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

If you have sold or transferred all your shares in National Arts Group Holdings Limited (Formerly known as National Arts Entertainment and Culture Group Limited) (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the 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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National Arts Group Holdings Limited
國藝集團控股有限公司

(Formerly known as National Arts Entertainment and Culture Group Limited
國藝娛樂文化集團有限公司)

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8228)

GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (“AGM”) to be held at 10:30 a.m. on Tuesday, 23 November 2021 at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong is set out on pages AGM-1 to AGM-7 of this circular. A form of proxy for use by the shareholders at the AGM is sent to you with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return them to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event, by 10:30 a.m. on Sunday, 21 November 2021 or not less than 48 hours before the time appointed for holding the adjourned AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Please see the section headed “PRECAUTIONARY MEASURES FOR THE AGM” in this circular for measures being taken to try to prevent and control the spread of the Coronavirus Disease (COVID-19) pandemic at the AGM.

This circular will remain on the “Latest Company Announcement” page of the website of GEM at www.hkgem.com for a minimum period of seven days from the date of its publication and on the “Investor Relations” page of the Company’s website at www.nationalarts.hk.

25 October 2021

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic and requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature screening/checks will be administered on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, exhibiting respiratory infection symptoms, or is apparently unwell, may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) Attendees must wear a surgical face mask at all times (including queuing for registration outside the AGM venue and throughout the AGM) and must follow the seating arrangement fixed by the Company.
- (iii) No refreshments will be served, and there will be no corporate gifts.
- (iv) Any person who has travelled outside Hong Kong within 14 days immediately before the AGM or has close contact with person under quarantine will not be permitted to attend the AGM. A Health Declaration Form will be provided to every attendee for completion at the entrance of the AGM venue. Every attendee will have to submit a completed and signed Health Declaration Form prior to entry into the AGM venue.

Attendees are in addition requested to observe and practise proper personal hygiene at all times. To the extent permitted under the applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the venue so as to ensure the health and safety of the AGM attendees.

In the interest of all stakeholders' health and safety and consistent with the latest COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held at 10:30 a.m. on Tuesday, 23 November 2021 at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong, the notice of which is set out on pages AGM-1 to AGM-7 of this circular, or any adjournment thereof
“Audit Committee”	the audit committee of the Board established pursuant to Code Provision C.3 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules
“Board”	the board of Directors
“Bye-laws”	the existing bye-laws of the Company (as amended from time to time)
“Company”	National Arts Group Holdings Limited (Formerly known as National Arts Entertainment and Culture Group Limited), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate as set out in resolution numbered 6 in the notice convening the AGM
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 5 in the notice convening the AGM

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 October 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Board established pursuant to Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules
“Nomination Policy”	the nomination policy adopted by the Company with effect from 1 January 2019
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board established pursuant to Code Provision B.1 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 4 in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code” the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong

“%” per cent.

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



National Arts Group Holdings Limited
國藝集團控股有限公司

*(Formerly known as National Arts Entertainment and Culture Group Limited
國藝娛樂文化集團有限公司)*

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8228)

*Chairman, Executive Director
and Chief Executive Officer:*

Mr. Chow Kai Weng

Executive Directors:

Mr. Cheng Wang Chun

Mr. Ho Leung Ting

Non-executive Director:

Dr. Lam Lee G.

Independent Non-executive Directors:

Mr. Chui Chi Yun Robert

Mr. Li Kit Chee

Mr. Lam Kwok Hing Wilfred

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business
in Hong Kong:*

Room 1514-1515, 15/F.

Seapower Tower, Concordia Plaza

No. 1 Science Museum Road

Tsim Sha Tsui, Kowloon

Hong Kong

25 October 2021

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. At the AGM, resolutions relating to, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors, will be proposed.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 30 July 2020, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares on the date of the passing of the resolution; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase Shares of not more than 10% of the number of issued Shares on the date of the passing of the resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 30 July 2020 will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) the Repurchase Mandate to repurchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares on the date of passing such resolution;
- (b) the General Mandate to allot, issue or deal with Shares of up to 20% of the total number of issued Shares on the date of passing such resolution; and
- (c) the extension of the General Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue was 832,386,836. Assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, subject to the passing of the relevant resolutions, the maximum number of Shares to be issued under the proposed General Mandate is 166,477,367, and the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 83,238,683 Shares.

LETTER FROM THE BOARD

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions numbered 4 and 5 in the notice of the AGM as set out on pages AGM-1 to AGM-7 of this circular.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

3. RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises (i) Chairman, Executive Director and Chief Executive Officer, namely Mr. Chow Kai Weng; (ii) two Executive Directors, namely Mr. Cheng Wang Chun and Mr. Ho Leung Ting; (iii) one Non-executive Director, namely Dr. Lam Lee G.; and (iv) three Independent Non-executive Directors, namely Mr. Chui Chi Yun Robert, Mr. Li Kit Chee and Mr. Lam Kwok Hing Wilfred.

In accordance with Bye-law 84 of the Bye-laws, each of Mr. Chow Kai Weng, Mr. Ho Leung Ting and Dr. Lam Lee G. will retire from the office of Director by rotation and each of them, being eligible, will offer himself for re-election at the AGM.

Particulars of Mr. Chow Kai Weng, Mr. Ho Leung Ting and Dr. Lam Lee G. are set out in Appendix II to this circular.

4. AGM

The notice of the AGM is set out on pages AGM-1 to AGM-7 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions set out in the notice of AGM will be voted on by way of poll.

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 18 November 2021 to Tuesday, 23 November 2021, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Wednesday, 17 November 2021.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event, by 10:30 a.m. on Sunday, 21 November 2021 or not less than 48 hours before the time appointed for holding the adjourned AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the AGM.

5. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I and Appendix II to this circular.

Yours faithfully

On behalf of the Board

National Arts Group Holdings Limited

(Formerly known as

National Arts Entertainment and Culture Group Limited)

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

Chow Kai Weng

*Chairman, Executive Director
and Chief Executive Officer*

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 832,386,836 Shares.

Subject to the passing of the ordinary resolution as set out in resolution numbered 4 in the notice convening the AGM in respect of the grant of the Repurchase Mandate and on the above basis, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 83,238,683 Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of continuance of the Company and the Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend 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.

5. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Leung Ka Chun, directly and indirectly held an aggregate of 148,092,336 Shares, representing approximately 17.79% of the existing issued Shares.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, (i) the interest held by Mr. Leung Ka Chun would be increased to approximately 19.77%. Such increase would not give rise to an obligation of any such Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

Based on the information set out above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

6. GENERAL

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange in the last 12 months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
October	0.135	0.108
November	0.138	0.107
December	0.148	0.116
2021		
January	0.128	0.058
February	0.096	0.065
March	0.088	0.060
April	0.081	0.056
May	0.061	0.034
June	0.044	0.022
July	0.030	0.019
August	0.026	0.010
September	0.110	0.063
October (up to the Latest Practicable Date)	0.096	0.073

8. REPURCHASE OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF THE DIRECTORS FOR RE-ELECTION

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Bye-laws and will be proposed to be re-elected at the same meeting are provided below.

(1) Mr. Chow Kai Weng (“Mr. Chow”)

Mr. Chow, aged 36, joined the Group in January 2010. Mr. Chow was appointed as an executive Director on 25 March 2011 and as the vice chairperson of the Board on 5 August 2016. Subsequently, he was appointed as the chairman of the Company and a member and the chairman of the Nomination Committee on 4 May 2018, and as the chief executive officer and the compliance officer of the Company on 13 June 2018. Mr. Chow was re-designated from the chairman of the Company to the associate chairman of the Company, and ceased to be a member and the chairman of the Nomination Committee on 14 May 2019. Mr. Chow has been appointed as the chairman of the Company and a member and the chairman of the Nomination Committee and ceased to be the associate chairman of the Company on 22 July 2021. Mr. Chow is also a director of a number of subsidiaries of the Company. Mr. Chow holds a Bachelor Degree of Business Administration with previous experiences in media and financial industries.

As at the Latest Practicable Date, Mr. Chow did not (i) hold directorship in any other listed companies in the last three years; and (ii) have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (having the meaning ascribed to them in the GEM Listing Rules). As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Chow was interested in (i) 3,925,414 Shares; and (ii) 4,030,595 underlying Shares which represent 4,030,595 Shares to be issued upon exercise of the convertible bonds issued to Mr. Chow on 29 June 2020.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chow (i) did not have any other major appointments and professional qualifications and did not hold any other positions with the Company or other members of the Group; and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE DIRECTORS FOR RE-ELECTION

Mr. Chow entered into a service contract with the Company for a term of three years commencing from 22 July 2021, which is terminable by either party by serving a written notice of not less than one calendar month to the other. Mr. Chow is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws and the GEM Listing Rules. Mr. Chow is entitled to an annual director's salary of HK\$1,440,000, which was determined with reference to his background, experience, qualifications, duties and responsibilities with the Group and the prevailing market conditions. Mr. Chow is also entitled to a discretionary bonus to be determined by the Board at its absolute discretion having regard to his performance. Mr. Chow accepted his appointments as the chairman of the Company in accordance with the terms of his existing service contract.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Chow that need to be brought to the attention of the Shareholders.

(2) Mr. Ho Leung Ting (“Mr. Ho”)

Mr. Ho, aged 33, joined the Group in December 2014 and has been promoted as the financial manager of the Group since November 2016. Mr. Ho was appointed as an executive Director on 15 November 2018. Mr. Ho holds a bachelor's degree in professional accounting. Mr. Ho is primarily responsible for the financial and treasury management of the Group and the overall management of the operations of the Group. Mr. Ho has also been appointed as a director of a number of subsidiaries of the Company with effect from 15 November 2018.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ho did not hold any other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Ho (i) did not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any other Directors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) was not interested in any shares of the Company within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE DIRECTORS FOR RE-ELECTION

Mr. Ho entered into a service contract with the Company for a term of three years commencing from 15 November 2018, which is terminable by either party by serving a written notice of not less than one calendar month to the other. Mr. Ho is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws and the GEM Listing Rules. Mr. Ho is entitled to an annual director's salary of HK\$480,000, which was determined with reference to his background, experience, qualifications, duties and responsibilities with the Group and the prevailing market conditions, and a discretionary bonus to be determined by the Board at its absolute discretion having regard to his performance.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Ho that need to be brought to the attention of the Shareholders.

(3) **Dr. Lam Lee G. (“Dr. Lam”)**

Dr. Lam, aged 62, was appointed as a non-executive Director in June 2017. Dr. Lam is the Chairman of Hong Kong Cyberport, a member of the Committee on Innovation, Technology and Re-Industrialization, the Governance Committee of the Hong Kong Growth Portfolio, and the Development Bureau Common Spatial Data Advisory Committee of the Hong Kong Special Administrative Region Government, Convenor of the Panel of Advisors on Building Management Disputes of the HKSAR Government Home Affairs Department, a member of the Court of the City University of Hong Kong, the Metropolitan University of Hong Kong Lee Shau-Kei School of Business and Administration International Advisory Board and the Tencent Finance Academy (Hong Kong) Advisory Board, Chairman of the United Nations Economic and Social Commission for Asia and the Pacific (UN ESCAP) Sustainable Business Network (ESBN), Vice Chairman of Pacific Basin Economic Council (PBEC), and a member of the Hong Kong Trade Development Council Belt and Road and Greater Bay Area Committee and the Sir Murray MacLehose Trust Fund Investment Advisory Committee.

Dr. Lam holds a Bachelor of Sciences and Mathematics, a Master of Systems Science and an MBA from the University of Ottawa in Canada, a Bachelor of Laws (Hons) from Manchester Metropolitan University in the United Kingdom, a Master of Laws from the University of Wolverhampton in the United Kingdom, a Master of Public Administration, and a Director of Philosophy from the University of Hong Kong. He is also a Solicitor of the High Court of Hong Kong (and formerly a member of the Hong Kong Bar), an Accredited Mediator of the Centre for Effective Dispute Resolution (CEDR), a Fellow of Certified Management Accountants (CMA) Australia, the Hong Kong Institute of Arbitrators, the Hong Kong Institute of Directors and the Institute of Corporate Directors Malaysia (ICDM), and an Honorary Fellow of Certified Public Accountants (CPA) Australia, the Hong Kong Institute of Facility Management, and the University of Hong Kong School of Professional and Continuing Education. In 2019, Dr. Lam was awarded by the Hong Kong Government a Bronze Bauhinia Star for serving the public.

APPENDIX II DETAILS OF THE DIRECTORS FOR RE-ELECTION

Dr. Lam is currently an independent non-executive director of each of CSI Properties Limited (Stock Code: 497), Vongroup Limited (Stock Code: 318), Mei Ah Entertainment Group Limited (Stock Code: 391), Elife Holdings Limited (Stock Code: 223), Haitong Securities Company Limited (Stock Code: 6837, 600837 on the Shanghai Stock Exchange), Hang Pin Living Technology Company Limited (Stock Code: 1682), Kidsland International Holdings Limited (Stock Code: 2122), Greenland Hong Kong Holdings Limited (Stock Code: 337), and Huarong International Financial Holdings Limited (Stock Code: 993), and a non-executive director of each of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188), China LNG Group Limited (Stock Code: 931), Mingfa Group (International) Company Limited (Stock Code: 846) and Hong Kong Aerospace Technology Group Limited (formerly known as Eternity Technology Holdings Limited, Stock Code: 1725), the shares of all of which are listed on the Stock Exchange. Dr. Lam is also an independent non-executive director of Asia-Pacific Strategic Investments Limited (Stock code: 5RA), Alset International Limited (Stock Code: 40V), Beverly JCG Limited (Stock Code: VFP), and Thomson Medical Group Limited (Stock Code: A50), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is an independent non-executive director of AustChina Holdings Limited (Stock Code: AUH), whose shares are listed on the Australian Securities Exchange and TMC Life Sciences Berhad (Stock Code: 0101), whose shares are listed on the Bursa Malaysia, and a non-executive director of Jade Road Investments Limited (Stock Code: JADE), whose shares are listed on the London Securities Exchange.

In the past three years, Dr. Lam was an independent non-executive director of Aurum Pacific (China) Group Limited (Stock Code: 8148) up to 1 March 2021, Huarong Investment Stock Corporation Limited (Stock Code: 2277, privatized on 12 November 2020) up to 31 December 2020, Hsin Chong Group Holdings Limited (Stock Code: 404) up to 27 September 2019 (the shares of which were delisted on the Stock Exchange in December 2019), Glorious Sun Enterprises Limited (Stock Code: 393) up to 31 August 2019, Mingfa Group (International) Company Limited (Stock Code: 846) up to 23 April 2020, and Xi'an Haitiantian Holdings Co., Ltd (Stock Code: 8227) up to 23 July 2018, and he was also a non-executive director of Tianda Pharmaceuticals Limited (Stock Code: 455) up to 26 August 2021, China Shandong Hi-Speed Financial Group Limited (Stock Code: 412) up to 14 May 2020 and Green Leader Holdings Group Limited (Stock Code: 0061) up to 22 July 2019 and the shares of all of which are listed on the Stock Exchange. He was an independent non-executive director of each of Sunwah International Limited (Stock Code: SWH, a company listed on the Toronto Stock Exchange) up to 30 June 2021, Top Global Limited (Stock Code: BHO, a company previously listed on Singapore Exchange and privatized on 17 August 2021) up to 31 August 2021.

APPENDIX II DETAILS OF THE DIRECTORS FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Dr. Lam did not have any other major appointment and qualifications or directorship in other listed companies in the last three years. As at the Latest Practicable Date, Dr. Lam did not (i) hold other positions with the Company or other members of the Group; (ii) have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (having the meanings ascribed to them in the GEM Listing Rules); and (iii) hold any interest in any Shares within the meaning of Part XV of the SFO.

The Company and Dr. Lam entered into a letter of re-appointment in connection with his re-appointment as a non-executive Director for a term of two years commencing from 30 June 2021, which may be terminated by either party by giving one month's notice in writing. Pursuant to such letter of appointment, Dr. Lam is entitled to an annual director's fee of HK\$100,000, which was determined by reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions. Dr. Lam is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws and the GEM Listing Rules.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Dr. Lam that need to be brought to the attention of the Shareholders.

NOTICE OF AGM



National Arts Group Holdings Limited 國藝集團控股有限公司

*(Formerly known as National Arts Entertainment and Culture Group Limited
國藝娛樂文化集團有限公司)*

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8228)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of National Arts Group Holdings Limited (Formerly known as National Arts Entertainment and Culture Group Limited) (“**Company**”) will be held at 10:30 a.m. on Tuesday, 23 November 2021 at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong, to consider, and if thought fit, transact the following ordinary businesses:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”, each a “**Director**”) and the auditors of the Company for the year ended 31 December 2020.
2. To pass the following resolutions, each as a separate resolution:
 - (a) to re-elect Mr. Chow Kai Weng as a Director;
 - (b) to re-elect Mr. Ho Leung Ting as a Director;
 - (c) to re-elect Dr. Lam Lee G. as a Director; and
 - (d) to authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF AGM

ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares (“**Shares**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the laws of Bermuda and/or any other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the total number of issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the laws of Bermuda and/or other applicable laws to be held.”

NOTICE OF AGM

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued Shares in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any options granted under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

NOTICE OF AGM

shall not exceed the aggregate of:

- (aa) 20 per cent. of the number of issued Shares as at the date of the passing of this resolution; and
- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares as at the date of the passing of this resolution),

and the said approval shall be limited accordingly;

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the laws of Bermuda and/or other applicable laws to be held;

NOTICE OF AGM

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 in the notice convening the AGM (“**Notice**”), the general mandate referred to in the resolution numbered 5 in the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate referred to in the resolution numbered 4 in the Notice, provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue on the date of the passing of this resolution.”

Yours faithfully

On behalf of the Board

National Arts Group Holdings Limited

(Formerly known as

National Arts Entertainment and Culture Group Limited)

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

Chow Kai Weng

*Chairman, Executive Director
and Chief Executive Officer*

Hong Kong, 25 October 2021

NOTICE OF AGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:

Room 1514-1515, 15/F.
Seapower Tower, Concordia Plaza
No. 1 Science Museum Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

1. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. A proxy so appointed shall be entitled to exercise the same powers on behalf of such Shareholder.
2. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event, by 10:30 a.m. on Sunday, 21 November 2021 or not less than 48 hours before the time appointed for holding the adjourned AGM.
3. To ascertain the Shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 18 November 2021 to Tuesday, 23 November 2021, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, by 4:30 p.m. on Wednesday, 17 November 2021.
4. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed revoked.
5. Where there are joint holders of any Share, any one of such persons 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 be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. In compliance with the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of the Stock Exchange, all resolutions to be proposed at the AGM convened by this notice will be voted on by way of poll.
7. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF AGM

As at the date hereof, the Directors are as follows:

Chairman, Executive Director and Chief Executive Officer:

Mr. Chow Kai Weng

Executive Directors:

Mr. Cheng Wang Chun

Mr. Ho Leung Ting

Non-executive Director:

Dr. Lam Lee G.

Independent non-executive Directors:

Mr. Chui Chi Yun Robert

Mr. Li Kit Chee

Mr. Lam Kwok Hing Wilfred

This 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 the information contained in this notice 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 notice misleading.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the “Investor Relations” page of the Company’s website at www.nationalarts.hk.