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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Kato (Hong Kong) Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## Kato (Hong Kong) Holdings Limited

嘉濤 ( 香港 ) 控股有限公司

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

**(Stock Code: 2189)**

**PROPOSALS FOR (1) GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) EXTENSION OF ISSUE MANDATE;  
(3) RE-ELECTION OF RETIRING DIRECTORS;  
(4) DECLARATION OF FINAL DIVIDEND;  
(5) RE-APPOINTMENT OF INDEPENDENT AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the "AGM") to be held at Thornton Room, 3/F. South Tower, The Salisbury — YMCA of Hong Kong, 41 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 18 August 2021 at 2:30 p.m. or any adjournment thereof is set out on pages 18 to 23 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and website of the Company ([www.elderlyhk.com](http://www.elderlyhk.com)).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. If you attend and vote at the AGM, the instrument appointing your proxy will be deemed to have been revoked.

### PRECAUTIONARY MEASURES FOR THE AGM

Please refer to page ii of this circular for precautionary measures being taken to prevent the spreading of Novel Coronavirus (COVID-19) at the AGM, including:

1. Compulsory body temperature checks
2. Compulsory wearing of surgical face mask
3. No refreshments or drinks will be served

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong. The Company also encourages Shareholders to consider appointing the chairman of the AGM as his/her proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

9 July 2021

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## PRECAUTIONARY MEASURES FOR THE AGM

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

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee is requested to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she has travelled 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 in the affirmative to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

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

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she/it is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our facsimile at +852 3585 2908.

If any Shareholder has any question relating to the AGM, please contact Union Registrars Limited, the Company's Hong Kong share registrar as follows:

Union Registrars Limited  
Suites 3301-04, 33/F.  
Two Chinachem Exchange Square  
338 King's Road, North Point  
Hong Kong  
Tel: +852 2849 3399  
Fax: +852 2849 3319

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Thornton Room, 3/F. South Tower, The Salisbury — YMCA of Hong Kong, 41 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 18 August 2021 at 2:30 p.m. (or adjournment thereof) to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 18 to 23 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairman”	the chairman of the Board
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Kato (Hong Kong) Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Stock Exchange (Stock code: 2189)
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate number of the Share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	30 June 2021, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Company
“Notice of AGM”	the notice dated 9 July 2021 convening the AGM as set out on pages 18 to 23 of this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise power of the Company to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the Share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“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
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“Year”	the year ended 31 March 2021
“%”	per cent

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LETTER FROM THE BOARD

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**Kato (Hong Kong) Holdings Limited**  
**嘉濤 (香港) 控股有限公司**

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

**(Stock Code: 2189)**

*Executive Directors:*

Ms. Ngai Ka Yee  
Mr. Ngai Shi Shing Godfrey (*Chairman*)

*Non-executive Directors:*

Mr. Cheng Man Tak Richard  
Mr. Poon Kai Kit Joe

*Independent non-executive Directors:*

Ms. Chiu Lai Kuen Susanna  
Mr. Or Kevin  
Mr. Wong Vinci

*Registered office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and principal place of  
business in Hong Kong:*

1st Floor, Tung Wai Court  
No. 3 Tsing Ling Path  
Tuen Mun  
New Territories  
Hong Kong

9 July 2021

*Dear Shareholders,*

**PROPOSALS FOR (1) GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) EXTENSION OF ISSUE MANDATE;  
(3) RE-ELECTION OF RETIRING DIRECTORS;  
(4) DECLARATION OF FINAL DIVIDEND;  
(5) RE-APPOINTMENT OF INDEPENDENT AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The Directors will propose at the AGM the resolutions for, among other matters, (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) declaration of final dividend; (v) the re-appointment of independent auditor; and to give the Shareholders notice of the AGM.

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## LETTER FROM THE BOARD

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The purpose of this circular is to give you notice of the AGM and provide you with the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

### **2. GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

#### **Issue Mandate**

The Company's existing mandate to issue Shares was approved by the Shareholders at the annual general meeting of the Company held on 11 August 2020. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 200,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

#### **Repurchase Mandate**

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 1,000,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 100,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the end of the period within which the next annual



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## LETTER FROM THE BOARD

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general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

### **3. EXTENSION OF ISSUE MANDATE TO ISSUE SHARES**

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

### **4. RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, there were two executive Directors, namely Ms. Ngai Ka Yee and Mr. Ngai Shi Shing Godfrey; two non-executive Directors, namely Mr. Cheng Man Tak Richard and Mr. Poon Kai Kit Joe; and three INEDs, namely Ms. Chiu Lai Kuen Susanna, Mr. Or Kevin and Mr. Wong Vinci.

According to Article 84 of the Article of Association, 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. A retiring Director shall be eligible for re-election. Accordingly, Mr. Ngai Shi Shing Godfrey, Mr. Or Kevin and Mr. Wong Vinci who are longest in office, shall retire as Directors and, being eligible, offer themselves for re-election at the AGM.

The biographical details of the retiring Directors who are 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.

### **5. DECLARATION OF FINAL DIVIDEND**

The Board has proposed a final dividend of HK2.0 cents per Share for the year ended 31 March 2021. Subject to the approval of the Shareholders at the AGM, the proposed final dividend will be payable on Tuesday, 7 September 2021 to the Shareholders whose names appear on the register of members of the Company on Thursday, 26 August 2021.

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## LETTER FROM THE BOARD

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### 6. RE-APPOINTMENT OF INDEPENDENT AUDITOR

The Board proposes to re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. PricewaterhouseCoopers has indicated its willingness to be re-appointed as the Company's auditor for the said period.

### 7. AGM AND PROXY ARRANGEMENT

The Company will convene the AGM at Thornton Room, 3/F. South Tower, The Salisbury — YMCA of Hong Kong, 41 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 18 August 2021 at 2:30 p.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) declaration of final dividend; and (v) the re-appointment of independent auditor. The notice convening the AGM is set out on pages 18 to 23 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.elderlyhk.com](http://www.elderlyhk.com)). Whether or not you are able to attend the annual general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case maybe). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the AGM, the instrument appointing the proxy will be deemed to have been revoked.

### 8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, 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 to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders.

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## LETTER FROM THE BOARD

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### 9. RESPONSIBILITY OF DIRECTORS

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.

### 10. RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) declaration of final dividend; and (v) re-appointment of independent auditor as set out in the notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 18 to 23 of this circular.

### 11. GENERAL

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

### 12. MISCELLANEOUS

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

Yours faithfully,  
For and on behalf of the Board  
**Kato (Hong Kong) Holdings Limited**  
**Ngai Shi Shing Godfrey**  
*Chairman and executive Director*

*This appendix serves as an explanatory statement as required by the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM granting the Repurchase Mandate.*

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **1. SHAREHOLDERS' APPROVAL**

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

### **2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, 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 or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

### **3. SHARE CAPITAL**

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

Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed to repurchase up to a maximum of 100,000,000 Shares, representing 10% of the entire issued Share Capital of the Company as at the date of passing the relevant resolution. Until the earliest of:

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

- (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or
- (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

#### **4. REASONS FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value 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.

#### **5. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

#### **6. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2021, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

## 7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on the Stock Exchange since the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Share Price (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2020</b>		
July	0.510	0.450
August	0.510	0.470
September	0.520	0.460
October	0.530	0.500
November	0.590	0.510
December	0.570	0.530
<b>2021</b>		
January	0.560	0.530
February	0.650	0.550
March	0.670	0.600
April	0.620	0.570
May	0.640	0.570
June (up to the Latest Practicable Date)	0.700	0.620

## 8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the AGM.

## 9. UNDERTAKING OF THE DIRECTORS

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 the applicable laws of the Cayman Islands.

## 10. EFFECT OF THE TAKEOVERS CODE

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

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Mr. Ngai Shi Shing Godfrey ("**Mr. Ngai**") was interested in 624,600,000 Shares, representing approximately 62.46% of the total issued share capital of the Company of which 600,000 Shares were held personally and 624,000,000 Shares were held by Sheung Fung Limited <sup>(Note)</sup>.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding of Mr. Ngai would be 69.40% of the issued share capital of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in a certain part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Listing Rules. The Directors do not intend to repurchase Shares which would result in a public shareholding of less than the prescribed minimum percentage of Share in public hands.

*Note:* 624,000,000 Shares were held by Sheung Fung Limited ("**Sheung Fung**"), which is wholly owned by Shi Fung (PTC) Limited, the trustee of a family trust, namely, The Kwong and Ngai Family Trust which was established pursuant to the trust deed dated 19 March 2018 as amended and supplemented by a deed of variation of removal of beneficiaries dated 17 July 2018 (the "**Family Trust**"). Ms. Ngai Ka Yee ("**Ms. Ngai**") is the settlor of the Family Trust and Mr. Ngai is the sole beneficiary of the Family Trust. By virtue of the SFO, Mr. Ngai and Ms. Ngai are deemed to be interested in the Shares held by Sheung Fung.

## 11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

*The following are the biographical details of the Directors proposed to be re-elected at the AGM.*

Save as disclosed herein, each of the following Directors proposed for the re-election:

- (a) does not hold any other directorship in listed public companies in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he/her has any other relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matter concerning the re-election of each of the Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Ngai Shi Shing Godfrey**

**Mr. Ngai Shi Shing Godfrey** (“**Mr. Ngai**”), aged 47, was appointed as a Director on 19 April 2018 and was designated as an executive Director and chief executive officer on 2 October 2018. Mr. Ngai was appointed as Chairman of the Board since 15 October 2020. Mr. Ngai joined the Group in September 1998 as director and chief executive officer of Crawfield International Limited. Mr. Ngai has over 21 years of experience in the RCHE industry in Hong Kong. Mr. Ngai obtained (i) a Higher Diploma in Manufacturing Engineering (Product Engineering and Design) from Hong Kong Technical Colleges in July 1996, and (ii) a Master of Science in Engineering Business Management from The University of Warwick in January 1998.

Mr. Ngai was appointed as the chairman of Tai Po North District Scout Council from May 2011 to May 2012. Mr. Ngai was awarded the Bronze Award for Volunteer Service from the director of Social Welfare and Volunteer-in-Chief for four consecutive years from 2006 to 2009. He was also awarded the Outstanding Director Award of the Chartered Association of Directors in December 2010. Mr. Ngai is the director of each of Crawfield International Limited, Happy Luck Elderly Home Limited, Jane’s Home Limited, Kato Kung Limited, Oriental Chinese Medicine Limited and Tsuen Wan Elderly Centre Limited. Mr. Ngai is the son of Ms. Ngai, the brother of Mr. Lam Kong and stepbrother of Mr. Kwong Thomas Wai Ping.



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**APPENDIX II                      PARTICULARS OF DIRECTORS FOR RE-ELECTION**

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Mr. Ngai has entered into a service agreement with the Company for an initial term of three years commencing from 13 June 2019 and he is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's Articles of Association. Mr. Ngai is entitled to a fixed salary of HK\$2,160,000 per annum plus a discretionary management bonus upon completion of every 12 months of service. Such salary is determined by the Board based on the recommendation of the remuneration committee of the Board with reference to his duties and responsibilities with the Company and the Company's remuneration policy.

Mr. Ngai is interested in 624,600,000 Shares by virtue of the SFO. He has personal interest in 600,000 Shares and 624,000,000 Shares as the beneficiary of The Kwong and Ngai Family Trust established pursuant to the trust deed dated 19 March 2018 as amended and supplemented by a deed of variation and removal of beneficiaries date 17 July 2018.

**Mr. Or Kevin**

**Mr. Or Kevin** ("Mr. Or"), aged 49, was appointed as an independent non-executive Director on 20 May 2019. Mr. Or graduated from the Royal Melbourne Institute of Technology (now known as RMIT University) in Australia with a degree of Bachelor of Business in October 1994.

Mr. Or began his career at PricewaterhouseCoopers in 1996 and has since accumulated more than 21 years of experience in the accounting. The following table highlights Mr. Or's professional experience:

<b>Name of Company</b>	<b>Principal business activities</b>	<b>Current position/last position held</b>	<b>Roles and responsibilities</b>	<b>Duration</b>
Linkers CPA Limited	Provision of accounting and auditing services	Director	Heading the Assurance and Learning & Development Divisions of the firm	From December 2016 to present

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**APPENDIX II                      PARTICULARS OF DIRECTORS FOR RE-ELECTION**

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<b>Name of Company</b>	<b>Principal business activities</b>	<b>Current position/last position held</b>	<b>Roles and responsibilities</b>	<b>Duration</b>
PricewaterhouseCoopers	Provision of accounting and auditing services	Senior manager	Provision of assurance services and advising small and medium-sized enterprises, entrepreneurs and companies seeking listing in Hong Kong	From November 1996 to December 2016

Mr. Or was admitted as a certified practising accountant of the Australian Society of Certified Practising Accountants in 1997 and a member of Hong Kong Society of Accountants in 1998. Since April 2018, Mr. Or has been the company secretary and an authorised representative of K W Nelson Interior Design and Contracting Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8411). Since July 2018, Mr. Or has been an independent non-executive director of DLC Asia Limited (衍匯亞洲有限公司), a company listed on the GEM of the Stock Exchange (stock code: 8210).

Mr. Or has entered into a letter of appointment with the Company for an initial term of two years commencing from 13 June 2019 and renewable automatically for successive terms of one year commencing from the day next after the expiry of the then current term, and he is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles of Association. Mr. Or is entitled to a director's fee of HK\$200,000 per annum. Such fee is determined by the Board based on the recommendation of the remuneration committee of the Board and regarding the prevailing market conditions and his duties and responsibilities as an independent non-executive Director.

The Board would consider to enhance its diversity with different expertise when re-electing an independent non-executive Director. Mr. Or has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. He has extensive accounting experience that is beneficial to the Group's business. The Board considers Mr. Or is independent and can bring further contribution to the Board and its diversity.

**Mr. Wong Vinci**

**Mr. Wong Vinci** (“**Mr. Wong**”), aged 50, was appointed as an independent non-executive Director on 20 May 2019. Mr. Wong graduated from the University of British Columbia with a degree of Bachelor of Commerce in 1994. Mr. Wong was the Vice Chairman of the board of directors of Tung Wah Group of Hospitals from April 2014 to March 2018 and Mr. Wong was the Chairman of its board from April 2018 to March 2019.

Since September 2017, Mr. Wong has been an executive director of Wong’s Kong King International (Holdings) Limited (王氏港建國際(集團)有限公司), a company listed on the Stock Exchange (stock code: 0532).

Mr. Wong was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolutions:

	<b>Name of company</b>	<b>Principal business activity prior to cessation of business</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons of dissolution</b>
1	The Chinese University of Hong Kong — Tung Wah Group of Hospitals Community College (香港中文大學 — 東華三院社區書院)	Provision of education services	14 December 2016	Winding up	Dormant
2	Star Port Industries Company Limited (星埠實業有限公司)	Inactive	31 May 2002	Deregistration	Dormant

Mr. Wong has confirmed that there was no wrongful act on his part leading to the above dissolutions and striking off and he is not aware of any actual or potential claim which has been or will be made against him as a result.

Mr. Wong has entered into a letter of appointment with the Company for an initial term of two years commencing from 13 June 2019 and renewable automatically for successive terms of one year commencing from the day next after the expiry of the then current term, and he is subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance

with the Articles of Association. Mr. Wong is entitled to a director's fee of HK\$200,000 per annum. Such fee is determined by the Board based on the recommendation of the remuneration committee of the Board and regarding the prevailing market conditions and his duties and responsibilities as an independent non-executive Director.

The Board would consider to enhance its diversity with different expertise when re-electing an independent non-executive Director. Mr. Wong has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. He is responsible for providing independent opinion and judgement to the Board and that is beneficial to the Group's business. The Board considers Mr. Wong is independent and can bring further contribution to the Board and its diversity.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **Kato (Hong Kong) Holdings Limited** **嘉濤(香港)控股有限公司**

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

**(Stock Code: 2189)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Kato (Hong Kong) Holdings Limited 嘉濤(香港)控股有限公司 (the “**Company**”) will be held at Thornton Room, 3/F. South Tower, The Salisbury — YMCA of Hong Kong, 41 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 18 August 2021 at 2:30 p.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 March 2021;
2.
  - (a) To re-elect Mr. Ngai Shi Shing Godfrey as an executive director of the Company;
  - (b) To re-elect Mr. Or Kevin as an independent non-executive director of the Company; and
  - (c) To re-elect Mr. Wong Vinci as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration for the year ending 31 March 2022;
4. To declare a final dividend of HK2.0 cents per share for the year ended 31 March 2021;

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To re-appoint PricewaterhouseCoopers as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration;

As special business to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

6. **“THAT:**

- (a) subject to paragraph (c) of this Resolution below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the **“Shares”**) or securities convertible into or exchangeable for the Shares, or options or warrants for similar rights to subscribe for any 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) of this Resolution above shall authorise the Directors during the Relevant Period (as defined below) 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 number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); 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 (the **“Articles”**) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for Shares, shall not exceed the aggregate of:
- (aa) 20% of the aggregate number of Shares as at the date of the passing of this Resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholders**”)) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of Shares as at the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution above 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, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) (the “**Companies Law**”) or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. **“THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all powers of the Company to purchase shares in the share capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the Stock Exchange under the Hong Kong Code on Share Buy-backs administered by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the 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 number of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares 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 purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.”



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## NOTICE OF ANNUAL GENERAL MEETING

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8. “**THAT** subject to the passing of Resolutions nos. 6 and 7 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the authority of the directors of the Company pursuant to Resolution no. 6 set out in the Notice be and is hereby approved to extend to cover such amount representing the aggregate number of the issued Shares repurchased pursuant to the authority granted pursuant to Resolution no. 7 set out in the Notice.”

By Order of the Board  
**Kato (Hong Kong) Holdings Limited**  
**Ngai Shi Shing Godfrey**  
*Chairman and executive Director*

Hong Kong, 9 July 2021

*Registered office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of*

*business in Hong Kong:*  
1st Floor, Tung Wai Court  
No. 3 Tsing Ling Path  
Tuen Mun  
New Territories  
Hong Kong

*Notes:*

1. A member of the Company (the “**Member**”) entitled to attend and vote at the annual general meeting of the Company (the “**AGM**”) convened by the above Notice or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies to attend and, subject to the provisions of the Articles, to vote on his/her/its behalf. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. In light of the pandemic situation of Novel Coronavirus (COVID-19), member may consider appointing the chairman of the AGM as his/her proxy to vote on the resolutions instead of attending AGM in person. There will be no corporate gift or refreshment in the AGM in order to reduce person-to-person contact. Shareholders attending the AGM in person are required to wear surgical face mask and to undertake a body temperature check before they enter the AGM venue. Any person who does not comply with the precautionary measures to be taken at the AGM will be denied entry into the AGM venue. Attendees are requested to observe and practise good personal hygiene at all times at the AGM venue.
3. 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 certified copy of that power or authority, at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the time for holding the AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjourned meeting should he/she/it so wish.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but should more than one of such joint holders be present at the AGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
5. For determining Members' entitlement to attend and vote at the AGM, the register of Members will be closed from Friday, 13 August 2021 to Wednesday, 18 August 2021 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 12 August 2021.
6. In order to ascertain the entitlement to the final dividend, the register of members of the Company will be closed from Wednesday, 25 August 2021 to Thursday, 26 August 2021, both days inclusive. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 24 August 2021.
7. In relation to proposed Resolutions nos. 6 and 7 above, approval is being sought from the Members 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 new Shares.
8. In relation to proposed Resolution no. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I of the circular despatched to the Members on the date hereof.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.elderlyhk.com](http://www.elderlyhk.com) and to notify Members of the date, time and venue of the rescheduled meeting.