Member, The Restructuring and Insolvency Faculty, HKICPA, Since 1999

Fellow, The Chartered Association of Certified Accountants, Admitted 1985

Member, Association of Certified Fraud Examiners, Since 2009

Certified Tax Advisor, Hong Kong Institute of Taxation

Professional Background and Experience

Mr. Horace Ho obtained his formal training from one of the big four accounting firms after he graduated from Hong Kong Baptist College (Now known as Hong Kong Baptist University). In 1987, he founded Maninvest Group of Companies which is a 100-staff medium size firm with offices in Hong Kong, Shanghai, Hangzhou, Huizhou and Macau providing one-stop structuring, taxation, corporate investigation and recovery as well as corporate services for international clientele. Maninvest is a TCSP licensee (TC00005) licensed to provide corporate secretarial services in Hong Kong.

LETTER FROM THE BOARD

Mr. Ho's area of special interest is in corporate rescue, investigation of accountancy fraud and providing litigation support, international assets and tax planning, specialized in corporate insolvency, structuring and tax systems in Greater China as well as offshore vehicles. Mr. Ho is a seasoned speaker who is frequently invited to speak in training seminars of the Shanghai Bar Association and Hangzhou Bar Association. He is also the co-author of the book "Outbound Investment for China Entities – The Law and Practice" (中國企業境外投資 – 法律及實務) published in China in 2013.

Mr. Ho has been and is the Provisional Liquidator / Liquidator of over 150 insolvent cases. He is also involved in various schemes of arrangements. Mr. Ho can be an appointed liquidator by the Court to solve liquidation issues.

Mr. Ho is also the founder and managing partner of Zhen Hui Certified Public Accountants; Hong Kong specialized in providing assurance and valuation work for listed and multi-national companies from mainland China, Taiwan and all over the world."

LETTER FROM THE BOARD

Mr. Mok Kwan Leong

“Peter K L Mok

Chief Executive officer (Greater China),

Director of Business Development, Maninvest Group of Companies

Professional Qualifications

Lawyer, Queensland, Australia, Admitted 2015

LLB, Bond University, Queensland, Australia

Member, INSOL International

Member, The Restructuring and Insolvency Faculty, HKICPA

Professional Background and Experience

Mr. Peter Mok returned to Hong Kong in 2005 after graduating from Bond University, Queensland, Australia. He has over 10 years of experience working as in-house lawyer with Multi-national Corporations and listed companies in Hong Kong, including Automated Systems Holdings Limited and Fountain Set(Holdings) Limited. His expertise is in listing regulations, corporate services and compliance.

He joined Maninvest Group of Companies in 2015 as the Head of the Liquidation and Consultancy Team. He is now the Chief Executive officer(Greater China) and the Director of Business Development of the Maninvest Group. Peter is currently stationed in Shanghai and Hangzhou and he travels frequently among various cities in mainland China, Hong Kong and Asia Pacific countries.

Maninvest Group is a 100-staff medium size firm with offices in Hong Kong, Shanghai, Hangzhou and Macau providing one-stop assurance, taxation, corporate investigation and recovery as well as corporate services for international clientele. Maninvest is a TCSP licensee (TC00005) licensed to provide corporate secretarial services in Hong Kong.”

LETTER FROM THE BOARD

Mr. Yu Chung Leung

“Yu Leung Chung

Educational background

Master degree in International
Accounting and Bachelor (Hons)
degree in Accountancy from City
University of Hong Kong

Professional qualifications

01/2011	Certified Tax Adviser of the Taxation Institute of Hong Kong
06/2010	The Taxation Institute of Hong Kong A member of the Taxation Institute of Hong Kong
04/2006	The Association of Chartered Certified Accountants A fellow member of the Association of Chartered Certified Accountant
06/2004	The Hong Kong Institute of Certified Public Accountant Authorized Supervisor of the Hong Kong Institute of Certified Public Accountants
04/2004	The Society of Chinese Accountants & Auditors A member of the Society of Chinese Accountants & Auditors
01/2004	The Hong Kong Institute of Certified Public Accountants CPA (Practicing)
04/2001	The Association of Chartered Certified Accountants Chartered Certified Accountant
04/2001	The Hong Kong Institute of Certified Public Accountants Hong Kong Professional Accountant
06/1995	The Hong Kong Association of Accounting Technicians Hong Kong accounting Technician

LETTER FROM THE BOARD

Work experience

From 29/01/2019 to date **Narnia (Hong Kong) Group Company Limited**
(Stock Code: 8607)

Listed on the GEM

- independent non-executive Director

From 18/04/2019 to 17/02/2020 **CT Environmental Group Limited (Stock Code: 1363)**

Primarily listed in Hong Kong

- independent non-executive Director

From 11/2008 to 06/2017 **China Kangda Food Company Limited (Stock Code:834)**

Primarily listed in Hong Kong and Singapore

- independent non-executive Director

From 06/2005 to 07/2009 **Pacific CMA Incorporated**

Listed on the American stock Exchange: PAM

- independent non-executive Director

From 01/2003 to date **Lee & Yu Certified Public Accountants**

- partner

Other public positions

Member of District Fight Crime Committee (Yuen Long)

Yuen Long District Council of HKSAR

- Co-opted Member (Cultural Recreation Community Service and Housing Committee)

Zengcheng, Guangdong Province, the People's Republic of China

- a member of the Political Consultative Committee (CPPCC member)

the District Committee of New Territories West of Hong Kong
Red Cross Elderly Unit

- committee member

Yuen Long Town Hall Management Committee

- director

HKICPA

- CPA Ambassador"

The information of Yu Leung Chung between the English translation and the original Chinese text, the Chinese text shall prevail.

LETTER FROM THE BOARD

Mr. Ho Wai Tai, Stephen

“Propose INED information

Mr. Ho Wai Tai, Stephen (“Mr. Stephen Ho”)

Mr. Stephen Ho, aged 62, has been engaged in construction development and building services in Hong Kong and Macau since 1976. His company mainly engaged in providing building alternation & addition service to the public and private sectors in Hong Kong and Macau. Mr. Stephen Ho is a license holder of Minor Work II & III issued by the Building Department of the Hong Kong Special Administrative Region Government. Mr. Stephen Ho is also a license holder with the Electrical and Mechanical Service Department and the Water Supplies Department of the Hong Kong Special Administrative Region Government. Mr. Stephen Ho has extensive experience in project management, project financing and trading.

Mr. Stephen Ho has not at any time during the past three years served nor is currently serving as a director of any other publicly listed companies in Hong Kong or overseas. Mr. Stephen Ho also confirms that he does not hold other positions with the Company or any other member of the Company and its subsidiaries. Furthermore, Mr. Stephen Ho confirms that he does not have any interests in the shares of the Company. Mr. Stephen Ho is the spouse of Ms. Chan.”

The information of Ho Wai Tai between the original English text and the Chinese translation, the English text shall prevail.

LETTER FROM THE BOARD

Mr. Kong Yook Seng

“Information regarding Mr. Kong Yook Seng (“Mr. Kong”)

Mr Kong is a senior executive with extensive experience in international business. He retired from the Havi Group several years ago after working there for 30 years. The Havi Group is a privately-held Chicago base company with annual revenue of over USD10 billions and its businesses include food, packaging, promotional marketing, logistics, information technology and leasing. Mr. Kong was a partner and member of the Executive Management. His last position was based in Hong Kong to manage and grow the Group’s businesses in Asia Pacific, Middle East and Africa Regions. Prior to that, he served as the Havi Group’s Chief Financial Officer based in Chicago. Mr Kong was also President and Chairman of System Capital Corporation and its various subsidiaries. System Capital is a SPV joint venture of McDonald’s Corporation and its several key suppliers and managed over USD1 billion of assets. Prior to joining Havi Group, Mr Kong worked as bank manager in Hong Kong and London, England.

Mr. Kong received a Bachelor of Business Administration (Honour) degree from the Chinese University of Hong Kong and an MBA from University of Hong Kong. He also attended executive management programs in financial management at Northwestern University.

Mr. Kong was an advisor to North China University of Technology in Beijing, an officer and board member of Ronald McDonald House Charities (Hong Kong) Limited.

He is now a member of the finance board of New Life Psychiatric Rehabilitation Association in Hong Kong.

Mr. Kong resides in Hong Kong. He is married with two children. He enjoys travel, golf, tennis and sailing.”

The information of Kong Yook Seng between the original English text and the Chinese translation, the English text shall prevail.

LETTER FROM THE BOARD

Shareholders are strongly reminded that the content and/or accuracy of the above information of the Proposed Directors as provided by the New Purported Receivers in the Requisition Notice has not been independently verified by the Company. The Directors do not take any responsibility on the content therein. Further, save as (i) the biographical information of Mr. Ho Man Kit and Mok Kwan Leong which was set out in both English and Chinese and (ii) the biographical information of Mr. Yu Chung Leung which was set out in Chinese, the original text of the information in the Requisition Notice was in English and the translation in the Chinese version herein is for reference only. If there is any inconsistency between the Chinese translation version and the English version, the English version shall prevail.

EGM

The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's 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 an event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting should you so wish.

The Requisitioned Resolutions will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

Shareholders are strongly advised to consider the information set out in this circular before deciding their voting on the Requisitioned Resolutions.

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 Monday, 29 June 2020 to Friday, 3 July 2020 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant Share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 26 June 2020.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors express no opinion on how Shareholders should vote on the resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
Celebrate International Holdings Limited
譽滿國際(控股)有限公司
Suen Yick Lun Philip
Acting Chairman

NOTICE OF EGM

CELEBRATE INTERNATIONAL HOLDINGS LIMITED

譽滿國際（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8212)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Celebrate International Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 3 July 2020 at Function V34, 1/F, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong (MTR Fortress Hill Station, Exit B) for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. “THAT Mr. Ho Man Kit be appointed as an Executive Director of the Company with immediate effect.”
2. “THAT Mr. Mo Kwan Leong be appointed as an Executive Director of the Company with immediate effect.”
3. “THAT Mr. Yu Chung Leung be appointed as an Independent Non-executive Director of the Company with immediate effect.”
4. “THAT Mr. Ho Wai Tai, Stephen be appointed as an Independent Non-executive Director of the Company with immediate effect.”
5. “THAT Mr. Kong Yook Seng be appointed as an Independent Non-executive Director of the Company with immediate effect.”

SPECIAL RESOLUTIONS

6. “THAT each of Mr. Suen Yick Lun Philip, Mr. Au Wai June, Mr. Chow Chi Wah Vincent, Ms. Chow Mun Yee and Mr. Ma Ka Ki be and are removed as Directors of the Company with immediate effect in the event that any of them remains a director of the Company by the date of this meeting.”

* *For identification purposes only*

NOTICE OF EGM

7. “THAT any Directors of the Company that may be appointed on or after 4 May 2020 up to and including the time immediately before this meeting be and are removed as Directors of the Company with immediate effect in the event any of them remains a director of the Company by the date of this meeting.”

By order of the Board
Celebrate International Holdings Limited
譽滿國際(控股)有限公司
Suen Yick Lun Philip
Acting Chairman

Hong Kong, 9 June 2020

As at the date of this notice, the Board comprises the following members:

Executive Directors

Mr. Suen Yick Lun Philip (*Acting Chairman*)
Mr. Au Wai June

Independent Non-executive Directors

Mr. Chow Chi Wah Vincent
Ms. Chow Mun Yee
Mr. Ma Ka Ki

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:***

Room 1503-11, 15/F
China United Centre
28 Marble Road
North Point, Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office 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 appointed for the extraordinary general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.

NOTICE OF EGM

4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the extraordinary general 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.
5. A form of proxy for use at the extraordinary general meeting is attached herewith.
6. Any voting at the extraordinary general meeting shall be taken by poll.
7. The form of 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 its seal or under the hand of an officer, attorney or other person authorised to sign the same.
8. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 29 June 2020 to Friday, 3 July 2020 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant Share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 26 June 2020.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the Company's website and the Stock Exchange's website at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.