

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Max Sight Group Holdings Limited**, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of The Stock Exchange of Hong Kong Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Max Sight Photo
名仕快相
Max Sight Group Holdings Limited
名仕快相集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8483)

**PROPOSAL FOR DECLARATION AND
PAYMENT OF INTERIM DIVIDEND OUT OF
THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of Max Sight Group Holdings Limited to be held at The Hong Kong General Chamber of Commerce, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 1 September 2023 at 2:30 p.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of Extraordinary General Meeting (i.e. before 2:30 p.m. on Wednesday, 30 August 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjournment thereof) if they so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of publication and on the website of the Company at www.maxsightgroup.com.

No refreshments or beverages, and corporate gifts or gift coupons will be provided at the Extraordinary General Meeting.

10 August 2023

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, supplemented and otherwise modified from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands, as amended or supplemented from time to time
“Company”	Max Sight Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on GEM
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at The Hong Kong General Chamber of Commerce, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 1 September 2023 at 2:30 p.m., or any adjournment thereof and notice of which is set out on pages 7 to 8 of this circular
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interim Dividend”	the proposed interim dividend of HK\$0.00375 per Share as recommended by the Board
“Latest Practicable Date”	4 August 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately HK\$53,083,000 as at 30 June 2023 based on the unaudited consolidated financial statements of the Company as at that date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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名仕快相
Max Sight Group Holdings Limited
名仕快相集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8483)

Executive Directors:

Mr. Chan Wing Chai, Jamson (*Chairman*)
Mr. Chan Tien Kay, Timmy (*Chief Executive Officer*)
Dr. Chan Wing Lok, Brian

Non-executive Director:

Mr. Riccardo Costi

Independent Non-executive Directors:

Mr. Ngai James
Mr. Hui Chi Kwan
Mr. Kwok Tsun Wa

Registered office:

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

*Head office and principal place of
business in Hong Kong:*

14th Floor, McDonald's Building
48 Yee Wo Street
Causeway Bay
Hong Kong

10 August 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR DECLARATION AND
PAYMENT OF INTERIM DIVIDEND OUT OF
THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the Extraordinary General Meeting for the proposed declaration and approval of the payment of Interim Dividend for the six months ended 30 June 2023 out of the Share Premium Account; and to give you notice of the Extraordinary General Meeting at which resolution will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

A notice convening the Extraordinary General Meeting is set out on pages 7 to 8 of this circular.

LETTER FROM THE BOARD

PROPOSAL FOR DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As announced by the Company in its announcement dated on Thursday, 10 August 2023 regarding the unaudited interim results of the Group for the six months ended 30 June 2023, the Board recommended the payment of the Interim Dividend of HK\$0.00375 per Share, subject to the approval of Shareholders at the Extraordinary General Meeting by way of an ordinary resolution. The Interim Dividend is intended to be paid entirely out of the Share Premium Account pursuant to the Articles of Association and in accordance with the Cayman Companies Act.

As at 30 June 2023, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account amounted to approximately HK\$53,083,000. The Board proposed to use an amount of approximately HK\$3,000,000 standing to the credit of the Share Premium Account for the payment of the Interim Dividend. Following the payment of the Interim Dividend on the basis of 800,000,000 Shares in issue as at the Latest Practicable Date, there will be a remaining balance of approximately HK\$50,083,000 standing to the credit of the Share Premium Account.

Conditions of the payment of the Interim Dividend out of the Share Premium Account

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the Interim Dividend out of the Share Premium Account pursuant to the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its liabilities as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If such conditions are not satisfied, the Interim Dividend will not be paid.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about Friday, 22 September 2023 to the qualifying Shareholders whose names appear on the register of members of the Company on Monday, 11 September 2023.

Reasons for payment of the Interim Dividend out of the Share Premium Account

The Board considers it unnecessary to maintain the Share Premium Account at its current level. In recognition of the Shareholders' support, the Directors consider that the declaration and payment of the Interim Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

Save for the immaterial expenses incurred as a result of the payment of the Interim Dividend, the Board believes that the payment of the Interim Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, 29 August 2023 to Friday, 1 September 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending at the Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 28 August 2023.

For the purpose of determining Shareholders' entitlement to receive the Interim Dividend, the register of members of the Company will be closed from Friday, 8 September 2023 to Monday, 11 September 2023 (both days inclusive), during which period no transfers of Shares will be registered. In order to qualify for receiving the Interim Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 7 September 2023.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Set out on pages 7 to 8 of this circular is the notice of the Extraordinary General Meeting containing, inter alia, ordinary resolution in relation to proposed declaration and payment of the Interim Dividend out of the Share Premium Account.

FORM OF PROXY

A form of proxy is enclosed for use at the Extraordinary General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Extraordinary General Meeting (i.e. before 2:30 p.m. on Wednesday, 30 August 2023) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Extraordinary General Meeting, 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 resolution set out in the notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

RECOMMENDATION

The Directors consider that the proposed resolution for the proposed declaration and payment of the Interim Dividend out of the Share Premium Account is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the Extraordinary General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating 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.

Yours faithfully
By order of the Board
Max Sight Group Holdings Limited
Chan Wing Chai, Jamson
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

Max Sight Photo
名仕快相
Max Sight Group Holdings Limited
名仕快相集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8483)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Max Sight Group Holdings Limited (the “**Company**”) will be held at The Hong Kong General Chamber of Commerce, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong (the “**Venue**”) on Friday, 1 September 2023 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTION

1. (a) the declaration and payment of an interim dividend of HK\$0.00375 per ordinary share out of the share premium account of the Company (the “**Interim Dividend**”) to the shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors (the “**Directors**”) of the Company for determining the entitlements to the Interim Dividend be and is hereby approved; and
- (b) the Directors be and are hereby authorised to take such action, do such things and execute such further documents as the Directors may at their absolute discretion consider necessary or desirable for the purpose of or in connection with the payment of the Interim Dividend.

By order of the Board
Max Sight Group Holdings Limited
Chan Wing Chai, Jamson
Chairman and Executive Director

Hong Kong, 10 August 2023

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
14th Floor, McDonald’s Building
48 Yee Wo Street
Causeway Bay
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (i.e. before 2:30 p.m. on Wednesday, 30 August 2023) or any adjournment thereof. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- (iii) The register of members of the Company will be closed from Tuesday, 29 August 2023 to Friday, 1 September 2023, both days inclusive, in order to determine the eligibility of Shareholders to attend the Extraordinary General Meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 28 August 2023.
- (iv) The register of members of the Company will be closed from Friday, 8 September 2023 to Monday, 11 September 2023, both days inclusive, in order to determine the entitlements of the Shareholders to receive the Interim Dividend, during which period no transfer of shares will be effected. In order to qualify for receiving the proposed Interim Dividend, which is subject to satisfaction of certain conditions, all transfers accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 7 September 2023.
- (v) Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof: in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (vi) If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by a super typhoon or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the Extraordinary General Meeting, the Extraordinary General Meeting will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the website of the Company at www.maxsightgroup.com and the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the adjourned meeting.

The Extraordinary General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.