

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Computime Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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.



COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Computime Group Limited to be held at Conference Hall 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 2 September 2021 at 9:30 a.m. is set out on pages 21 to 24 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.computime.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Computishare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. not later than 9:30 a.m. on Tuesday, 31 August 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting of the Company, including but not limited to (i) compulsory body temperature checks, (ii) wearing of surgical face mask throughout the Annual General Meeting, (iii) physical distancing through seating arrangement, (iv) no provision of refreshments or drinks and (v) no distribution of corporate gifts. Shareholders and Shareholders' proxies who intend to attend the Annual General Meeting on site shall abide by the relevant provisions on epidemic prevention and control at the meeting venue, cooperate with the preparation of temperature checking and take effective personal protective measures. To the extent permitted by law, participants who do not comply with the above precautions are not allowed to enter the meeting venue by the Company. For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

* For identification purposes only

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Definitions | 1 |
| Letter from the Board | |
| 1. Introduction | 3 |
| 2. Proposed Granting of the Buyback and Issuance Mandates | 4 |
| 3. Proposed Re-election of the Retiring Directors | 5 |
| 4. Annual General Meeting and Proxy Arrangement | 6 |
| 5. Recommendation | 7 |
| 6. General Information | 7 |
| Appendix I — Explanatory Statement of the Buyback Mandate | 8 |
| Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting | 11 |
| Notice of the Annual General Meeting | 21 |

DEFINITIONS

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

| | |
|---------------------------|---|
| “Annual General Meeting” | an annual general meeting of the Company to be held at Conference Hall 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 2 September 2021 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 24 of this circular, or any adjournment thereof; |
| “Articles of Association” | the articles of association of the Company currently in force; |
| “Board” | the board of Directors; |
| “Buyback Mandate” | as defined in paragraph 2(a) of the Letter from the Board; |
| “Company” | Computime Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange; |
| “Director(s)” | the director(s) of the Company; |
| “Group” | the Company and its subsidiaries from time to time; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Issuance Mandate” | as defined in paragraph 2(b) of the Letter from the Board; |
| “Latest Practicable Date” | 9 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |

DEFINITIONS

| | |
|------------------|--|
| “SFO” | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; |
| “Share(s)” | share(s) of HK\$0.1 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the share capital of the Company; |
| “Shareholder(s)” | holder(s) of Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; and |
| “%” | per cent. |



COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

Executive Directors:

Mr. AU YANG Ho (*Chairman*)

Mr. AU YANG Pak Hong Bernard (*Chief Executive Officer*)

Mr. WONG Wah Shun

Non-executive Directors:

Mr. KAM Chi Chiu, Anthony

Mr. WONG Chun Kong

Independent Non-executive Directors:

Mr. LUK Koon Hoo

Mr. Patrick Thomas SIEWERT

Mr. HO Pak Chuen Patrick

Mr. Roy KUAN

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business in

Hong Kong:

6/F, Building 20E, Phase 3

Hong Kong Science Park

20 Science Park East Avenue

Shatin, New Territories

Hong Kong

15 July 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 3 September 2020, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates, to the extent not used by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 83,974,000 Shares on the basis that the existing issued share capital of the Company of 839,740,000 Shares remains unchanged as at the date of the Annual General Meeting) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 167,948,000 Shares on the basis that the existing issued share capital of the Company of 839,740,000 Shares remains unchanged as at the date of the Annual General Meeting) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 10 and 11 of the notice of the Annual General Meeting as set out on pages 21 to 24 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 86(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

Pursuant to Article 87 of the Articles of Association, at each annual general meeting of the Company, 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 shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

According to the above provisions, Mr. WONG Wah Shun and Mr. Roy KUAN, who have been appointed by the Board with effect from 3 September 2020, shall retire at the Annual General Meeting, whereas Mr. AUYANG Ho, Mr. WONG Chun Kong and Mr. Patrick Thomas SIEWERT shall retire from office by rotation at the Annual General Meeting. All of the above five retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has nominated Mr. AUYANG Ho, Mr. WONG Wah Shun, Mr. WONG Chun Kong, Mr. Patrick Thomas SIEWERT and Mr. Roy KUAN to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. The nomination was made in accordance with the Nomination Policy and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company (the “**Board Diversity Policy**”).

LETTER FROM THE BOARD

The Nomination Committee also took into account the extensive knowledge and business experience of the retiring Directors, the profiles of which are set out in Appendix II to this circular, and their contributions to the Board. Mr. Patrick Thomas SIEWERT (who was first appointed to the Board in 2006 and therefore has been serving as an independent non-executive Director for more than 9 years) and Mr. Roy KUAN, the retiring independent non-executive Directors have also confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee was satisfied with the independence of Mr. Patrick Thomas SIEWERT and Mr. Roy KUAN and considered them to be suitable to continue to act as an independent non-executive Directors as they demonstrate the ability to provide an independent, balanced and objective view to the Company's matters. The Board accepted the nomination from the Nomination Committee and recommended Mr. AU YANG Ho, Mr. WONG Wah Shun, Mr. WONG Chun Kong, Mr. Patrick Thomas SIEWERT and Mr. Roy KUAN to stand for re-election by Shareholders at the Annual General Meeting. The Board considers that the re-election of each of Mr. AU YANG Ho, Mr. WONG Wah Shun, Mr. WONG Chun Kong, Mr. Patrick Thomas SIEWERT and Mr. Roy KUAN as Director is in the interests of the Company and the Shareholders as a whole.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. AU YANG Ho, Mr. WONG Wah Shun, Mr. WONG Chun Kong, Mr. Patrick Thomas SIEWERT and Mr. Roy KUAN are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 24 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Buyback Mandate and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.computime.com). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong

LETTER FROM THE BOARD

Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 31 August 2021) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish and in such event, your form of proxy shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement of the Buyback Mandate) and Appendix II (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By Order of the Board
Computime Group Limited
AUYANG Ho
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 839,740,000 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, i.e. being 839,740,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, a total number of 83,974,000 Shares, representing 10% of the total number of issued Shares as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2021) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback 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. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. AUYANG Ho personally held 1,023,000 Shares (representing approximately 0.12% of the total issued share capital of the Company) and Solar Power Group Limited, the controlling Shareholder, held 352,500,000 Shares (representing approximately 41.98% of the total issued share capital of the Company). Solar Power Group Limited was wholly owned by Mr. AUYANG Ho, the Chairman of the Company. Hence, Mr. AUYANG Ho was deemed to be interested in 353,523,000 Shares in total, representing approximately 42.10% of the total issued share capital of the Company. On the basis that both the issued share capital of the Company and the shareholdings of Mr. AUYANG Ho and Solar Power Group Limited remain unchanged immediately prior to the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the shareholding interests of Mr. AUYANG Ho and Solar Power Group Limited in the issued Shares would be increased to approximately 46.78% of the total issued share capital of the Company.

In the opinion of the Directors, such an increase of shareholding may give rise to an obligation for Mr. AUYANG Ho and Solar Power Group Limited to make a mandatory offer under the Takeovers Code. The Directors do not have any present intention to exercise the Buyback Mandate to such an extent as would give rise to such an obligation.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

| | |
|-------------------|---|
| APPENDIX I | EXPLANATORY STATEMENT OF THE BUYBACK MANDATE |
|-------------------|---|

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|--|-------------------------------|------------------------------|
| 2020 | | |
| July | 0.360 | 0.280 |
| August | 0.335 | 0.280 |
| September | 0.440 | 0.280 |
| October | 0.360 | 0.300 |
| November | 0.375 | 0.300 |
| December | 0.540 | 0.340 |
| 2021 | | |
| January | 0.560 | 0.425 |
| February | 0.500 | 0.430 |
| March | 0.440 | 0.400 |
| April | 0.495 | 0.405 |
| May | 0.760 | 0.380 |
| June | 0.870 | 0.590 |
| July (up to the Latest Practicable Date) | 1.140 | 0.700 |

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

| |
|---|
| APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING |
|---|

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting according to the Articles of Association, are provided below.

(1) Mr. AUYANG Ho

Position and experience

Mr. AUYANG Ho (“**Mr. AUYANG**”), aged 89, is an Executive Director, Chairman of the Board, chairman of both the Executive Committee and Nomination Committee and a member of the Remuneration Committee of the Company. He is also a director of certain subsidiaries of the Company. Besides, Mr. AUYANG is a director and a shareholder of Solar Power Group Limited, the controlling shareholder of the Company. He is the father of Mr. AUYANG Pak Hong Bernard, the Chief Executive Officer of the Company.

Mr. AUYANG co-founded the Group in 1974. Mr. AUYANG graduated from the South China Institute of Technology (now known as the South China University of Technology), where he studied structural engineering. Mr. AUYANG has more than 30 years of experience in manufacturing operations, product management and development in the electronics industry. Prior to founding the Group, Mr. AUYANG has been an engineer in the Ministry of Railways of the People’s Republic of China (the “**PRC**”). During the period from April 1965 to January 1973, he worked in the group of The Hong Kong Chiap Hua Manufactory Company, (1947) Limited (now known as “**Chiaphua Limited**”) (this group is hereinafter referred to as “**Chiap Hua Group**”). He had served as an Assistant Plant Manager of the extrusion plant for The Hong Kong Chiap Hua Manufactory Company, (1947) Limited from April 1965 to December 1970. From January to September 1970, he acted as a Project Manager for International Containers Limited (a company formed by Chiap Hua Group and another party and has now been dissolved) and was responsible for supervising and co-ordinating the setting-up of a new manufacturing plant and all the facilities. In September 1970, he was formally promoted as the Plant Manager of International Containers Limited and held the position until he left Chiap Hua Group in January 1973. He then formed the Group and under his leadership, the Group received The Chinese Manufacturers’ Association of Hong Kong New Product Award in 1976.

Mr. AUYANG has been instrumental in spearheading the Group’s expansion and has secured many key customers since 1980. He currently acts as an advisor to our Chief Executive Officer and senior management and provides guidance on management issues.

Mr. AUYANG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

| |
|---|
| APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING |
|---|

Length of service

Mr. AUYANG entered into a service agreement with the Company, pursuant to which his current term of office is three years commencing from 9 October 2018 unless and until terminated by either party giving to the other not less than six-months' prior notice in writing. He is also subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors' retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

Interests in Shares

As far as the Directors are aware, As at the Latest Practicable Date, Mr. AUYANG personally held 1,023,000 Shares and Solar Power Group Limited (a corporation wholly owned by Mr. AUYANG) held 352,500,000 Shares. Hence, Mr. AUYANG was deemed to be interested in 353,523,000 Shares in total, representing approximately 42.10% of the total issued share capital of the Company. Save as disclosed above, Mr. AUYANG was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

Save as disclosed in the above paragraph headed "Position and experience", Mr. AUYANG does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the foregoing service agreement, Mr. AUYANG is currently entitled to receive an annual remuneration of HK\$2,600,000. Such salary is subject to review by the Board annually. In addition, Mr. AUYANG is entitled to receive a discretionary year-end bonus as determined by the Board provided that the total amount of bonuses payable to all Executive Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profit after taxation but before extraordinary items of the Group of the same financial year.

Mr. AUYANG is also entitled to participate in the share option scheme of the Company. The above emoluments of Mr. AUYANG are determined by the Board with reference to his experience, duties and responsibilities.

| | |
|--------------------|--|
| APPENDIX II | DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING |
|--------------------|--|

Other Information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. AUYANG to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. AUYANG that need to be brought to the attention of the Shareholders.

(2) Mr. WONG Wah Shun

Position and experience

Mr. WONG Wah Shun (“**Mr. WONG**”), aged 58, is an Executive Director and a member of the Executive Committee.

Mr. WONG rejoined the Group in April 2020 as the President. Having over 30 years of experience in the electronic industry focusing on product development, manufacturing, distribution and brand development, he was the chief executive officer of the Branded Business in VTech Telecommunication before leaving the company in 2008, after 19 years working with them. Afterwards, he has worked in companies with renowned brands on product and technology sides at a senior executive level, notably including being the president of Salus Solutions of the Group in the year of 2009.

Mr. WONG is a Chartered Engineer and a member of the Institution of Engineering and Technology (IET). He earned a Master’s degree in Engineering Management from City University of Hong Kong, a Master’s degree in Engineering from University of Warwick, a Master’s degree in Business Administration from University of Strathclyde and an Executive Master’s degree in Business Administration from the Kellogg-HKUST. He also holds 3 invention patents in the United States Patent and Trademark Office.

Save as disclosed above, Mr. WONG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. WONG, his current term of appointment is for three years from 3 September 2020, which may be terminated by either party giving to the other not less than two months’ prior notice in writing. He is also subject to retirement and re-election in general meeting of the Company in accordance with the Company’s articles of association. The provisions of the Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

| | |
|--------------------|--|
| APPENDIX II | DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING |
|--------------------|--|

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. WONG was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. WONG does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the letter of appointment and employment contract entered into between the Group and Mr. WONG, Mr. WONG is entitled to receive a remuneration package of HK\$1,950,000 per annum with discretionary bonus. Mr. WONG is also eligible to participate in the Company's share option scheme.

The above emoluments of Mr. WONG are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. WONG to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. WONG that need to be brought to the attention of the Shareholders.

| |
|---|
| APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING |
|---|

(3) Mr. WONG Chun Kong

Position and experience

Mr. WONG Chun Kong (“**Mr. WONG**”), aged 61, is a Non-executive Director of the Company. He is a solicitor of the High Court of Hong Kong and currently the Head of Compliance at Manulife (International) Limited. Mr. WONG was educated in both Hong Kong and England. He has substantial experience in civil litigation and deals mainly in commercial, personal injuries, banking and administrative law litigation, corporate acquisition, cross-border joint ventures etc. He had served as a deputy adjudicator of the Small Claims Tribunal in 1998 and as an adjudicator of the Registration of Persons Tribunal of Hong Kong Special Administrative Region during the period from March 2005 to February 2011. He was also a panel member of the Municipal Services Appeals Board of Hong Kong Special Administrative Region during the period from January 2009 to December 2014. He is now a chief adjudicator of the Registration of Persons Tribunal of Hong Kong Special Administrative Region. Mr. WONG has been a Non-executive Director of the Company since February 2008.

Mr. WONG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. WONG, his current term of appointment is from 9 October 2019 to 8 October 2021, which shall be terminable by two months’ prior notice in writing given by either party. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. WONG was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

| | |
|--------------------|--|
| APPENDIX II | DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING |
|--------------------|--|

Relationships

As far as the Directors are aware, Mr. WONG does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. WONG, Mr. WONG is entitled to receive a fixed director's fee of HK\$144,000 per annum and a fee of HK\$8,400 for attending each scheduled Board meeting. Except for the Company's share option scheme, Mr. WONG is not eligible to participate in any bonus schemes or other benefits in kind available to Executive Directors.

The above emoluments of Mr. WONG are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. WONG to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. WONG that need to be brought to the attention of the Shareholders.

(4) Mr. Patrick Thomas SIEWERT*Position and experience*

Mr. Patrick Thomas SIEWERT (“**Mr. SIEWERT**”), aged 65, is an Independent Non-executive Director, the chairman of the Remuneration Committee and a member of both the Audit Committee and Nomination Committee of the Company. He is a managing director and partner of The Carlyle Group, advising on investments in consumer and retail businesses across Asia and globally since April 2007. Previous to joining The Carlyle Group he held various positions in Asia with The Coca-Cola Company including group president and president and chief operating officer and corporate executive committee member during the period from 2001 to 2007. He was responsible for some of the highest growth businesses in The Coca-Cola Company and some of its most innovative and successful product launches. Mr. SIEWERT’s early career experiences were with the Eastman Kodak Company, where he had worked since 1974, holding positions in sales management, marketing, finance, brand management, business planning and general management in various countries/regions around the world, including the Americas, Europe and Asia. He served as chairman, Greater China Region, chief operating officer of Kodak’s global consumer business and president, Kodak Professional, its global commercial business. He was a senior vice-president of Eastman Kodak Company. Mr. SIEWERT attended the Rochester Institute of Technology in Imaging Science, Business and Service Management and received a Bachelor of Science in Business Administration/ Finance from Elmhurst College, Illinois and a Master of Science from the Rochester Institute of Technology. He currently serves as a director in Avery Dennison Corporation, a company listed on the New York Stock Exchange, and Mondelez International, Inc., a company listed on the NASDAQ Stock Market. He has served as past director of several companies in the broadcasting, health and beauty, hotel/tourism and animal nutrition and natural resources sectors. He has served as past director of several trade organisations including the US-Hong Kong Business Council, US China Business Council, US-ASEAN Business Council and board of governors, American Chamber of Commerce in Hong Kong. He is a member of the Young Presidents’ Organization and Chief Executives Organization. Mr. SIEWERT is a recipient of several diversity awards and a United Nations IPC Lifetime Achievement Award. Mr. SIEWERT was appointed as an Independent Non-executive Director of the Company in September 2006.

Save as disclosed above, Mr. SIEWERT has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

| | |
|--------------------|--|
| APPENDIX II | DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING |
|--------------------|--|

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. SIEWERT, his current term of appointment is from 9 October 2019 to 8 October 2021, which shall be terminable by two months' prior notice in writing given by either party. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors' retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. SIEWERT was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. SIEWERT does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. SIEWERT, Mr. SIEWERT is entitled to receive a fixed director's fee of HK\$144,000 per annum and a fee of HK\$8,400 for attending each scheduled Board meeting, Nomination Committee meeting or Remuneration Committee meeting and a fee of HK\$12,000 for attending each scheduled Audit Committee meeting. Except for the Company's share option scheme, Mr. SIEWERT is not eligible to participate in any bonus schemes or other benefits in kind available to Executive Directors.

The above emoluments of Mr. SIEWERT are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. SIEWERT to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. SIEWERT that need to be brought to the attention of the Shareholders.

| |
|---|
| APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING |
|---|

(5) Mr. Roy KUAN

Position and experience

Mr. Roy KUAN (“Mr. KUAN”), aged 54, is an Independent Non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

Mr. KUAN is a private investor across a variety of asset classes, and a supporter of venture philanthropy and social enterprises. Mr. KUAN currently is a board or advisory board member of several private companies.

Previously, Mr. KUAN worked for over 20 years and was a managing partner at CVC Capital Partners, a leading global private equity firm with US\$140 billion in cumulative funds under management. Mr. KUAN has invested and served on the boards of companies across the telecom, media, consumer, business services, and industrial sectors in Asia. Prior to CVC, Mr. KUAN was an investment director at Citigroup’s Asian private equity investment division.

Mr. KUAN received his Master of Business Administration degree from the Wharton School, University of Pennsylvania. He earned his Bachelor of Arts degree from Georgetown University, where he was a George F. Baker Scholar.

Mr. KUAN has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment agreed upon by the Company and Mr. KUAN, his current term of appointment is from 3 September 2020 to 8 October 2021, which may be terminated by either party giving to the other not less than two months’ prior notice in writing. He is also subject to retirement and re-election in general meeting of the Company in accordance with the Company’s articles of association. The provisions of the Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. KUAN was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

| | |
|--------------------|--|
| APPENDIX II | DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING |
|--------------------|--|

Relationships

As far as the Directors are aware, Mr. KUAN does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the letter of appointment entered into between the Company and Mr. KUAN, Mr. KUAN is entitled to receive a fixed director's fee of HK\$144,000 per annum and a fee of HK\$8,400 for attending each scheduled Board meeting, Nomination Committee meeting or Remuneration Committee meeting and a fee of HK\$12,000 for attending each scheduled Audit Committee meeting. Except for the Company's share option scheme, Mr. KUAN is not eligible to participate in any bonus schemes or other benefits in kind available to Executive Directors.

The above emoluments of Mr. KUAN are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. KUAN to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. KUAN that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Computime Group Limited (the “**Company**”) will be held at Conference Hall 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 2 September 2021 at 9:30 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the Directors and auditors for the year ended 31 March 2021;
2. To declare a final dividend of HK\$0.0595 per share for the year ended 31 March 2021;
3. To re-elect Mr. AUYANG Ho as an Executive Director of the Company;
4. To re-elect Mr. WONG Wah Shun as an Executive Director of the Company;
5. To re-elect Mr. WONG Chun Kong as a Non-executive Director of the Company;
6. To re-elect Mr. Patrick Thomas SIEWERT as an Independent Non-executive Director of the Company;
7. To re-elect Mr. Roy KUAN as an Independent Non-executive Director of the Company;
8. To authorise the Board of Directors of the Company to fix the respective directors’ remuneration;
9. To re-appoint Messrs Ernst & Young as auditors of the Company and to authorise the Board of Directors of the Company to fix auditors’ remuneration;
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

* *For identification purposes only*

NOTICE OF THE ANNUAL GENERAL MEETING

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;
11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”; and

NOTICE OF THE ANNUAL GENERAL MEETING

12. 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 the resolutions set out in items 10 and 11 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 11 of the Notice be and is hereby extended by the addition to the total number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 10 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”.

By Order of the Board
Computime Group Limited
AUYANG Ho
Chairman

Hong Kong, 15 July 2021

Notes:

1. Any Member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a Member of the Company. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 9:30 a.m. on Tuesday, 31 August 2021) or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 30 August 2021 to Thursday, 2 September 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 27 August 2021.
4. For determining the entitlement to the proposed final dividend for the year ended 31 March 2021, the register of members of the Company will also be closed from Tuesday, 14 September 2021 to Thursday, 16 September 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the said proposed final dividend for the year ended 31 March 2021, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 13 September 2021.
5. References to time and dates in this Notice are to Hong Kong time and dates.