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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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Affluent Foundation Holdings Limited, you should at once hand this circular and the accompanying 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.

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Affluent Foundation Holdings Limited

俊裕地基集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1757)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this circular shall have the meaning as set out in the section headed “Definitions” of this circular.

A notice convening the AGM of Affluent Foundation Holdings Limited to be held at the Turquoise and Fuchsia Room, 3/F, Gateway Hotel Hong Kong, 13 Canton Road, Tsim Sha Tsui, Kowloon on Wednesday, 18 August 2021 at 2:30 p.m., at which, among other things, the above proposals will be considered, is set out on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Affluent Foundation Holdings Limited’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before (i.e. Monday, 16 August 2021 at 2:30 p.m.) the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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PRECAUTIONARY MEASURES FOR THE AGM

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

- (i) Seating at the AGM venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the AGM. The Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.
- (ii) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be admitted to the AGM venue or will be required to leave the AGM venue.
- (iii) Any person who has travelled outside Hong Kong within 14 days immediately before the AGM (“**recent travel history**”), is subject to quarantine or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine or with recent travel history shall not attend the AGM.
- (iv) Every person is required to wear surgical face masks inside the AGM venue at all times. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (v) No gifts, food or beverages will be provided at the AGM.

To the extent permitted under law, the Company reserves the right to deny entry of any person into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In addition, the Company reminds Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person, by using form of proxy with voting instructions inserted.

The form of proxy is attached to the circular for shareholders. Alternatively, the form of proxy can be downloaded from the Company’s website at www.hcho.com.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Subject to the development of COVID-19, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website for further announcements and updates on the AGM arrangements.

DEFINITIONS

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

“2020 AGM”	the annual general meeting of the Company held on 18 August 2020
“AGM”	the annual general meeting of the Company to be convened and held at the Turquoise and Fuchsia Room, 3/F, Gateway Hotel Hong Kong, 13 Canton Road, Tsim Sha Tsui, Kowloon on Wednesday, 18 August 2021 at 2:30 p.m.
“Articles”	the articles of association of the Company adopted on 14 May 2018
“Board”	the board of Directors
“close associate(s)”	has the meaning as defined under the Listing Rules
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Affluent Foundation Holdings Limited (俊裕地基集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 2 June 2017
“core connected person(s)”	has the meaning as defined under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	9 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	7 June 2018, being the date of listing of Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers as approved by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD



Affluent Foundation Holdings Limited

俊裕地基集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1757)

Executive Directors:

Mr. Chan Siu Cheong (*Chairman and Chief Executive Officer*)

Mr. Sin Ka Pong

Independent Non-Executive Directors:

Mr. Ho Chi Wai

Mr. Cheung Kwok Yan Wilfred

Mr. Lau Leong Ho

Registered Office:

P.O. Box 1350

Windward 3

Regatta Office Park

Grand Cayman KY1-1108

Cayman Islands

Principal place of business

in Hong Kong:

Unit 903–905, 9/F

The Octagon

No. 6 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

16 July 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

ISSUE MANDATE

Given that the general mandate granted to the Directors to allot, issue and deal with Shares by the Shareholders at the 2020 AGM 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 1,200,000,000 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 240,000,000 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 remain in effect 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 or any applicable laws of the Cayman Islands to be held; and (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares by the Shareholders at the 2020 AGM will lapse at the conclusion of the AGM, 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, based on 1,200,000,000 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 120,000,000 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 remain in effect 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 or any applicable laws of the Cayman Islands to be held; and (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in 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 relevant 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.

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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Retirement of Directors

The Board currently comprises five members, including two executive Directors, namely Mr. Chan Siu Cheong and Mr. Sin Ka Pong, and three independent non-executive Directors, namely Mr. Ho Chi Wai, Mr. Cheung Kwok Yan Wilfred and Mr. Lau Leong Ho.

In accordance with Article 108(a) of the Articles, at each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Chan Siu Cheong and Mr. Cheung Kwok Yan Wilfred (collectively, the “**Retiring Directors**”) will retire from office at the AGM and, being eligible, offer themselves for re-election. Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Recommendation of the Nomination Committee

The Board and the nomination committee of the Company (the “**Nomination Committee**”) have reviewed and assessed the annual confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and formed the view that all of them, including Mr. Cheung Kwok Yan Wilfred, remain independent. The Board and the Nomination Committee are of the view that each of the Retiring Directors has demonstrated his ability in providing professional and independent views to the affairs of the Company for the year ended 31 March 2021. The Nomination Committee has also considered the skills, knowledge and professional experience of the independent non-executive Directors and, with reference to the board diversity policy of the Company, is of the view that Mr. Cheung Kwok Yan Wilfred possesses experience in corporate finance, accounting and audit respectively, which enables him to contribute to the diversity of the Board. Therefore, the Nomination Committee nominated the Retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that both the Retiring Directors stand for re-election as Directors at the AGM. Each of the Retiring Directors will be abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

The biographical details of each of the Retiring Directors 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.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) and re-election of the Retiring Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM in person, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before (i.e. Monday, 16 August 2021 at 2:30 p.m.) the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company 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 registered. 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 and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 August 2021.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors to the proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

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

By Order of the Board
Affluent Foundation Holdings Limited
Chan Siu Cheong
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,200,000,000 Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate, 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 passing such resolution at the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 120,000,000 Shares, representing 10% of the existing issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate, if granted at the AGM, will remain in effect 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 or any applicable laws of the Cayman Islands to be held; and (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

3. REASONS FOR REPURCHASES

Although the Directors have no present intention to repurchase any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of Shares will be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules.

5. 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 of the Company as at 31 March 2021 (being the date to which the latest published audited consolidated financial statements of the Company) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

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

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2020		
July	0.148	0.085
August	0.137	0.097
September	0.150	0.098
October	0.175	0.140
November	0.170	0.144
December	0.208	0.184
2021		
January	0.212	0.163
February	0.235	0.159
March	0.205	0.171
April	0.270	0.191
May	0.335	0.243
June	0.350	0.255
July (up to the Latest Practicable Date)	0.345	0.300

7. UNDERTAKING

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will make repurchase pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules, all applicable laws of the Cayman Islands from time to time in force.

8. CORE CONNECTED PERSON

No core connected person has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase 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 Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company, and depending on the level of increase of the shareholders' interests, may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, 900,000,000 Shares are held by Oriental Castle Group Limited, representing 75% of our entire issued share capital of the Company. Oriental Castle Group Limited is beneficially owned as to 90% by Mr. Chan Siu Cheong and 10% by Ms. Chu Wai Ling (Oriental Castle Group Limited, Mr. Chan Siu Cheong and Ms. Chu Wai Ling are collectively referred to as the "**Controlling Shareholders**"). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of the Controlling Shareholders would be increased from 75% to approximately 83.33% of the total number of Shares in issue. Such increase would not give rise to any general offer obligation under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

The following set out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM.

Mr. CHAN Siu Cheong (陳紹昌) (“Mr. Chan”), aged 65, is the chairman of the Board, the chief executive officer of the Company and an executive Director. He was appointed as a Director on 2 June 2017 and was re-designated as an executive Director, the chairman of the Board and the chief executive officer of the Company on 14 May 2018. Mr. Chan is also the chairman of the nomination committee of the Company. Mr. Chan is one of the controlling shareholders of our Company and the founder of our Group. Mr. Chan has also been a director of HCC Foundations and HCC Transportation since their year of incorporation in 2009 and 1996 respectively.

Prior to founding our Group, Mr. Chan worked in the foundation industry as a sub-contractor engaged in foundation works including excavation, concreting and underground drainage works in the early 1980s until he founded HCC Transportation. Mr. Chan has over 30 years of experience in the construction industry. Mr. Chan is responsible for overall management and overseeing and monitoring of projects and machinery of the Group.

Mr. Chan signed a service contract with the Company on 14 May 2018 for an initial term of three years commencing from the Listing Date and his engagement with the Company will continue which may be terminated by not less than three months’ written notice served by either party on the other. Mr. Chan is subject to retirement by rotation and re-election in accordance with the Articles and termination provisions set out in the service contract. Pursuant to the terms of the service contract, Mr. Chan is entitled to a director’s fee of HK\$1,300,000 per annum.

As at the Latest Practicable Date, Mr. Chan is deemed to be interested in 900,000,000 Shares held by Oriental Castle Group Limited, which is beneficially owned as to 90% by Mr. Chan and 10% by Ms. Chu Wai Ling, the spouse of Mr. Chan. By virtue of the SFO, Mr. Chan is deemed to be interested in the Shares held by Oriental Castle Group Limited.

Save as disclosed above, Mr. Chan did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (iii) have any interests in the shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date, or (iv) hold any directorship in any other listed company (whether in Hong Kong or overseas) in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in connection with the re-election of Mr. Chan as a Director nor is there any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. CHEUNG Kwok Yan Wilfred (張國仁) (“Mr. Cheung”), aged 41, was appointed as an independent non-executive Director on 13 May 2018. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. He is primarily responsible for providing independent judgment to bear on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of the Group.

Mr. Cheung graduated from the University of Buckingham in the United Kingdom with a Bachelor of Science (Economics) in February 2005. Mr. Cheung is a fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Directors and the Institute of Chartered Accountants in England and Wales. Mr. Cheung joined Moores Rowland Mazars in September 2005 as an associate and was later transferred to Mazars CPA Limited after its reorganisation in June 2007. Mr. Cheung left Mazars CPA Limited in October 2007 as an associate and joined Grant Thornton as senior accountant in its China practice division until December 2008. Mr. Cheung then worked for the Royal Bank of Canada Europe Limited as accounts preparer in its CEES UK Department from March 2009 to January 2010. Mr. Cheung was employed by Rainbow Brothers Limited from February 2010 to August 2010 as a senior associate in corporate finance. Mr. Cheung later joined Mega International Food Limited as a financial controller in September 2010 and was appointed as a general manager of its fellow subsidiary, Poly Shining Limited, and Mr. Cheung left the group in March 2013. In August 2013, Mr. Cheung joined The Gate Worldwide Limited, an international advertising and marketing agency, as a senior finance manager and was promoted to a finance director in July 2015. He ceased his employment with The Gate Worldwide Limited in May 2018. Mr. Cheung was employed by Denuo Limited – Starcom Worldwide (星傳媒), a wholly-owned subsidiary of Publicis Groupe (陽獅集團), the world’s third largest communications group, as Finance Director from July 2018 to July 2019. He is currently a Director of Sonic Corporate Services Company and a Financial Controller of Stepworks Company Limited, an international branding agency based in Hong Kong.

Mr. Cheung has been an independent non-executive director of HKE Holdings Limited (stock code: 1726), the issued shares of which are listed on the Main Board, since March 2018. He was an independent non-executive director of Chun Sing Engineering Holdings Limited (currently known as Huarong Investment Stock Corporation Limited), the issued shares of which were formerly listed on the Main Board, from December 2014 to June 2016 and was an independent non-executive director of LEAP Holdings Group Limited (stock code: 1499) (currently known as OKG Technology Holdings Limited), the issued shares of which are listed on the Main Board, from August 2015 to November 2017.

Mr. Cheung entered into an appointment letter with the Company on 14 May 2018 in relation to his appointment as an independent non-executive Director for an initial fixed term of one year commencing from the Listing Date and his appointment shall continue year to year which may be terminated by one party at any time by giving the other party at least one month’s notice in writing or such shorter notice period as may be agreed between Mr. Cheung and the Company and is subject to retirement and re-election in accordance with the Articles and

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

termination provisions set out in the appointment letter. Under the appointment letter, Mr. Cheung is entitled to a director's fee of HK\$180,000 per annum.

Save as disclosed above, Mr. Cheung did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (iii) have any interests in the shares or debentures of the Company or any of its associated corporations meaning of Part XV of the SFO as at the Latest Practicable Date, or (iv) hold any directorship in any other listed company (whether in Hong Kong or overseas) in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in connection with the re-election of Mr. Cheung as an independent non-executive Director, nor is there any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF AGM



Affluent Foundation Holdings Limited

俊裕地基集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1757)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Affluent Foundation Holdings Limited (the “**Company**”) will be held at the Turquoise and Fuchsia Room, 3/F, Gateway Hotel Hong Kong, 13 Canton Road, Tsim Sha Tsui, Kowloon on Wednesday, 18 August 2021 at 2:30 p.m. (the “**Meeting**”) for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditors of the Company and its subsidiaries for the year ended 31 March 2021;
2.
 - (i) To re-elect Mr. Chan Siu Cheong as an executive director of the Company;
 - (ii) To re-elect Mr. Cheung Kwok Yan Wilfred as an independent non-executive director of the Company;
 - (iii) To authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remuneration of the Directors;
3. To re-appoint Grant Thornton Hong Kong Limited as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration;

and as special business, to consider and, if thought fit, pass with or without amendments, the following proposed resolutions numbered 4 to 6 as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”), securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme of the Company or similar arrangement for the time being adopted by the Company; or (v) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles**”) of the Company in force from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

“**Rights Issue**” means an offer of Shares other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence of any restrictions obligations under the laws of, or the

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requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”;

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, the SFC or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue as at the date of the 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 expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.”; and

6. **“THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”.

By Order of the Board
Affluent Foundation Holdings Limited
Chan Siu Cheong
Chairman

Hong Kong, 16 July 2021

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Registered Office:

P.O. Box 1350
Windward 3
Regatta Office Park
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:

Unit 903-905, 9/F
The Octagon
No. 6 Sha Tsui Road
Tsuen Wan
New Territories
Hong Kong

Notes:

1. For the purpose of determining the eligibility of the shareholders of the Company entitled to attend and vote at the Meeting, the register of members of the Company 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 Meeting, all transfer documents accompanied by the relevant certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 August 2021.
2. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and to vote on his/her behalf. A shareholder of the Company who is the holder of two or more shares in the Company may appoint, more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. A proxy needs not be a shareholder of the Company.
3. In case of joint registered holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. This form of proxy must be completed and signed in writing under the hand of the appointor or of his attorney duly authorised in writing, or in case of a corporation, either under its common seal, or under the hand of an officer, attorney or other person authorised. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before (i.e. Monday, 16 August 2021 at 2:30 p.m.) the time fixed for holding of the Meeting or any adjournment thereof.
5. With respect to resolution no. 2 of this notice, Mr. Chan Siu Cheong and Mr. Cheung Kwok Yan Wilfred shall retire from office of directorship and, being eligible, offer themselves for re-election in accordance with the Articles. Details of their information are set out in the circular of the Company dated 16 July 2021.
6. As at the date of this notice, the Board comprises Mr. Chan Siu Cheong and Mr. Sin Ka Pong as executive Directors; and Mr. Ho Chi Wai, Mr. Cheung Kwok Yan Wilfred and Mr. Lau Leong Ho as independent non-executive Directors.

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7. Completion and return of this form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting (or any adjournment thereof) if he/she/it so wishes and in such event, the instrument appoint a proxy shall be deemed to have been revoked.

8. Any voting at the Meeting shall be taken by poll.