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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 Convoy Global Holdings Limited, you should at once hand this circular, together with the enclosed proxy form, 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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 **CONVOY 康宏**  
**CONVOY GLOBAL HOLDINGS LIMITED**  
**康宏環球控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1019)**

**(1) RE-ELECTION OF RETIRING DIRECTORS;**  
**(2) RE-APPOINTMENT OF AUDITORS;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting (the “AGM”) of Convoy Global Holdings Limited (the “Company”) to be held on Thursday, 18 March 2021, at 1/F., Trust Tower, 68 Johnston Road, Wan Chai, Hong Kong at 5:00 p.m. is set out on pages 14 to 15 of this circular. Whether or not you propose to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so wish.

17 February 2021

## PRECAUTIONARY MEASURES FOR THE AGM

### PRECAUTIONARY MEASURES FOR THE AGM

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

1. While at the AGM: Attendees at the AGM should also note the following precautions and control measures adopted by the Company at the AGM:
  - a. all attendees will be subject to compulsory body temperature check at the entrance of the AGM venue and anyone with a body temperature of over 37.4°C will not be given access to the AGM venue;
  - b. all attendees will be required to wear surgical face mask before entering the AGM venue and during their attendance of the AGM;
  - c. attendees are asked to maintain appropriate social distancing at all time when attending the AGM;
  - d. attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM; (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or has been in close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the AGM venue and will not be allowed to attend the AGM; and
  - e. no refreshments will be served.

The Company's staff and representatives at the AGM venue will assist with crowd control to ensure appropriate social distancing. Please follow their instructions. If anyone disobeys these instructions, the Company reserves the right to refuse such person's admission to the AGM venue or, if such person has already entered the AGM venue, to eject the person from the AGM venue. The AGM venue will be partitioned in accordance with the requirement under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong).

2. Due to the constantly evolving COVID-19 pandemic situation, the Company may implement further changes and precautionary measures in relation to the AGM arrangements at short notice to comply with the requirements of the HKSAR Government. Members should check the Company's website at regular intervals for further announcements and updates on the AGM arrangements. For the avoidance of doubt, the Company reserves the right to change the conditions in relation to the AGM in the event of changes in government regulations and nonadherence to any government regulations and/or precautionary measures in relation to the AGM arrangements by attendees at the AGM.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held at 1/F., Trust Tower, 68 Johnston Road, Wan Chai, Hong Kong on Thursday, 18 March 2021 at 5:00 p.m.
“AGM Notice”	the notice convening the AGM is set out on pages 14 to 15 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act (2021 Revision), Chapter 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Convoy Global Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries (as the same is defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 February 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	member(s) of the Company as defined in the Articles
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“The Tsai Family”	the family which controls Eagle Legacy Limited and Oceana Glory Limited
“%”	per cent.

LETTER FROM THE BOARD



CONVOY GLOBAL HOLDINGS LIMITED

康宏環球控股有限公司

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

**(Stock Code: 1019)**

*Executive Directors:*

Mr. Ng Wing Fai  
Mr. Yap E Hock  
Mr. Shin Kin Man  
Mr. Lee Jin Yi  
Ms. Wong Suet Fai  
Mr. Chung Kwok Wai, Kelvin

*Registered Office:*

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

*Non-executive Directors:*

Mr. Johnny Chen (*Chairman*)  
Mr. Chen Shih-pin

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

Trust Tower  
68 Johnston Road  
Wan Chai, Hong Kong

*Independent non-executive Directors:*

Mr. Pun Tit Shan  
Mrs. Fu Kwong Wing Ting, Francine  
Mr. Pak Wai Keung, Martin  
Mr. Yan Tat Wah  
Mr. Lam Kwok Cheong  
Ms. Carrie Bernadette Ho

17 February 2021

*To the Shareholders*

Dear Sir or Madam,

**(1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) RE-APPOINTMENT OF AUDITORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on 18 March 2021.

## LETTER FROM THE BOARD

### 2. RE-ELECTION OF DIRECTORS

In accordance with Article 84, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election under Article 84(2).

Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

An extraordinary general meeting was called by the Company to be held on 17 March 2021 (“EGM”) for the Shareholders to elect to all the existing Directors of the Company. Assuming that the EGM is duly held and the existing Directors of the Company are elected by the Shareholders, all the Directors would have served for the same period since their election by the Shareholders.

According to Article 84, as between persons who became or were last re-elected directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

The Directors have agreed among themselves that, if the EGM were to be held and the existing Directors are elected, Mr. Ng Wing Fai, Mr. Pun Tit Shan, Mr. Chen Shih-pin, Mr. Johnny Chen and Mr. Hock E Yap shall nonetheless retire at the AGM and seek re-election. This is necessary for the Company to comply with Article 84.

In the event that the EGM is not held, Mr. Ng Wing Fai, Mr. Pun Tit Shan and Mr. Chen Shih-pin are nonetheless required to retire from office of Directors by rotation at the AGM, having served for three years or more.

In addition, according to Article 83(3), any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Therefore, in accordance with Article 83(3), Mr. Johnny Chen and Mr. Yap E Hock shall also only hold the office of Directors until the AGM if they were not elected pursuant to the EGM.

Each of Mr. Ng Wing Fai, Mr. Pun Tit Shan, Mr. Chen Shih-pin, Mr. Johnny Chen and Mr. Hock E Yap, being eligible, has offered themselves for re-election as Director.

The Board has assessed the independence of Mr. Pun Tit Shan including reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board has also considered Mr. Pun Tit Shan’s extensive experience in finance, his working profile and other experience and factors as set out in Appendix to this circular. The Board is satisfied that Mr. Pun Tit Shan has the required character, integrity and

## LETTER FROM THE BOARD

experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believes that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Brief biographies of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix to this circular.

### **3. RE-APPOINTMENT OF AUDITORS**

ZHONGHUI ANDA CPA Limited will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the audit committee of the Company (the “**Audit Committee**”), the Board proposed to re-appoint ZHONGHUI ANDA CPA Limited as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.

### **4. CLOSURE OF REGISTER OF MEMBERS**

The forthcoming AGM is scheduled to be held on 18 March 2021, Thursday. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 12 March 2021, Friday to 18 March 2021, Thursday, both days inclusive, during such period no transfer of Shares will be registered. In order to attend and vote at the AGM, all duly completed share transfer documents, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on 11 March 2021, Thursday.

### **5. AGM**

The AGM Notice which contains, inter alia, resolutions to approve the proposed re-election of Directors and the proposed reappointment of auditors is set out on pages 14 to 15 of this circular.

A proxy form is herewith enclosed for use at the AGM. Whether or not you propose to attend the AGM, you are requested to complete and return it to 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 in accordance with the instructions printed thereon not later than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from subsequently attending and voting in person at the AGM if they so wish.

### **6. PROCEDURES BY WHICH A POLL MAY BE DEMANDED**

Pursuant to Article 66 and Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice



## LETTER FROM THE BOARD

convening the AGM will be voted by way of a poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **7. RECOMMENDATION**

The Directors consider that the re-election of the retiring Directors and the re-appointment of auditors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

### **8. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

By Order of the Board  
**CONVOY GLOBAL HOLDINGS LIMITED**  
**Johnny Chen**  
*Chairman and Non-executive Director*

*The followings are the particulars of retiring Directors who are proposed to be re-elected at the AGM:*

## **EXECUTIVE DIRECTORS**

### **Mr. Ng Wing Fai (“Mr. Ng”)**

Mr. Ng, aged 53, was appointed as an executive Director on 15 September 2015. Mr. Ng is the Group President and the director of certain subsidiaries of the Company. He holds a Master of Business Administration Degree from Harvard University and a Bachelor of Arts Degree from University of Cambridge. Mr. Ng is the managing partner and founding partner of Primus Pacific Partners, an Asian private equity fund with a focus on financial services. At Primus Pacific Partners, Mr. Ng oversees substantial investments in New China Life Insurance Co., Ltd., the fourth largest life insurance company in China, EON Bank, the seventh largest bank in Malaysia, and a number of significant assets around the world. Mr. Ng was previously the managing director of Fubon Financial Holding Co., Ltd. (“Fubon Financial”), the largest financial conglomerate in Taiwan and was in charge of Fubon Financial’s overall strategy, capital markets, merger and acquisition activities and major change programs. During his tenure at Fubon Financial, Mr. Ng led the winning bids to acquire Taipei Bank in Taiwan and International Bank of Asia in Hong Kong. Prior to his position at Fubon Financial, Mr. Ng served as the managing director and head of the Asia-Pacific financial institutions group at Salomon Smith Barney. Among his many transactions in the region, he represented and advised Fubon Financial in its strategic alliance with Citigroup in 2000. From 1998 to 1999, Mr. Ng led a team of bank specialists in advising the Government of Malaysia on recapitalizing and restructuring the banking industry. Previously, Mr. Ng was a management consultant at Booz Allen & Hamilton specializing in financial services in the United States of America and Asia.

As at the Latest Practicable Date, Mr. Ng has 2,436,000 ordinary shares of the Company.

Save as disclosed above, Mr. Ng did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Ng does not have any other relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Ng has entered into a service agreement with the Company. Mr. Ng’s directorship in the Company shall be for an initial term of three years commencing from 15 September 2018 and shall continue thereafter unless and until terminated in accordance to the termination clause of the service agreement and in compliance with the Listing Rules. Mr. Ng’s directorship is also subject to the retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles. Mr. Ng is entitled to an annual emolument for acting as the Director of, and/or holding other positions with the Company and a bonus for each financial year of the Company, which is at the discretion of the Board. The annual emolument of Mr. Ng and his discretionary bonus would be determined with reference

to various factors such as, the performance of Mr. Ng and the Group's performance for the financial year concerned and based on the recommendation from the remuneration committee of the Company. For the year ended 31 December 2019, the total remuneration paid to Mr. Ng amounted to approximately HK\$12,422,000. Please refer to note 13 to the consolidated financial statements in the annual report for the year ended 31 December 2019.

Save as disclosed above, Mr. Ng is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Yap E Hock (“Mr. Yap”)**

Mr. Yap, aged 65, was appointed as an executive Director on 9 December 2017. Mr. Yap is responsible for exploring business development opportunities and implementation of operational strategies of the Group. Mr. Yap is also a director of certain subsidiaries of the Company. Mr. Yap is also a director of Hong Kong Credit Corporation Limited, a wholly-owned licensed money lender of the Company that focuses on prime mortgage lending business. Mr. Yap obtained a Bachelor Degree in Chemical Engineering from the University of Sheffield, the United Kingdom in 1978. He is also a fellow of the Institute of Chartered Accountants in England and Wales and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr. Yap started his career with the London office of KPMG as an auditor specializing in insolvency from August 1978 to May 1983. From May 1983 to January 1987, he worked at Chase Manhattan Bank as an investment banker and in various investment banks in the region. He later took up management roles in several financial services companies in the Asia Pacific Region. He served as the chief executive officer and as the group managing director of Prime Credit Limited during the period from August 1999 to December 2007.

Mr. Yap is currently an independent non-executive director and also the chairman of the nomination committee and a member of each of the audit committee and the remuneration committee of China New Town Development Company Limited (HKSE Stock Code: 1278), a company listed on the Stock Exchange. He had also served as an independent non-executive director of SRE Group Limited (HKSE Stock Code: 1207), a company listed on the Stock Exchange, from September 2004 to May 2012.

Save as disclosed above, Mr. Yap did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Yap does not have any other relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the date of the Latest Practicable Date.

Mr. Yap has entered into a service agreement with the Company. His directorship in the Company shall be for an initial term of three years commencing from 9 December 2017 and continue thereafter unless and until terminated in accordance to the termination clause of the service agreement and in compliance with the Listing Rules. Mr. Yap's directorship is also subject to the retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles. Mr. Yap is entitled to an annual emolument for acting as the Director of, and/or holding other positions with the Company and a bonus for each financial year of the Company, which is at the discretion of the Board. The annual emolument of Mr. Yap and his discretionary bonus would be determined with reference to various factors such as, the performance of Mr. Yap and the Group's performance for the financial year concerned and based on the recommendation from the remuneration committee of the Company. For the year ended 31 December 2019, the total remuneration paid to Mr. Yap amounted to approximately HK\$9,688,000. Please refer to note 13 to the consolidated financial statements in the annual report for the year ended 31 December 2019.

Save as disclosed above, Mr. Yap is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed pursuant to any of the requirements under the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## **NON-EXECUTIVE DIRECTORS**

### **Mr. Johnny Chen**

Mr. Johnny Chen, aged 61, was re-designed as a non-executive Director on 1 January 2021 but he remains as the Chairman of the Board. Mr. Johnny Chen has been an executive Director since 9 December 2017. He acted as interim Chairman of the Board from 9 December 2017 until 21 December 2017 when he was appointed as Chairman of the Board with effect from 21 December 2017. Mr. Johnny Chen is the director of Fubon Convoy Asset Management (HK) Limited, an associate of the Group. Mr. Johnny Chen is the senior advisor of LionRock Capital Limited and an adjunct associate professor of Department of Finance, Hong Kong University of Science and Technology. Mr. Johnny Chen joined the management of Zurich Insurance Group ("Zurich") in 2005. He worked in Zurich from March 2005 to February 2015 in multiple senior managerial roles in the Asia Pacific region. His last position in Zurich was the chairman of Life and General Insurance, China. Prior to joining Zurich, Mr. Johnny Chen was an executive member of the Greater-China management board and the operating committee of PricewaterhouseCoopers ("PwC"), as well as a managing partner of PwC's Beijing office. Mr. Johnny Chen holds a Master of Science Degree in Accounting from the University of Rhode Island and a Bachelor Degree in Accounting from the Johnson & Wales University. He is a certified public accountant in the United States.

Mr. Johnny Chen is currently an independent non-executive director of each of Uni-President China Holdings Ltd. (HKSE Stock Code: 220), where Mr. Johnny Chen also serves as a member of each of the audit committee, the nomination committee and the investment, strategy and development committee; Stella International Holdings Limited (HKSE Stock Code: 1836), where Mr. Johnny Chen also serves as the chairman of the nomination committee and a member of each of the audit committee and the remuneration committee; Alibaba

Pictures Group Limited (HKSE Stock Code: 1060), where Mr. Johnny Chen also serves as the chairman of the audit committee and a member of the nomination committee; and China Travel International Investment Hong Kong Limited (HKSE Stock Code: 308), where Mr. Johnny Chen also serves as a member of each of the audit committee, the remuneration committee and the nomination committee. From July 2005 to January 2014, Mr. Johnny Chen was a non-executive director of New China Life Insurance Company Ltd. (HKSE Stock Code: 1336). He was also an independent non-executive director of China Minsheng Financial Holding Corporation Limited (formerly known as “China Seven Star Holdings Limited”) (HKSE Stock Code: 245) from December 2015 to November 2018; Viva China Holdings Limited (HKSE Stock Code: 8032) from June 2010 to February 2019; and China Dongxiang (Group) Co., Ltd. (HKSE Stock Code: 3818) from July 2017 to March 2019. All of the above companies are listed on the Stock Exchange.

As at the Latest Practicable Date, Mr. Johnny Chen has 1,002,000 ordinary shares of the Company.

Save as disclosed above, Mr. Johnny Chen did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Johnny Chen does not have any other relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Johnny Chen has entered into a letter of appointment with the Company with no fixed term but may be terminated by either party giving not less than three months’ written notice or payment in lieu. Mr. Johnny Chen’s directorship is also subject to the retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles. Mr. Johnny Chen will receive a remuneration of HK\$720,000 per annum payable monthly. The emoluments of Mr. Johnny Chen were determined by the Board with reference to various factors such as duties and level of responsibilities of Mr. Johnny Chen, the Group’s performance for the financial year concerned, the prevailing market conditions and the available information in respect of companies of comparable business or scale.

Save as disclosed above, Mr. Johnny Chen is not aware of any other matters that need to be brought to the attention of the shareholders nor is there any information to be disclosed pursuant to any of the requirements under the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Mr. Chen Shih-pin**

Mr. Chen Shih-pin, aged 68, was appointed as a non-executive Director on 29 December 2017. Mr. Chen Shih-pin was educated, at and holds a Bachelor of Science Degree and a Master of Business Administration Degree from, the National Taiwan University. Mr. Chen Shih-pin is also a member of the Actuarial Institute of Chinese Taipei. Since February 1995, Mr. Chen Shih-pin has been working at Fubon Life Insurance Co., Ltd. Over the years, he has

worked as Assistant vice president since 1995 until 1997, as vice president since 1997 until 2001, as executive vice president since 2001 until 2004, as senior advisor since 2004 until 2005, as director since 2005 until 2008, as executive vice president since 2008 until 2010, as Advisor since 2010 until 2011, and as supervisor from 2013 until now. Prior to his employment with Fubon Life Insurance Co., Ltd., Mr. Chen Shih-pin worked at Chung Hsing Life Insurance Co., Ltd. as a resident supervisor from March 1993 to February 1995 and Cathay Life Insurance Co., Ltd. as a manager from October 1977 to March 1993.

Save as disclosed above, Mr. Chen Shih-pin did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Shih-pin Chen does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Chen Shih-pin has entered into a letter of appointment with the Company. Mr. Chen Shih-pin's directorship in the Company shall be for an initial term of three years commencing from 29 December 2017 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Chen Shih-pin prior thereto and in compliance with the Listing Rules. Mr. Chen Shih-pin's directorship is also subject to the retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles. Mr. Chen Shih-pin is entitled to an annual salary of HK\$360,000 for acting as the non-executive Director of and committee member(s) of the Company which is determined with reference to various factors such as duties and level of responsibilities of Mr. Chen Shih-pin, the available information in respect of companies of comparable business or scale, the performance of Mr. Chen Shih-pin and the Group's performance for the financial year concerned and the prevailing market conditions.

Save as disclosed above, Mr. Chen Shih-pin is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## **INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **Mr. Pun Tit Shan ("Mr. Pun")**

Mr. Pun, aged 59, was appointed as an independent non-executive Director on 9 May 2016. He holds a Master of Business Administration Degree (with Honour) from the University of Manchester. Mr. Pun is currently investment director of Wellchamp Capital Limited and is a licensed person to carry out Type 9 (asset management) regulated activity under the Securities and Futures Ordinance. He has over 33 years of experience in the finance field, such as strategic dealing and arbitraging in the derivatives market, sales and marketing management in the primary and secondary equity market and sales and asset management of high net-worth clients and investment advisory.

From 1984 to 1989, Mr. Pun was a chief trader and dealing room manager of legacy Po Sang Bank Ltd., Hong Kong and was a vice president and senior dealer of Credit Suisse, Hong Kong from 1989 to 1993, both focusing on foreign exchange and precious metals trading. From 1993 to 1994, he was a manager of Po Sang Financial Investment Services Co., Ltd. From 1994 to 1996, he was appointed as director of Po Sang Futures Ltd. and Chung Mao Commodities & Futures Ltd. From 1996 to 2003, he acted as vice president of Bank of China International Securities Ltd. looking after the stock options and the financial derivatives and the brokerage sales department. From 2003 to 2008, he was the responsible officer and director of Southwest Securities (HK) Brokerage Ltd. (formerly known as “Tanrich Securities Co. Ltd.”), Southwest Securities (HK) Asset Management Ltd. (formerly known as Tanrich Asset Management Ltd.), and Southwest Securities (HK) Futures Ltd. (formerly known as “Tanrich Futures Ltd.”). From 2008 to 2015, he was the responsible officer of Haitong International Securities Co. Ltd., and Haitong International Futures Ltd., and in the years of 2008 to 2014, he was also the responsible officer of Haitong International Asset Management Ltd. In January 2015 to September 2015, he was also the responsible officer of Haitong International Consultants Ltd. of which the principal activities were engaged in asset management. From October 2015 to July 2016, he was the chief investment officer of Astrum Capital Management Limited. From August 2016 to January 2018, he was the chief executive officer of Asia Wealth Securities Limited. From March 2018 to July 2020, he was the head of investment and responsible officer of TC Concord Securities Limited and TC Concord Asset Management Limited.

Mr. Pun is the vice-chairman of the Institute of Financial Analyst and Professional Commentator and a member of the Honorary Consultant of Hong Kong Ningxia Youth Association (香港寧夏青年會) since 2015. Mr. Pun was previously a board director of Hong Kong Futures Exchange Ltd. (1995–1999); a board director of Hong Kong Stock Exchange Options Clearing House Ltd. (1997–2000); a membership committee member of the Hong Kong Securities Institute (1998–2002); a panel member of the Derivatives Market Consultative Panel (2000–2003); and a committee member of the Hong Kong Securities Institute Professional Education Committee (2002–2004). He was a former member of the Lions Club of Hong Kong Shouson Hill.

Mr. Pun is currently an independent non-executive Director of CPMC Holdings Limited (HKSE Stock Code: 906) and was an independent non-executive Director of China New Economy Fund Limited (HKSE Stock Code: 80) from April 2016 to June 2019, both of which are listed on the Stock Exchange.

Save as disclosed above, Mr. Pun did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Pun does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Pun has entered into a letter of appointment with the Company. Mr. Pun's directorship in the Company shall be for an initial term of three years commencing from 9 May 2019 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Pun prior thereto and in compliance with the Listing Rules. Mr. Pun's directorship is also subject to the retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles. Mr. Pun is entitled to an annual salary of HK\$720,000 for acting as the independent non-executive Director of and committee member(s) of the Company which is determined with reference to various factors such as duties and level of responsibilities of Mr. Pun, the available information in respect of companies of comparable business or scale, the performance of Mr. Pun and the Group's performance for the financial year concerned and the prevailing market conditions.

Save as disclosed above, Mr. Pun is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



**NOTICE OF ANNUAL GENERAL MEETING**



**CONVOY GLOBAL HOLDINGS LIMITED**

**康宏環球控股有限公司**

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

**(Stock Code: 1019)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of CONVOY GLOBAL HOLDINGS LIMITED (the “**Company**”) will be held at 1/F., Trust Tower, 68 Johnston Road, Wan Chai, Hong Kong on Thursday, 18 March 2021 at 5:00 p.m. for the following purposes:

As ordinary businesses:

1. To receive and consider the audited financial statements and the reports of the directors of the Company and of the auditors of the Company for the years ended 31 December 2017, 2018 and 2019;
2.
  - (i) To re-elect Mr. Ng Wing Fai as an executive director of the Company;
  - (ii) To re-elect Mr. Yap E Hock as an executive director of the Company;
  - (iii) To re-elect Mr. Johnny Chen as a non-executive director of the Company;
  - (iv) To re-elect Mr. Chen Shih-pin as a non-executive director of the Company;
  - (v) To re-elect Mr. Pun Tit Shan as an independent non-executive director of the Company;
  - (vi) To authorise the board of directors to fix the respective directors’ remuneration;
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorise the board of directors to fix auditors’ remuneration.

By Order of the Board  
**CONVOY GLOBAL HOLDINGS LIMITED**  
**Johnny Chen**  
*Chairman and Non-executive Director*

Hong Kong, 17 February 2021

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the meeting. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, 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 less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. For the purpose of ascertaining shareholders who are entitled to attend and vote at the AGM to be held on 18 March 2021 (or any adjournment thereof), the register of members of the Company will be closed from 12 March 2021 to 18 March 2021 (both days inclusive). In order to qualify for the right to attend and vote at the meeting (or any adjournment thereof), all transfers documents accompanied by the relevant share certificates should be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 11 March 2021.
4. As at the date of this notice, the executive Directors are Mr. Ng Wing Fai, Mr. Yap E Hock, Mr. Shin Kin Man, Mr. Lee Jin Yi, Ms. Wong Suet Fai and Mr. Chung Kwok Wai, Kelvin; the non-executive Directors are Mr. Johnny Chen (Chairman) and Mr. Chen Shih-pin; and the independent non-executive Directors are Mr. Pun Tit Shan, Mrs. Fu Kwong Wing Ting, Francine, Mr. Pak Wai Keung, Martin, Mr. Yan Tat Wah, Mr. Lam Kwok Cheong and Ms. Carrie Bernadette Ho.