
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, 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 of AMVIG Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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AMVIG HOLDINGS LIMITED
澳科控股有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2300)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Room 601-602, 6th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 18 June 2020 at 3:00 p.m. is set out on pages 15 to 19 of this circular.

A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and on the website of the Company at www.amvig.com.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* For identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
General Mandate and Repurchase Mandate	4
Re-election of Directors	5
Action to be taken	7
Recommendation	7
Appendix I – Explanatory statement	8
Appendix II – Details of Directors proposed to be re-elected at the AGM	11
Notice of AGM	15

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, and the proposed re-election of Directors
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an Article of the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	AMVIG Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue at the date of the passing of such resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



AMVIG HOLDINGS LIMITED

澳科控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2300)

Non-executive Chairman:

Mr. Chan Chew Keak, Billy

Executive Directors:

Mr. Ge Su (*Chief Executive Officer*)

Mr. Liu Shun Fai

Non-executive Directors:

Mr. Jerzy Czubak

Mr. Michael Casamento

Independent non-executive Directors:

Mr. Au Yeung Tin Wah, Ellis

Mr. Oh Choon Gan, Eric

Mr. Ching Yu Lung

Registered office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

George Town

Grand Cayman

Cayman Islands

British West Indies

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

Room 601-602, 6th Floor

COFCO Tower

262 Gloucester Road

Causeway Bay

Hong Kong

15 May 2020

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM to be held at Room 601-602, 6th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 18 June 2020 at 3:00 p.m., resolutions will be proposed, among other matters:

- (a) to re-elect the Directors;

* For identification purpose only

LETTER FROM THE BOARD

- (b) to grant the General Mandate to the Directors;
- (c) to grant the Repurchase Mandate to the Directors; and
- (d) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM for the re-election of Directors, the grant of the General Mandate, the Repurchase Mandate, and to give you the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

General Mandate

The Company has in issue an aggregate of 929,047,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 185,809,400 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

LETTER FROM THE BOARD

Repurchase Mandate

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I.

RE-ELECTION OF DIRECTORS

Mr. Ching Yu Lung was appointed as an independent non-executive Director with effect from 16 March 2020, details of such appointment are set out in the announcement of the Company dated 16 March 2020.

According to Article 86(3), 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.

In accordance with Article 88(3), Mr. Ching Yu Lung shall retire from his office as Director. Being eligible, Mr. Ching Yu Lung would offer himself for re-election as independent non-executive Director. At the AGM, an ordinary resolution will be proposed to re-elect Mr. Ching Yu Lung as independent non-executive Director.

According to Article 87, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company provided that any Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Article 87, Mr. Jerzy Czubak, Mr. Michael John Casamento and Mr. Au Yeung Tin Wah, Ellis shall retire from their offices as Director. Being eligible, each of Mr. Jerzy Czubak and Mr. Michael John Casamento would offer himself for re-election as non-executive Director and Mr. Au Yeung Tin Wah, Ellis would offer himself for re-election as independent non-executive Director. At the AGM, an ordinary resolution will be proposed to re-elect each of Mr. Jerzy Czubak and Mr. Michael John Casamento as non-executive Director and Mr. Au Yeung Tin Wah, Ellis as independent non-executive Director.

Particulars relating to Mr. Jerzy Czubak, Mr. Michael John Casamento, Mr. Au Yeung Tin Wah, Ellis and Mr. Ching Yu Lung are set out in Appendix II to this circular.

LETTER FROM THE BOARD

Nomination policy and process for the independent non-executive Directors

In reviewing the structure of the Board, the nomination committee of the Company will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Mr. Au Yeung Tin Wah, Ellis and Mr. Ching Yu Lung, both being independent non-executive Directors proposed to be re-elected at the AGM, have decades of experience in auditing, finance and administration. Mr. Au Yeung Tin Wah, Ellis has been a certified public accountant since 1994 and has over thirty-one years' experience in auditing, finance and administration. He is now the director of Lau & Au Yeung C.P.A. Limited. Mr. Au Yeung has been very committed to devoting time and attention to perform his duties as an independent non-executive Director since 2006. The Board is of the view that he has demonstrated that he has the required character, integrity and experience to perform his duties by providing objective views and independent guidance to the Board and that his wide breadth of professional experience and knowledge in his field have been and will continue to contribute greatly to the diversity of the Board. Mr. Ching Yu Lung has more than 27 years of experience in auditing, corporate finance and accounting. He has been acting as an independent non-executive director of companies the issued shares of which are listed on the Stock Exchange since 2009. The Board is of the view that he has the required character, integrity and experience to perform his duties by providing objective views and independent guidance to the Board and that his wide breadth of professional experience and knowledge in his field will continue to contribute greatly to the diversity of the Board.

Mr. Au Yeung Tin Wah, Ellis has served on the Board for more than thirteen years. The Nomination Committee of the Company has assessed and reviewed his annual confirmation of independence based on the independence criteria set out in Rule 3.13 of the Listing Rules, and considers that Mr. Au Yeung Tin Wah, Ellis remains independent. The Board considers that with his past experience, in-depth understanding with the operations and business of the Group, his long services would not affect his exercise of independent judgment. As such, the Board considers that the re-election of Mr. Au Yeung Tin Wah, Ellis and Mr. Ching Yu Lung as independent non-executive Directors is in the best interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish.

RECOMMENDATION

The Directors believe that the proposed re-election of Directors, the proposed grant of the General Mandate and the Repurchase Mandate, and the extension of the General Mandate are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Your attention is drawn to the information set out in the appendices to this Circular.

Yours faithfully
For and on behalf of the Board
AMVIG Holdings Limited
Chan Chew Keak, Billy
Non-executive Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 929,047,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 92,904,700 fully paid Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2019, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
May	1.95	1.85
June	1.93	1.76
July	1.87	1.80
August	1.95	1.68
September	2.00	1.81
October	2.07	1.82
November	2.07	1.91
December	2.07	1.83
2020		
January	2.07	1.85
February	2.00	1.80
March	1.85	1.48
April	1.52	1.39
May (up to the Latest Practicable Date)	1.50	1.40

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

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

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

As at the Latest Practicable Date, Amcor Fibre Packaging-Asia Pte Limited and Wellington Management Group LLP are the only Shareholders which were interested in more than 10% of the Shares then in issue. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of Amcor Fibre Packaging-Asia Pte Limited in the Shares would be increased from approximately 47.63% to 52.93%, thereby resulting in it or any party acting in concert with it becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code. The total interests of Wellington Management Group LLP in the Shares would be increased from approximately 14.00% to 15.56% which will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchase made under the Repurchase Mandate.

The Directors have no intention to exercise any of the Repurchase Mandate to such an extent that would result in Amcor Fibre Packaging-Asia Pte Limited or any party acting in concert with it to make a mandatory general offer under the Takeovers Code, or would result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARES REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has repurchased any of the Company's listed securities during the six months immediately prior to the Latest Practicable Date.

The details of the Directors who will retire from office by rotation at the AGM and being eligible, would offer themselves for re-election at the AGM, are set out below:

Mr. Jerzy Czubak – Non-executive Director

Mr. Jerzy Czubak (“**Mr. Czubak**”), aged 61, has more than 35 years of operations experience, of which more than 20 years have been working with Amcor Tobacco Packaging. Mr. Czubak has assisted Amcor group of companies in the setting up and management of production plants in Poland, Ukraine, Russia and various investment projects in Europe. He is at present the President of Amcor Specialty Cartons of Amcor Limited (being a major shareholder of the Company). Mr. Czubak holds a Master of Art degree from University of Lodz in Poland and a Master of Business Administration degree from University of Bristol in United Kingdom. Mr. Czubak was the non-executive Director during the period from 16 October 2008 to 14 December 2010. Save as disclosed above, Mr. Czubak did not hold any directorships in other listed companies in the last three years and did not hold any position in the Company or any subsidiary of the Company.

Pursuant to his letter of appointment, Mr. Czubak is appointed for a term of two years commencing on 2 December 2019 subject to normal retirement and re-election by Shareholders pursuant to the Articles of Association. Mr. Czubak is entitled to receive a fixed director fee of HK\$375,500 per annum which was determined by the Board with reference to other non-executive Director.

Save as disclosed above and being a fellow officer of Mr. Chan Chew Keak, Billy (the non-executive Chairman of the Board) and Mr. Michael John Casamento (a non-executive Director), Mr. Czubak does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Czubak did not have any interest in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Czubak that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Czubak that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Michael John Casamento – Non-executive Director

Mr. Michael John Casamento (“**Mr. Casamento**”), aged 49, is the Chief Finance Officer of Amcor Limited. During March 2014 to September 2015, Mr. Casamento had also been the Vice President Corporate Finance in Amcor Limited. Prior to joining Amcor in March 2014, Mr. Casamento spent six years at SCA, a Swedish-listed global consumer goods and paper company assuming the role of Chief Financial Officer for Asia Pacific and then the Americas. During 2012 to February 2014, Mr. Casamento was a director of a public listed Company called Productos Familia S.A., which is a publicly traded company on the Colombia Stock Exchange. Mr. Casamento is a certified practicing accountant in Australia, and holds a degree in Bachelor of Business (Accounting) from RMIT University, Melbourne and a degree in Master of Business Administration from Swinburne University of Technology, Australia.

Save as disclosed above, Mr. Casamento did not hold any directorships in other listed companies in the last three years and did not hold any position in the Company or any subsidiary of the Company.

Pursuant to his letter of appointment, Mr. Casamento is appointed for a term of two years commencing on 24 June 2018 subject to normal retirement and re-election by shareholders of the Company pursuant to the Articles of Association. Mr. Casamento is entitled to receive HK\$375,500 director's fee per annum which was determined by the Remuneration Committee of the Company with reference to other non-executive Director with similar experience.

Save as a fellow officer of Mr. Chan Chew Keak, Billy (the non-executive Chairman of the Board) and Mr. Jerzy Czubak (a non-executive Director) in Amcor Limited, Mr. Casamento does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Casamento did not have any interest in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Casamento that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Casamento that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Au Yeung Tin Wah, Ellis – independent non-executive Director

Mr. Au Yeung Tin Wah (“**Mr. Au Yeung**”), aged 57, obtained a Professional Diploma in Accountancy in The Hong Kong Polytechnic (now The Hong Kong Polytechnic University) in 1987. He is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Au Yeung had worked for a number of years for PriceWaterhouse and had acted as a financial manager of a listed company and a major private company respectively in Hong Kong. He has been a certified public accountant since 1994 and has over thirty-one years' experience in auditing, finance and administration. He is now the director of Lau & Au Yeung C.P.A. Limited. Furthermore, Mr. Au Yeung was appointed on 11 March 2014 and is currently acting as an independent non-executive director of Wai Chi Holdings Company Limited (Stock Code: 1305, a company listed on the Main Board of the Stock Exchange). Mr. Au Yeung was also appointed on 12 August 2016 and is currently acting as an independent non-executive director of Man Shing Global Holdings Company Limited (Stock Code: 8309, a company listed on the GEM Board of the Stock Exchange). Mr. Au Yeung was appointed as an independent non-executive Director in May 2006 and he is the Chairman of the Audit Committee and the Remuneration Committee, and is a member of the Nomination Committee and Corporate Governance Committee of the Company. Save as disclosed above, Mr. Au Yeung did not hold any directorships in other listed companies in the last three years and did not hold any position in the Company or any subsidiary of the Company.

Pursuant to his letter of appointment, Mr. Au Yeung is appointed for a term of two years subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. He received a fixed director fee of HK\$874,300 for the year ended 31 December 2019. The director fee of Mr. Au Yeung was determined by the Board based on the recommendation from the Remuneration Committee of the Company with reference to the average of the partner hourly rates charged by professional advisors and the time spent on the Company's affairs.

Mr. Au Yeung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Au Yeung did not have any interest in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Au Yeung that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Au Yeung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Ching Yu Lung – independent non-executive Director

Mr. Ching Yu Lung (“**Mr. Ching**”), aged 50, obtained a bachelor's degree in Business Administration from The Chinese University of Hong Kong and an executive master degree in Business Administration from Tsinghua University in 1992 and 2006, respectively. He has more than 27 years of experience in auditing, corporate finance and accounting. Mr. Ching is a fellow member of Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants, and member of American Institute of Certified Public Accountants. He also serves as an independent non-executive director of Ngai Hing Hong Company Limited (stock code: 1047), Hopson Development Holdings Limited (stock code: 754), Termbray Industries International (Holdings) Limited (stock code: 93) and Shenzhen Investment Holdings Bay Area Development Company Limited (stock code: 737) since February 2009, July 2015, November 2016 and April 2018 respectively, all of them are companies whose issued shares are listed on the Main Board of the Stock Exchange (“**Main Board**”). He has been the chief financial officer of a company listed on the Main Board since December 2018.

Save as disclosed above, Mr. Ching did not hold any directorships in other listed companies in the last three years and did not hold any position in the Company or any subsidiary of the Company.

Pursuant to his letter of appointment, Mr. Ching is appointed for a term of 1 year commencing on 16 March 2020, which may be terminated by either party giving to the other not less than one month's prior notice in writing. His appointment is subject to normal retirement and re-election by the Shareholders pursuant to the articles of association of the Company. Mr. Ching is entitled to receive an aggregate director's fee of HK\$300,000 per annum which was determined by the Remuneration Committee of the Company with reference to other non-executive Directors.

Mr. Ching does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Ching did not have any interest in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Ching that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Ching that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF AGM



AMVIG HOLDINGS LIMITED

澳科控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2300)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of AMVIG Holdings Limited (the “**Company**”) will be held at Room 601-602, 6th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 18 June 2020 at 3:00 p.m. to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2019;
2. to declare a final dividend for the year ended 31 December 2019 of HK5.4 cents per share (each a “**Share**”) of HK\$0.01 in the capital of the Company;
3.
 - (a) to re-elect Mr. Jerzy Czubak as non-executive Director;
 - (b) to re-elect Mr. Michael John Casamento as non-executive Director;
 - (c) to re-elect Mr. Au Yeung Tin Wah, Ellis as independent non-executive Director;
 - (d) to re-elect Mr. Ching Yu Lung as independent non-executive Director; and
 - (e) to authorise the board of Directors to fix the Directors’ remuneration;
4. to re-appoint auditors and to authorise the board of Directors to fix their remuneration;

* *For identification purpose only*

NOTICE OF AGM

and, as special business and, if thought fit, passing the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the **“Companies Law”**) or any other applicable law of the Cayman Islands to be held; and

NOTICE OF AGM

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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

6. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF AGM

- (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, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”
7. “**THAT** subject to the ordinary resolutions nos. 5 and 6 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 5 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 6.”.

Hong Kong, 15 May 2020

By order of the Board
AMVIG Holdings Limited
Chan Chew Keak, Billy
Non-executive Chairman

Registered office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
Cayman Islands
British West Indies

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

Room 601-602, 6th Floor
COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

NOTICE OF AGM

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of 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 not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The board of Directors has recommended a final dividend for the year ended 31 December 2019 of HK5.4 cents per Share and, if such dividend is declared by the members passing resolution no. 2, it is expected to be paid on or about 14 July 2020 to those shareholders whose names appeared on the Company's register of members on 30 June 2020.
4. For ascertaining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 15 June 2020 to Wednesday, 17 June 2020 (both days inclusive) during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Friday, 12 June 2020.
5. For ascertaining shareholders' entitlement to receive the proposed final dividend for the year ended 31 December 2019, the register of members of the Company will be closed from Monday, 29 June 2020 to Tuesday, 30 June 2020 (both days inclusive) during which period no transfers of shares will be registered. In order to be eligible to receive the proposed final dividend, all transfer shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Friday, 26 June 2020.
6. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any Shares other than the Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by shareholders.
7. In relation to proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular dated 15 May 2020.
8. All resolutions will be conducted by way of a poll.

As at the date of this notice, the Board comprises Mr. Chan Chew Keak, Billy as non-executive Chairman, Mr. Ge Su and Mr. Liu Shun Fai as executive Directors, Mr. Jerzy Czubak and Mr. Michael Casamento as non-executive Directors, and Mr. Au Yeung Tin Wah, Ellis, Mr. Oh Choon Gan, Eric and Mr. Ching Yu Lung as independent non-executive Directors.