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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Mi Ming Mart Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# MI MING MART HOLDINGS LIMITED

# 彌明生活百貨控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8473)**

**PROPOSALS FOR**

**(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS,**

**(2) DECLARATION OF FINAL DIVIDEND,**

**(3) RE-ELECTION OF RETIRING DIRECTORS,**

**(4) RE-APPOINTMENT OF AUDITORS,**

**(5) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,**

**(6) ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND**

**(7) NOTICE OF 2022 ANNUAL GENERAL MEETING**

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A notice convening the 2022 Annual General Meeting (“2022 AGM”) of Mi Ming Mart Holdings Limited to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 16 September 2022 at 11:00 a.m. is set out on pages 34 to 38 of this circular. A form of proxy for use at the 2022 AGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.mimingmart.com](http://www.mimingmart.com)).

Whether or not you are able to attend the 2022 AGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022), 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 not less than 48 hours before the time appointed for the 2022 AGM or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2022 AGM or any adjourned meeting if they so wish.

### PRECAUTIONARY MEASURES FOR THE 2022 AGM

Please see page 38 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the 2022 AGM, including:

- compulsory body temperature checks and health declarations
- compulsory wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment
- anyone subject to quarantine, with a flu like symptoms, who has had close contact with any person under quarantine or has travelled overseas within 14 days immediately before 2022 AGM would not be permitted to enter the venue

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine or has travelled overseas within 14 days immediately before 2022 AGM may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

This circular, together with a form of proxy, will remain in the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its publication and on the Company’s website at [www.mimingmart.com](http://www.mimingmart.com).

Hong Kong, 29 June 2022

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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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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

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

“2022 AGM”	the 2022 annual general meeting of the Company to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 16 September 2022, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 34 to 38 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended from time to time
“Close Associate(s)”	has the meaning as defined in the GEM Listing Rules
“Company”	Mi Ming Mart Holdings Limited (彌明生活百貨控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM (stock code 8473)
“Core connected person(s)”	has the meaning as defined in the GEM Listing Rules
“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 any Shares repurchased under the Share Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issuance Mandate
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$” and “HK cents”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the 2022 AGM as set out on pages 34 to 38 of this circular
“Latest Practicable Date”	22 June 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“Proposed Amendments”	the proposed amendments to the current Memorandum and Articles of Association as set out in Appendix III to this circular
“Second Amended and Restated Memorandum and Articles of Association”	the set of the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved for adoption by way of a special resolution at the 2022 AGM
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the 2022 AGM as set out on pages 34 to 38 of this circular
“Shareholder(s)”	the registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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# MI MING MART HOLDINGS LIMITED 彌明生活百貨控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8473)**

*Executive Directors:*

Ms. Yuen Mi Ming Erica  
*(Chairlady and Chief Executive Officer)*  
Ms. Yuen Mimi Mi Wahng

*Non-executive Directors:*

Mr. Cheung Siu Hon Ronald  
Mr. Lam Yue Yeung Anthony  
Mr. Wong Siu Ki

*Independent Non-executive Directors:*

Ms. Chan Sze Lai Celine  
Ms. Hung Yuen Wa  
Ms. Tsang Wing Yee

*Registered Office:*

Windward 3, Regatta Office Park  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*

16th Floor  
Guangdong Tours Centre  
18 Pennington Street  
Hong Kong

Hong Kong, 29 June 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR**  
**(1) ADOPTION OF AUDITED CONSOLIDATED**  
**FINANCIAL STATEMENTS AND**  
**REPORTS OF DIRECTORS AND AUDITORS,**  
**(2) DECLARATION OF FINAL DIVIDEND,**  
**(3) RE-ELECTION OF RETIRING DIRECTORS,**  
**(4) RE-APPOINTMENT OF AUDITORS,**  
**(5) GENERAL MANDATES TO REPURCHASE SHARES AND**  
**TO ISSUE SHARES,**  
**(6) ADOPTION OF THE SECOND AMENDED AND RESTATED**  
**MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**AND**  
**(7) NOTICE OF 2022 ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to give you notice of the 2022 AGM, to provide you with information regarding the (i) the adoption of audited consolidated financial statements and the reports of the Directors and the Auditors; (ii) the proposed declaration of final dividend for the year ended 31 March 2022; (iii) the proposed re-election of the retiring Directors; (iv) the proposed re-appointment of the Auditors of the Company; (v) the proposed renewal of the general mandates to issue and allot Shares and to repurchase Shares; (vi) the proposed adoption of the Second Amended and Restated Memorandum and Articles and Association; and (vii) to seek your approval of the resolutions relating to these matters at the 2022 AGM.

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## LETTER FROM THE BOARD

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### 2. RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2022

The audited consolidated financial statements of the Company for the year ended 31 March 2022 together with the Reports of the Directors and the Auditors, are set out in the 2021/22 annual report which will be sent to the Shareholders on 29 June 2022. The 2021/22 annual report may then be viewed and downloaded from the Company's website ([www.mimingmart.com](http://www.mimingmart.com)) and the Hong Kong Exchanges and Clearing Limited's website ([www.hkexnews.hk](http://www.hkexnews.hk)). The audited consolidated financial statements have been reviewed by the Audit Committee of the Company.

### 3. RESOLUTION (2) DECLARATION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 MARCH 2022

The Board is pleased to announce that at a Board meeting held on 20 June 2022, resolutions have been passed to recommend (subject to the approval by the Shareholders at the 2022 AGM) the payment of a final dividend for the year ended 31 March 2022 of HK0.6 cent per Share, with an aggregate amount of approximately HK\$6.7 million.

The proposed final dividend (if approved by the Shareholders in the 2022 AGM) is expected to be distributed on Monday, 31 October 2022, to the Shareholders whose names appear on the Company's register of members on Friday, 7 October 2022, being the record date for determination of entitlements of the final dividend.

### 4. RESOLUTION (3) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Ms. Yuen Mi Ming Erica, Ms. Yuen Mimi Mi Wahng, Mr. Cheung Siu Hon Ronald, Mr. Lam Yue Yeung Anthony, Mr. Wong Siu Ki, Ms. Chan Sze Lai Celine, Ms. Hung Yuen Wa and Ms. Tsang Wing Yee.

According to Article 108(a) of the Articles of Association of the Company provides that at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. Accordingly, Mr. Cheung Siu Hon Ronald ("**Mr. Cheung**"), Mr. Lam Yue Yeung Anthony ("**Mr. Lam**") and Ms. Tsang Wing Yee ("**Ms. Tsang**") shall retire by rotation at the 2022 AGM and being eligible, offer themselves for re-election.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2022 AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to gender, age, nationality, cultural and educational background, skills and professional experience, with due regard for the benefits of diversity as set out under the diversity policy of the Company.



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## LETTER FROM THE BOARD

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In recommending each of Mr. Cheung, Mr. Lam and Ms. Tsang to stand for re-election as a Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Cheung obtained a Bachelor's Degree of Arts in Hotel and Hospitality Management from the University of Strathclyde in July 2005 and a Master's Degree of Physical Education from the Beijing Sport University in the People's Republic of China in June 2012. From January 2015 to October 2021, Mr. Cheung joined Shun Sang (H.K.) Company Limited and he was responsible for managing the distribution of two renowned brands of children's toy products and executing promotion plans and events in relation to these two brands in Hong Kong and Macau.
- (b) Mr. Lam obtained a Bachelor's Degree of Arts from the University of British Columbia in Canada in November 1998 and a Master's Degree of Business Administration from the University of Strathclyde in the United Kingdom in June 2004. Mr. Lam was the chief executive officer of Hong Kong New Media Limited, a company which mainly operated an internet radio station, where he was mainly responsible for the overall strategic planning and supervising the business operation of the company.
- (c) Ms. Tsang is a Chartered Financial Analyst Charterholder, a member of the Hong Kong Institute of Certified Public Accounts and a fellow member of the Association of Chartered Certified Accountants. She has been a licensed person under the SFO permitted to carry out type 6 (advising on corporate finance) regulated activity as defined under the SFO since August 2003. Ms. Tsang obtained a Bachelor's Degree in Business Administration from the University of Hong Kong and a Master's Degree in Financial Management from the University of London. Ms. Tsang has over 15 years of experience in the field of corporate finance.

The Nomination Committee considered that in view of their diverse and different educational background and experience, the appointment of Mr. Cheung, Mr. Lam and Ms. Tsang as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the INEDs. All the INEDs of the Company satisfied the Independence Guidelines set out in Rule 5.09 of the GEM Listing Rules and each has provided to the Company an annual written confirmation of her independence.

The biographical details of the abovementioned Directors proposed to be re-elected at the 2022 AGM are set out in Appendix 1 to this circular.

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## **LETTER FROM THE BOARD**

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### **5. RESOLUTION (4) RE-APPOINTMENT OF AUDITORS**

Grant Thornton Hong Kong Limited will retire as the Auditors of the Company at the 2022 AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Grant Thornton Hong Kong Limited as the Auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **6. RESOLUTION (5) GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the 2021 annual general meeting of the Company held on 10 September 2021, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the 2022 AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the 2022 AGM to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the 2022 AGM as set out on pages 34 to 38 of this circular. Subject to the passing of the proposed resolution granting the Share Buy-back Mandate to the Directors and on the basis that no Shares will be issued and repurchased by the Company between the Latest Practicable Date and the 2022 AGM, the Company will be allowed under the Share Buy-back Mandate to repurchase a maximum 112,000,000 Shares. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **7. RESOLUTION (6) GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the 2021 annual general meeting of the Company held on 10 September 2021, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the 2022 AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the 2022 AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the 2022 AGM as set out on pages 34 to 38 of this circular.

As at the Latest Practicable Date, a total of 1,120,000,000 shares were in issue. Subject to the passing of the proposed resolution granting the Issuance Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the 2022 AGM, the Company will be allowed under the Issuance Mandate to issue a maximum of 224,000,000 Shares. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the 2022 AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

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## LETTER FROM THE BOARD

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### **8. RESOLUTION (7) GRANTING OF EXTENSION MANDATE**

In addition, subject to the passing of the resolutions to grant the Issuance Mandate and the Share Buy-back Mandate, an ordinary resolution will be proposed at the 2022 AGM to authorise the Directors to extend the Issuance Mandate to allot and issue Shares by an amount of Shares representing the aggregate nominal value of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Share Buy-back Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Share Buy-back Mandate.

The Issuance Mandate and the Share Buy-back Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2022 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Cayman Companies Act or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

### **9. RESOLUTION (8) PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 21 June 2022 in relation to the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association.

The Stock Exchange has recently announced various amendments to the GEM Listing Rules to implement the proposals under the “Consultation Conclusion Paper on Listing Regime for Overseas Issuers” published on 19 November 2021. The amendments to the GEM Listing Rules have already taken effect from 1 January 2022 and include the introduction of the Core Shareholder Protection Standards that will apply to all listed issuers to provide the same level of protection to all investors.

To conform with the Core Shareholder Protection Standards, the Board proposes that the Company adopts the Second Amended and Restated Memorandum and Articles of Association incorporating the Proposed Amendments to conform with the Core Shareholder Protection Standards.

The Board proposes that the Company adopts the Second Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the current Memorandum and Articles of Association. Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the GEM Listing Rules and are not inconsistent with the Cayman Islands laws. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Stock Exchange.

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## LETTER FROM THE BOARD

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The Proposed Amendments are prepared in the English language and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese translation of the Proposed Amendments, the English version shall prevail. The proposed adoption of the Second Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the 2022 AGM.

### **10. 2022 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the 2022 AGM is set out on pages 34 to 38 of this circular.

A form of proxy for use at the 2022 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.mimingmart.com](http://www.mimingmart.com)). To be valid, the form of proxy must be completed and signed 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 that power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022), 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 not less than 48 hours before the time appointed for the 2022 AGM or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2022 AGM if you so wish.

### **11. VOTING AT THE 2022 ANNUAL GENERAL MEETING**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company 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. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2022 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2022 AGM will be made by the Company after the 2022 AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### **12. RECOMMENDATION**

The Directors consider that the proposed declaration of final dividend for the year ended 31 March 2022, the proposed re-election of retiring Directors, the appointment of Auditors, the granting of the Share Buy-back Mandate, the Issuance Mandate, the Extension Mandate and the adoption of the Second Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all relevant resolutions to be proposed at the 2022 AGM.

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## LETTER FROM THE BOARD

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### 13. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the 2022 AGM will be closed from Tuesday, 13 September 2022 to Friday, 16 September 2022, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the 2022 AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022), not later than 4:30 p.m. on Friday, 9 September 2022.

### 14. RESPONSIBILITY OF DIRECTORS

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.

### 15. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

### 16. LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**Mi Ming Mart Holdings Limited**  
**Yuen Mi Ming Erica**  
*Chairlady, Chief Executive Officer  
and Executive Director*

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**APPENDIX I                      BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2022 AGM**

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The following are the biographical details of the Directors who will retire at the 2022 AGM and being eligible, offer themselves for re-election at the 2022 AGM.

**(1) MR. CHEUNG SIU HON RONALD**

**Mr. Cheung Siu Hon Ronald (張肇漢)** (“Mr. Cheung”), aged 42, was appointed as a Non-executive Director on 11 January 2017. He is responsible for providing strategic advice to the operation of our retail stores. Mr. Cheung is the spouse of Ms. Yuen Mimi Mi Wahng, son-in-law of Ms. Ying Ka Kwok Tania and brother-in-law of Ms. Yuen Mi Ming Erica and Mr. Lam Yue Yeung Anthony. Save as disclosed above, Mr. Cheung does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

Between September 2008 and March 2010, Mr. Cheung was the project officer of East Asian Games (Hong Kong) Limited, where he was responsible for the preparation and organisation of a number of competition events for the 2009 East Asian Games. He joined Crumbs, a frozen yogurt chain in Hong Kong in December 2009 as operation manager where he was responsible for managing the daily operation of the company and establishing operation procedures. From January 2015 to October 2021, Mr. Cheung joined Shun Sang (H.K.) Company Limited with his last position as an assistant sales manager, where he was responsible for managing the distribution of two renowned brands of children’s toy products and executing promotion plans and events in relation to these two brands in Hong Kong and Macau.

Mr. Cheung obtained a Bachelor’s Degree of Arts in Hotel and Hospitality Management from the University of Strathclyde in July 2005 and a Master’s Degree of Physical Education from the Beijing Sport University in the People’s Republic of China in June 2012.

Mr. Cheung has entered into a letter of appointment with the Company for an initial term of three years commencing on 12 February 2018. On 12 February 2021, Mr. Cheung has entered into another letter of appointment to renew his appointment for a term of three years commencing from 12 February 2021, subject to retirement by rotation and eligible for re-election pursuant to the Articles of Association and the termination provisions of the letter of appointment. The amount of remuneration paid to Mr. Cheung for the year ended 31 March 2022 is set out in note 10 to the consolidated financial statements for the year ended 31 March 2022 contained in the Company’s 2021/22 Annual Report. Such remuneration will be reviewed annually by the Board and by the Remuneration Committee annually.

Mr. Cheung has not in the last three years held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas. As Mr. Cheung is the spouse of Ms. Yuen Mimi Mi Wahng, hence he is deemed to be interested in 47,000,000 Shares in which Ms. Yuen Mimi Mi Wahng is interested by virtue of the SFO (representing 4.2% of the aggregate number of Shares in issue). Save as disclosed above, Mr. Cheung is not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information which is discloseable nor is/was Mr. Cheung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Mr. Cheung that need to be brought to the attention of the Shareholders.

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**APPENDIX I            BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2022 AGM**

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**(2)    MR. LAM YUE YEUNG ANTHONY**

**Mr. Lam Yue Yeung Anthony** (林雨陽) (“Mr. Anthony Lam”), aged 45, was appointed as a Non-executive Director on 11 January 2017. He is responsible for providing strategic advice to our Group, developing and implementing marketing strategy. Mr. Lam is the spouse of Ms. Yuen Mi Ming Erica, son-in-law of Ms. Ying Ka Kwok Tania and brother-in-law of Ms. Yuen Mimi Mi Wahng and Mr. Cheung Siu Hon Ronald. Save as disclosed above, Mr. Lam does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Lam has over 10 years of experience in the fields of media and communication. From 1998 to 2004, Mr. Lam had served two broadcasting companies in Hong Kong, where he was responsible for producing radio commercials and hosting radio programmes. Between 2012 and 2016, Mr. Lam was the chief executive officer of Hong Kong New Media Limited, a company which mainly operated an internet radio station, where he was mainly responsible for the overall strategic planning and supervising the business operation of the company. Since November 2000, Mr. Lam has been a shareholder and a director of Woods (Hong Kong) Limited, a company incorporated in Hong Kong which provides curriculum development and enhancement to kindergarten and primary school students. Since June 2015, Mr. Lam has been the director of Garden by the Woods Limited, a company which is principally engaged in the business of online marketing and video production.

Mr. Lam obtained a Bachelor’s Degree of Arts from the University of British Columbia in Canada in November 1998 and a Master’s Degree of Business Administration from the University of Strathclyde in the United Kingdom in June 2004.

Mr. Lam has entered into a letter of appointment with the Company for an initial term of three years commencing on 12 February 2018. On 12 February 2021, Mr. Lam has entered into another letter of appointment to renew his appointment for a term of three years commencing from 12 February 2021, subject to retirement by rotation and eligible for re-election pursuant to the Articles of Association and the termination provisions of the letter of appointment. The amount of remuneration paid to Mr. Lam for the year ended 31 March 2022 is set out in note 10 to the consolidated financial statements for the year ended 31 March 2022 contained in the Company’s 2021/22 Annual Report. Such remuneration will be reviewed annually by the Board and by the Remuneration Committee annually.

Mr. Lam has not in the last three years held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas. As Mr. Lam is the spouse of Ms. Yuen Mi Ming Erica, hence he is deemed to be interested in 542,000,000 Shares in which Ms. Yuen Mi Ming Erica is interested by virtue of the SFO (representing 48.4% of the aggregate number of Shares in issue). Save as disclosed above, Mr. Lam is not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information which is discloseable nor is/was Mr. Lam involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Mr. Lam that need to be brought to the attention of the Shareholders.

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**APPENDIX I            BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2022 AGM**

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**(3)    MS. TSANG WING YEE**

**Ms. Tsang Wing Yee (曾詠儀)** (“Ms. Tsang”), aged 50, was appointed as an Independent Non-executive Director on 23 January 2018. She is also the chairlady of the Audit Committee.

Ms. Tsang is a Chartered Financial Analyst Charterholder, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. She has been a licensed person under the Securities and Futures Ordinance (the “SFO”) permitted to carry out type 6 (advising on corporate finance) regulated activity as defined under the SFO since August 2003. Ms. Tsang has over 15 years of experience in the field of corporate finance.

Ms. Tsang obtained a Bachelor’s Degree in Business Administration from The University of Hong Kong in November 1993 and a Master’s Degree of Science in Financial Management from The University of London in December 1998.

Ms. Tsang has entered into a letter of appointment with the Company for an initial term of three years commencing on 12 February 2018. On 12 February 2021, Ms. Tsang has entered into another letter of appointment to renew her appointment for a term of three years commencing from 12 February 2021, subject to retirement by rotation and eligible for re-election pursuant to the Articles of Association and the termination provisions of the letter of appointment. The amount of remuneration paid to Ms. Tsang for the year ended 31 March 2022 is set out in note 10 to the consolidated financial statements for the year ended 31 March 2022 contained in the Company’s 2021/22 Annual Report. Such remuneration will be reviewed annually by the Board and by the Remuneration Committee annually.

Ms. Tsang has not in the last three years held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Tsang is neither connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does she have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO as at the Latest Practicable Date.

There is no information which is discloseable nor is/was Ms. Tsang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Ms. Tsang that need to be brought to the attention of the Shareholders.



The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2022 AGM in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,120,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the 2022 AGM in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2022 AGM, i.e. being 1,120,000,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 112,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the 2022 AGM.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorized by the Articles of Association and subject to the Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorized by the Articles of Association and subject to Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The Shares so repurchased will be treated as cancelled but the aggregate amount of authorized share capital will not be reduced.

The Company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the GEM Listing Rules.

**4. IMPACT OF SHARE BUY-BACK**

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 2021/22 annual report of the Company for the year ended 31 March 2022) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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. DIRECTORS, THEIR CLOSE ASSOCIATES AND CONNECTED PERSONS**

As at the Latest Practicable Date, to the best of their knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their close associate(s) has any present intention, in the event that the Share Buy-back Mandate is approved by Shareholders and exercised, to sell any of their Shares to the Company pursuant to the Share Buy-back Mandate.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Company is authorized to make repurchases of the Shares.

**6. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the GEM during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2021</b>		
April	0.365	0.265
May	0.490	0.255
June	0.305	0.265
July	0.280	0.245
August	0.275	0.245
September	0.250	0.232
October	0.241	0.232
November	0.285	0.231
December	0.248	0.230
<b>2022</b>		
January	0.245	0.220
February	0.236	0.200
March	0.209	0.170
April	0.191	0.178
May	0.183	0.180
June ( <i>up to the Latest Practicable Date</i> )	0.190	0.180

## 7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Rule 32 of Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Approximate% of the issued share capital before a possible exercise of the Share Buy-back Mandate" while the respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Share Buy-back Mandate to be proposed at the 2022 AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the 2022 AGM) is shown under the column "Approximate% of the issued share capital should the Share Buy-back Mandate be exercised in full":

Name of Shareholder	Number of Shares Held	Approximate% of the issued share capital before a possible exercise of the Share Buy-back Mandate	Approximate% of the issued share capital should the Share Buy-back Mandate be exercised in full
Prime Era Holdings Limited (" <b>Prime Era</b> ") (Note 1)	542,000,000	48.39%	53.77%
Yuen Mi Ming Erica (" <b>Erica</b> ") (Note 1)	542,000,000	48.39%	53.77%
Lam Yue Yeung Anthony (" <b>Anthony</b> ") (Note 2)	542,000,000	48.39%	53.77%
Ying Ka Kwok Tania (" <b>Tania</b> ")	244,530,000	21.83%	24.26%

The above are calculated based on 1,120,000,000 shares in issue as at the Latest Practicable Date.

## Notes:

- 542,000,000 Shares held by Prime Era, a company wholly owned by Erica, in which Erica is deemed to be interested under the SFO.
- Anthony is the spouse of Erica and is deemed, or taken to be, interested in the Shares in which Erica has interest under the SFO.

On the basis of the shareholding held by the Shareholders named above, an exercise of the Share Buy-back Mandate in full will result in Prime Era, Erica and Anthony becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code and the public holding of Shares would be reduced below 25% of the issued share capital of the Company. However, the Directors do not intend to exercise the power to Repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Moreover, the Directors will not exercise the Buy-back Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

#### **9. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Share Buy-back Mandate in accordance with the GEM Listing Rules, the Articles of Association and all applicable laws of the Cayman Islands.

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**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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The following are the changes to the current Memorandum and Articles of Association introduced by the Second Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the Second Amended and Restated Memorandum and Articles of Association.

All capitalized terms in the proposed amendments contained in this Appendix are terms defined in the current Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the current Memorandum and Articles of Association.

Clause	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Memorandum of Association)	Remarks
2	The registered office will be <del>situatesituated</del> at the offices of <del>Estera Ocorian Trust (Cayman) Limited, PO Box 1350, Clifton House, 75 Fort Street, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands</del> or at such other place in the Cayman Islands as the Directors may from time to time decide.	
5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies <del>Law</del> Act (as revised), it shall have the power, subject to the provisions of the Cayman Islands Companies <del>Law</del> Act (as revised) and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
1(a)	Table “A” of the Companies <del>Law</del> Act (as revised) shall not apply to the Company.	
1(b)	<p><b>Companies <del>Law</del>Act:</b> means the Companies <del>Law</del>Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p><b>Listing Rules:</b> shall mean the Rules Governing the Listing of Securities on the <del>Growth Enterprise Market</del>GEM of The Stock Exchange of Hong Kong Limited (as amended from time to time);</p> <p><b>Registered Office:</b> means the registered office of the Company for the time being as required by the Companies <del>Law</del>Act;</p> <p><b>Relevant Period:</b> means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time <del>listing</del>trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p>	
1(c)(iii)	subject to the foregoing provisions of this Article, any words or expressions defined in the Companies <del>Law</del> Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and	
1(d)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting <u>held in accordance with these Articles and</u> of which notice specifying the intention to propose the resolution as a special resolution has been duly given.	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article</b>	<b>Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
1(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of <u>the votes cast by</u> such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles <del>and of which not less than 14 days' notice has been duly given.</del>	
5(a)	If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated either (i) with the consent in writing of the holders of <del>not less than ¾ in nominal value</del> <u>at least three-fourths of the issued voting rights of the Shares of that class present and voting in person (or in the case of any Shareholder being a corporation, by its duly authorised representatives) and/or proxy</u> or (ii) with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.	
8	Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies Law Act and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article</b>	<b>Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
11(a)	All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Companies Law Act, if and so far as such provisions may be applicable thereto.	
12(a)	The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies Law Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.	
12(b)	If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies Law Act, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.	
13(d)	sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Law Act, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;	



**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
15(a)	<p>Subject to the Companies <del>Law</del>Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.</p>	
15(b)	<p>Subject to the provisions of the Companies <del>Law</del>Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>	
17(a)	<p>The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies <del>Law</del>Act.</p>	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article</b>	<b>Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
17(b)	Subject to the provisions of the Companies <del>Law</del> <u>Act</u> , if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.	
17(c)	During the Relevant Period (except when the Register is closed <u>in accordance with the Companies Ordinance</u> ), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.	
17(d)	The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine <u>(or such longer period as the Shareholders may by Ordinary Resolution determine, provided that such period shall not extended beyond 60 days in any year)</u> .	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
18(a)	<p>Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies <del>Law</del>Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>	
39	<p>Subject to the Companies <del>Law</del>Act, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.</p>	
41(c)	<p>Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Companies <del>Law</del>Act.</p>	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article</b>	<b>Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
62	<p>At all times during the Relevant Period <del>other than the year of the Company's adoption of these Articles</del>, the Company shall in each <u>financial year</u> hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; <del>and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next.</del> The annual general meeting shall be held <u>within six Months after the end of the Company's financial year and in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint.</u> A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>	
64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the <del>paid-up</del><u>voting rights (on a one vote per share basis) in the capital of the Company</u> <del>having the right of voting at general meetings.</del> Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board <u>and adding resolutions to the agenda of the meeting</u> for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.</p>	
65(b)	<p>in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all <del>members</del><u>Shareholders</u> of the Company.</p>	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
67	(a) <del>(a)</del> All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:	Re-number Article (a) (a) as Article 67
67A	<u>All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>	
92(b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders <u>or at any creditors' meeting</u> provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote <del>individually on a show of hands</del> <u>and the right to speak</u> .	
96	The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies <del>Law</del> <u>Act</u> .	
104(b)	Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies <del>Law</del> <u>Act</u> , the Company shall not directly or indirectly:	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article</b>	<b>Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
112	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy <u>or as an addition to the existing Board</u> shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. <del>Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</del> Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>	
113	<p>No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director <u>signed by a Shareholder</u> and notice in writing <u>signed</u> by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. <u>The Company shall include the particulars of such proposed person for election as a Director in an announcement or a supplementary circular, and shall give the Shareholders at least seven days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election.</u> The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.</p>	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article</b>	<b>Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
116	The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Companies Law Act, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.	
119	The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies Law Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies Law Act with regard to the registration of mortgages and charges as may be specified or required.	
127	The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies Law Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Law Act and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	
144	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies Law Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
145	The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies <del>Law</del> Act and these Articles, together with such other duties as may from time to time be prescribed by the Board.	
146	A provision of the Companies <del>Law</del> Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.	
147(a)	Subject to the Companies <del>Law</del> Act, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.	
153(a)	The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies <del>Law</del> Act) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.	



**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article</b>	<b>Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
153(b)	<p>Subject to the Companies <u>Law Act</u>, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.</p>	
154	<p>Subject to the Companies <u>Law Act</u> and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.</p>	
156(a)	<p>No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies <u>Law Act</u>.</p>	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
156(b)	Subject to the provisions of the Companies <u>LawAct</u> but without prejudice to paragraph 0 of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.	
171	The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Companies <u>LawAct</u> .	
172	The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies <u>LawAct</u> necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. <u>The financial year end of the Company shall be 31 March in each calendar year or as otherwise determined by the Board.</u>	
174	No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies <u>LawAct</u> or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article</b>	<b>Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
176(a)	<p>The <del>Company shall at each annual general meeting</del> Shareholders may by <u>Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by <del>or on the authority of the Company</del> <u>the Shareholders in the annual</u> general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board <u>by Ordinary Resolution</u> in such manner as the Shareholders may determine.</p>	
176(b)	<p>The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <u>Special Ordinary Resolution</u> at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>	
180(a)	<p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies <u>Law Act</u> and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>	

**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
180(b)	Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Law Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.	
188	Subject to the Companies Law Act, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.	
190	If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies Law Act, divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.	
195	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies Law Act:	

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**APPENDIX III                      CHANGES INTRODUCED BY THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Article</b>	<b>Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
196	The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies Law Act:	

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## NOTICE OF 2022 AGM

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# MI MING MART HOLDINGS LIMITED

# 彌明生活百貨控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8473)**

Notice is hereby given that the 2022 Annual General Meeting (“**2022 AGM**”) of Mi Ming Mart Holdings Limited (the “**Company**”) will be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 16 September 2022, at 11:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To adopt the audited consolidated financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 March 2022.
2. That a final dividend of HK0.6 cent per share be paid to the shareholders whose names appear on the register of members of the Company on Friday, 7 October 2022.
3. To re-elect, each as a separate resolution, the following Directors and to fix the Directors’ remuneration:
  - (a) Mr. Cheung Siu Hon Ronald as a Non-executive Director of the Company;
  - (b) Mr. Lam Yue Yeung Anthony as a Non-executive Director of the Company;
  - (c) Ms. Tsang Wing Yee as an Independent Non-executive Director of the Company; and
  - (d) To authorize the Board of Directors of the Company to fix the respective Directors’ remuneration.
4. To re-appoint Grant Thornton Hong Kong Limited as Auditors of the Company and to authorize the Board of Directors of the Company to fix the Auditors’ remuneration.
5. 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, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws and the requirements of the Securities and Future Commission, the Companies Act of the Cayman Islands and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF 2022 AGM

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- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) 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
  - (c) 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
      - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
6. 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, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
  - (b) the mandate in paragraph (a) above shall authorize the Directors of the Company to make or grant offers, agreements and options 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 allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
    - (i) a Rights Issue (as defined below);
    - (ii) the exercise of options under a share option scheme of the Company; and
    - (iii) any scrip dividend scheme 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,

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## NOTICE OF 2022 AGM

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shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) 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

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. 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 set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of 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 the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”



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## NOTICE OF 2022 AGM

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8. As special business to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

### SPECIAL RESOLUTION

“**THAT** the second amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to this meeting marked “A” for identification purpose and signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the current memorandum and articles of association of the Company with immediate effect after the close of this meeting and that the Directors of the Company be and are hereby authorized to do all things necessary to implement the adoption of the Second Amended and Restated Memorandum and Articles of Association.”

By Order of the Board  
**Mi Ming Mart Holdings Limited**  
**Yuen Mi Ming Erica**  
*Chairlady, Chief Executive Officer  
and Executive Director*

Hong Kong, 29 June 2022

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the 2022 AGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order 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 certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022), 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 not less than 48 hours before the time appointed for the 2022 AGM or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the 2022 AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the 2022 AGM, the Register of Members of the Company will be closed from Tuesday, 13 September 2022 to Friday, 16 September 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2022 AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022), for registration not later than 4:30 p.m. on Friday, 9 September 2022.

The proposed final dividend is subject to the approval of the shareholders at the 2022 AGM. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 6 October 2022 to Friday, 7 October 2022, both dates inclusive, during which no transfer of shares will be effected. To qualify for the proposed final dividend, if approved at the 2022 AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Wednesday, 5 October 2022.

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## NOTICE OF 2022 AGM

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5. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 9:00 a.m. on Friday, 16 September 2022, the 2022 AGM will not be held on Friday, 16 September 2022. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.mimingmart.com](http://www.mimingmart.com)) to notify Shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Executive Directors of the Company are Ms. Yuen Mi Ming Erica (Chairlady) and Ms. Yuen Mimi Mi Wahng, the Non-executive Directors are Mr. Cheung Siu Hon Ronald, Mr. Lam Yue Yeung Anthony and Mr. Wong Siu Ki and the Independent Non-executive Directors are Ms. Chan Sze Lai Celine, Ms. Hung Yuen Wa and Ms. Tsang Wing Yee.*

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the 2022 AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Compulsory for each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the 2022 AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions would be denied entry into the meeting venue.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at [corporate@mimingmart.com](mailto:corporate@mimingmart.com). If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

**Tricor Investor Services Limited**

Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong (before 15 August 2022) or  
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022)

Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

HK Tel: (852) 2980 1333

During business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public Holidays)