

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

If you are in doubt as to any aspect about this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in SUPERACTIVE GROUP COMPANY LIMITED, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the licensed securities dealer, or to the bank or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



## SUPERACTIVE GROUP COMPANY LIMITED

先機企業集團有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 0176)

### GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

---

A notice convening the annual general meeting of Superactive Group Company Limited to be held at Meeting Room of Room 1510, 15/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 2 June 2021 at 4:00 p.m. is set out on pages 16 to 21 of this circular.

Whether or not you are able to attend and vote at the annual general meeting, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or any adjourned meeting 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 adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

#### PRECAUTIONARY MEASURES FOR THE AGM

Taking into account the recent development of the COVID-19 coronavirus, the Company will implement the following prevention and control measures at the AGM to protect our shareholders from the risk of infection (details can be found in Note 9 of the Notice of AGM):

- **compulsory body temperature check and health declarations**
- **wearing of surgical mask**
- **no distribution of gift and no refreshment will be served**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the Chairman of the AGM as a proxy to vote on the relevant resolutions instead of attending the AGM in person.

---

## CONTENTS

---

	<i>Page</i>
<b>PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING</b> .....	1
<b>DEFINITIONS</b> .....	2
<b>LETTER FROM THE BOARD</b> .....	4
<b>APPENDIX I – EXPLANATORY STATEMENT</b> .....	9
<b>APPENDIX II – DETAILS OF DIRECTORS STANDING FOR RE-ELECTION</b> ....	12
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	16

---

## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

---

Taking into account the recent development of the COVID-19 coronavirus, the Company will implement the following prevention and control measures at the AGM to protect our shareholders from the risk of infection:

- (i) compulsory body temperature check will be conducted for all shareholders, proxies and other attendees at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the AGM venue;
- (ii) All attendees may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM, and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue;
- (iii) all shareholders, proxies and other attendees are required to wear a face mask before they are permitted to attend and during their attendance of the AGM; and
- (iv) no distribution of gift and no refreshment will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM. In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines issued by the Government of Hong Kong, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at Meeting Room of Room 1510, 15/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 2 June 2021 at 4:00 p.m. (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice;
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 21 of this circular;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as amended from time to time;
“close associates”	has the meaning ascribed to it under the Listing Rules;
“Company”	Superactive Group Company Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0176);
“Company Act”	the Company Act 1981 of Bermuda, as amended from time to time;
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM;

---

## DEFINITIONS

---

“Latest Practicable Date”	23 April 2021, being the latest practicable date prior to the printing of this circular to ascertain certain information herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for this circular;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the 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 Codes on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

---

LETTER FROM THE BOARD

---



**SUPERACTIVE GROUP COMPANY LIMITED**

**先機企業集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0176)**

*Executive Directors:*

Ms Yeung So Lai

Mr Lee Chi Shing Caesar

*Independent non-executive Directors:*

Ms Hu Gin Ing

Mr Chow Wai Leung William

Mr. Leung Man Man

*Register office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and*

*principal place of business:*

Room 1510 15/F., West Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan, Hong Kong

30 April 2021

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM which include (i) the grant of the Repurchase Mandate and the Issue Mandate; (ii) the re-election of Directors; and (iii) the notice for convening the AGM.

---

## LETTER FROM THE BOARD

---

### **GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

Assuming no further Shares are issued and repurchased prior to the AGM and based on the issued share capital of the Company of 2,032,571,385 Shares as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 203,257,138 Shares under the Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the proposed general mandate to repurchase Shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

### **GENERAL MANDATE TO ISSUE SHARES**

An ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new Shares of up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

Assuming no further Shares are issued or repurchased prior to the AGM and based on the issued share capital of the Company of 2,032,571,385 Shares as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 406,514,277 Shares under the Issue Mandate.

In addition, an ordinary resolution will be proposed at the AGM, adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue to be in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

---

## LETTER FROM THE BOARD

---

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of five Directors, namely, Ms. Yeung So Lai, Mr. Lee Chi Shing Caesar, Ms. Hu Gin Ing, Mr. Chow Wai Leung William and Mr. Leung Man Man.

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

According to the above provisions, Mr. Chow Wai Leung William and Mr. Leung Man Man will retire from office as Directors at the AGM and all retiring Directors are eligible and will offer themselves for re-election at the AGM.

The particulars of the retiring Directors proposed to be re-elected at the AGM which required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### RECOMMENDATION OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE WITH RESPECT TO THE INDEPENDENT NON-EXECUTIVE DIRECTOR SUBJECT TO RE-ELECTION AT THE AGM

Based on the independence criteria as set out in Rule 3.13 of the Listing Rules and the confirmations from each of the independent non-executive Directors, the nominating and corporate governance committee has assessed and considers that all of the independent non-executive directors to be independent. In addition, the nominating and corporate governance committee had reviewed the overall contribution and service to the Company of each of the retiring Directors for the year ended 31 December 2020. Therefore, the nominating and corporate governance committee nominated the retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the nominating and corporate governance committee, the Board has proposed that all the retiring Directors, namely Mr. Chow Wai Leung William and Mr. Leung Man Man stand for re-election as Directors at the AGM.

The particulars of each of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the Listing Rules.

Further information about the Board's composition and diversity as well as the Directors' attendance record at the meetings of the Board and/or its committees and the general meetings is disclosed in the Corporate Governance Report of the Company's Annual Report.



---

## LETTER FROM THE BOARD

---

### **CLOSURE OF REGISTER OF MEMBERS**

#### **For determining the entitlement to attend and vote at the AGM**

The AGM is scheduled to be held on Wednesday, 2 June 2021. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 28 May 2021 to Wednesday, 2 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 27 May 2021.

### **ANNUAL GENERAL MEETING**

Notice of the AGM is set out on pages 16 to 21 of this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). Whether or not you are able to attend the AGM in person, you are requested to complete the proxy form and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting in person or any adjournment thereof should you so wish.

### **VOTING BY POLL**

Pursuant to rule 13.39(4) of the Listing Rules, the resolutions set out in the notice of the AGM will be put to the vote by way of a poll. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest that is required to abstain from voting on any of the resolutions to be proposed at the AGM.

### **RECOMMENDATION**

The Directors consider that the proposed (1) granting of the general mandates to the Directors to repurchase Shares and to issue new Shares and adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate (including the extended mandate stipulated under the ordinary resolution set out in resolution No.6) and (2) the re-election of Directors are in the best interests of the Company and the Shareholders. The Directors, therefore, recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Director, 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  
**Yeung So Lai**  
*Chairman*

*This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 2,032,571,385 Shares in issue.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 203,257,138 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, during the period from the date of the resolution granting the Repurchase Mandate until 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 law or the Bye-laws to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate shall be funded out of funds legally available for such purpose in accordance with the Bye-laws, the applicable laws of Bermuda and the Listing Rules. Under Bermuda law, repurchased shares will be cancelled and the Company's issued share capital will be reduced by the nominal value of the repurchased shares accordingly. However, the aggregate amount of the Company's authorised capital will not be reduced.

## **4. GENERAL**

On the basis of the combined net tangible assets of the Group as at 31 December 2020 and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group may result in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months prior to the Latest Practicable Date were as follows: -

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2020</b>		
April	0.200	0.161
May	0.205	0.170
June	0.215	0.180
July	0.200	0.160
August	0.200	0.177
September	0.188	0.134
October	0.149	0.121
November	0.160	0.138
December	0.158	0.131
<b>2021</b>		
January	0.220	0.135
February	0.310	0.201
March	0.325	0.230
April (up to the Latest Practicable Date)	0.222	0.176

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any of their respective close associates, has any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any Core Connected Person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

#### **7. EFFECT ON THE TAKEOVERS CODE**

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of an increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 2,032,571,385 to 1,829,314,247.

As at the Latest Practicable Date, Super Fame Holdings Limited held 1,152,731,997 Shares, representing approximately 56.71% of the issued Share capital of the Company.

The decrease of issued Shares resulted from the full exercise of the Repurchase Mandate will cause the percentage shareholding of Super Fame Holdings Limited to increase to approximately 63.01%. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeovers Code.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float falling below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

#### **8. REPURCHASE OF SHARES**

No purchase of Shares was made by the Company in the previous six months ended on the Latest Practicable Date, whether on the Stock Exchange or otherwise.

*Set out below are details of the Directors who are proposed to be re-elected at the AGM.*

**1. MR. CHOW WAI LEUNG WILLAIM, AGED 48, INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. CHOW”)**

**(a) position held with other members of the Company’s group**

Mr. Chow joined the Company on 8 February 2017 as an independent non-executive Director, chairman of nominating and corporate governance committee and a member of each audit and risk committee and remuneration committee of the Company. Other than disclosed above, Mr. Chow does not hold any positions with other members of the Group.

**(b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications**

Mr. Chow is a certified public accountant and an executive of an accounting firm in Hong Kong and has various years of experience in auditing, taxation and company secretarial practice in Hong Kong. Mr. Chow obtained a Bachelor’s Degree in Business Administration (Hons.) from Hong Kong Baptist University in 1996. Mr. Chow is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Society of Chinese Accountants and Auditors and the Taxation Institute of Hong Kong. Save as disclosed above, Mr. Chow does not hold or did not hold any directorship in any listed companies in the last three years.

**(c) length or proposed length of service with the Company**

Mr. Chow has entered into a service agreement with the Company on 12 June 2018 for a term of three years subject to rotation, removal, vacation or termination of such office set out in the Bye-laws, the Company Acts, the Listing Rules and any other applicable laws. The service contract of Mr. Chow, if elected, will be renewed with effect from the conclusion of the AGM for a term of approximately 3 years expiring at the conclusion of the Company’s annual general meeting to be held in 2024.

**(d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company**

Mr. Chow does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

**(e) interest in shares of the Company within the meaning of Part XV of the SFO**

As at the Latest Practicable Date, Mr. Chow does not have any interest in the Shares within the meaning of Part XV of the SFO.

**(f) amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract**

Payment of bonus is determined with reference to the Company's business performance, profitability and market conditions. Other benefits include a contribution to statutory pension plans and other fringe benefits according to the policy of the Company. The amount of remuneration has been approved by the Board and remuneration committee. The total remuneration paid to Mr. Chow for the year ended 31 December 2020 was HK\$180,000.

**(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules**

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Chow involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**(h) other matters that need to be brought to the attention of the Shareholders of the Company**

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Chow as Director that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

**2. MR. LEUNG MAN MAN, AGED 53, INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. LEUNG”)****(a) position held with other members of the Company’s group**

Mr. Leung has been appointed as an independent non-executive Director, a member of each audit and risk committee, nominating and corporate governance committee and remuneration committee of the Company on 17 April 2019. Other than disclosed above, Mr. Leung does not hold any positions with other members of the Group.

**(b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications**

Mr. Leung is currently a practising solicitor in Hong Kong and China-Appointed Attesting Officer. Mr. Leung obtained a Bachelor of Laws in the University of Wolverhampton, the United Kingdom and passed the Solicitors’ Final Examination pursuant to the Training Regulations, 1989 in England and Wales. Mr. Leung was admitted as a solicitor of the High Court in 1997. Mr. Leung is now a partner of Messrs. K M Lai & Li, Solicitors. Save as disclosed above, Mr. Leung does not hold or did not hold any directorship in any listed companies in the last three years.

**(c) length or proposed length of service with the Company**

Mr. Leung is an independent non-executive Director since 17 April 2019. Mr. Leung has entered a service contract with the Company for a term of three years and is subject to rotation, removal, vacation or termination of such office set out in the Bye-laws, the Company Acts, the Listing Rules and any other applicable laws. The service contract of Mr. Leung, if elected, will be renewed with effect from the conclusion of the AGM for a term of approximately 3 years expiring at the conclusion of the Company’s annual general meeting to be held in 2024.

**(d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company**

Mr. Leung does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

**(e) interest in shares of the Company within the meaning of Part XV of the SFO**

As at the Latest Practicable Date, Mr. Leung does not have any interest in the Shares within the meaning of Part XV of the SFO.



- (f) amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract)**

Payment of bonus is determined with reference to the Company's business performance, profitability and market conditions. Other benefits include a contribution to statutory pension plans and other fringe benefits according to the policy of the Company. The amount of remuneration has been approved by the Board and remuneration committee. The total remuneration paid to Mr. Leung for the year ended 31 December 2020 was HK\$180,000.

- (g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules**

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

- (h) other matters that need to be brought to the attention of the Shareholders of the Company**

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Leung as Director that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### SUPERACTIVE GROUP COMPANY LIMITED

### 先機企業集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0176)**

NOTICE IS HEREBY GIVEN that the annual general meeting of Superactive Group Company Limited (the “**Company**”) (the “**AGM**”) will be held at the Meeting Room of Room 1510, 15/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 2 June 2021, at 4:00 p.m. for the purpose of transacting the following business:

#### **ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the report of directors of the Company (the “**Director(s)**”) and of the auditor for the year ended 31 December 2020.
2. To authorise the board (the “**Board**”) of the Directors to fix all the Directors’ remuneration and to re-elect the retiring Directors, namely Mr. Chow Wai Leung William, and Mr. Leung Man Man.
3. To re-appoint BDO Limited as the Company’s auditor and to authorise the Board to fix its remuneration.
4. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as ordinary resolutions:

**“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options including bonds warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares, which would or might require the exercise of such powers after the expiry of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (a) of this resolution, otherwise than pursuant to:
- (1) a Rights Issue (as hereinafter defined);
  - (2) the exercise of rights of subscription or conversion attaching to any warrants, bonds, debentures, notes and other securities issued by the Company or any securities which are convertible into Shares;
  - (3) scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time;
  - (4) the exercise of options granted under the share option schemes of the Company adopted from time to time in accordance with The Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);
  - (5) the exercise of any conversion rights attaching to any convertible notes issued or to be issued by the Company; and
  - (6) a specified authority granted by the shareholders of the Company in general meeting;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the approval granted in paragraph (a) of this resolution shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to the shareholders of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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

“**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution 4(d) set out in this notice convening this meeting) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchanges on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in resolution 4(d) set out in this notice convening this meeting) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly.”
6. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions Nos. 4 and 5 (as set out in this notice convening this meeting), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, pursuant to resolution set out in resolution No. 4 above be and is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution set out in resolution No. 5 above provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the Board  
**Yeung So Lai**  
*Chairman*

Hong Kong, 30 April 2021

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The voting at the Meeting (or any adjournment thereof) shall be taken by way of poll.
8. The register of members of the Company will be closed from Friday, 28 May 2021 to Wednesday, 2 June 2021 (both days inclusive) for the purpose of determining the right to attend and vote at the Meeting, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 27 May 2021.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

9. Taking into account the recent development of the COVID-19 coronavirus, the Company will implement the following prevention and control measures at the AGM to protect our shareholders from the risk of infection:
- (i) compulsory body temperature check will be conducted for all shareholders, proxies and other attendees at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
  - (ii) All attendees may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM, and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue;
  - (iii) all shareholders, proxies and other attendees are required to wear surgical mask before they are permitted to attend, and during their attendance of the AGM; and
  - (iv) no distribution of gift and no refreshment will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM. In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines issued by the Government of Hong Kong, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

10. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the meeting and/or the Hong Kong Observatory has announced at or before 12:00 noon on the date of the meeting that either of the above-mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. Depending on the circumstances in light of the outbreak of the COVID-19 coronavirus, the meeting may be adjourned as well. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned meeting.

*As at the date of this notice, the executive Directors are Ms. Yeung So Lai and Mr. Lee Chi Shing Caesar; and the independent non-executive Directors are Ms. Hu Gin Ing, Mr Chow Wai Leung William and Mr. Leung Man Man.*