
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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in **Hang Pin Living Technology Company Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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HANG PIN LIVING TECHNOLOGY COMPANY LIMITED
杭品生活科技股份有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1682)

**PROPOSED GRANT OF GENERAL MANDATE TO
ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Hang Pin Living Technology Company Limited (the “**Company**”) at 3:00 p.m. (Hong Kong time) on Thursday, 30 September 2021 at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong is set out on pages 10 to 13 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and deposit it with Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and, in any event, not later than 48 hours before the time appointed for the holding the meeting (i.e. 3:00 p.m. on Tuesday, 28 September 2021, Hong Kong time) or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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DEFINITIONS

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

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| “AGM” or “Annual General Meeting” | the annual general meeting of the Company to be convened and held at 3:00 p.m. on Thursday, 30 September 2021 at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong or any adjournment thereof |
| “AGM Notice” | the notice for convening the Annual General Meeting set out on pages 10 to 13 of this circular |
| “Annual Report” | the annual report of the Company for the year ended 31 March 2021 dated 23 June 2021 |
| “Board” | the board of Directors |
| “Bye-Laws” | the bye-laws of the Company, as amended from time to time |
| “close associate” | has the meaning ascribed to it under the Listing Rules |
| “Companies Act” | The Companies Act 1981 of Bermuda |
| “Company” | Hang Pin Living Technology Company Limited, a company incorporated in Bermuda with limited liability and 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 |
| “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 |
| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution |
| “Latest Practicable Date” | 16 July 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |

DEFINITIONS

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|------------------|---|
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) in issue |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent. |

LETTER FROM THE BOARD

HANG PIN LIVING TECHNOLOGY COMPANY LIMITED

杭品生活科技股份有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1682)

Executive Directors:

Mr. Lam Kai Yeung (*Chief Executive Officer*)

Mr. Situ Shilun (*Chief Operating Officer*)

Independent non-executive Directors:

Dr. Lam Lee G.

Mr. Chan Kin

Mr. Chau Chi Yan Benny

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

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

Room 2101, 21/F,

China Merchants Tower,

Shun Tak Centre,

168-200 Connaught Road

Central, Hong Kong

19 July 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATE TO
ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you the AGM Notice. Resolutions to be proposed at the Annual General Meeting include: (i) ordinary resolution relating to the proposed grant of the Issue Mandate; and (ii) ordinary resolutions relating to the re-election of the Directors.

Pursuant to the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is also prepared for such purpose.

LETTER FROM THE BOARD

2. GRANT OF ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue or otherwise deal with new Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 785,927,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 157,185,400 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date.

3. RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 108(A), each of Mr. Lam Kai Yeung, Mr. Situ Shilun, Dr. Lam Lee G. and Mr. Chan Kin will retire as Directors by rotation at the Annual General Meeting and, who being eligible, will offer themselves for re-election as Directors by the Shareholders at the Annual General Meeting.

In accordance with Bye-Law 112, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Chau Chi Yan Benny was appointed by the Board as an addition to the existing Board on 16 April 2021, and shall therefore hold office only until the Annual General Meeting. Mr. Chau shall retire and be eligible for re-election at the Annual General Meeting.

The particulars of Mr. Lam Kai Yeung, Mr. Situ Shilun, Dr. Lam Lee G., Mr. Chan Kin and Mr. Chau Chi Yan Benny are set out in Appendix I to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 10 to 13 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate; and
- (b) the re-election of Directors.

You will find enclosed with this circular a proxy form for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and, in any event no later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 3:00 p.m. on Tuesday, 28 September 2021, Hong Kong time). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of the Stock Exchange and the Company.

5. RESPONSIBILITY STATEMENT

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

6. RECOMMENDATIONS

The Board considers that the ordinary resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

7. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular. Unless otherwise stated, in case of any inconsistency between the English and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully
For and on behalf of the Board of
Hang Pin Living Technology Company Limited
Lam Kai Yeung
Chief Executive Officer & Executive Director

Set out below are details of the Directors proposed to be re-elected at the Annual General Meeting:

Executive Directors

Mr. Lam Kai Yeung

Mr. Lam Kai Yeung (“**Mr. Lam**”), aged 51, was appointed as an executive director of the Company on 30 June 2017 and the chief executive officer of the Company on 13 September 2017. Mr. Lam is an independent non-executive director Shi Shi Services Limited (formerly known as “Kong Shum Union Property Management (Holding) Limited”) (Stock code: 8181), which is listed on GEM of the Stock Exchange. He is also an independent non-executive director of Starrise Media Holdings Limited (formerly known as “Silverman Holdings Limited”) (Stock code: 1616), Holly Futures Co., Limited (弘業期貨股份有限公司) (Stock code: 3678) and Kin Shing Holdings Limited (Stock code: 1630), which are companies listed on the Main Board of the Stock Exchange. Mr. Lam was a director of Sunway International Holdings Limited (Stock code: 58) from May 2015 to June 2019, a company listed on the Main Board of the Stock Exchange. He also was an independent non-executive Director of Finsoft Financial Investment Holding Limited (Stock code: 8018) from June 2015 to June 2020, a Company listed on the GEM of the Stock Exchange.

Mr. Lam is a fellow of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He is also a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO. He is also a Certified Deal maker. He has more than 20 years’ experience in finance and auditing. He obtained a bachelor degree in accounting from Xiamen University (廈門大學) in July 1990 and a master degree in business administration from Oxford Brookes University in the United Kingdom in July 2010.

Mr. Situ Shilun

Mr. Situ Shilun (“**Mr. Situ**”), aged 62, was appointed as an executive Director and chief operating officer of the Company on 24 December 2019. Mr. Situ possessed more than 38 years of experience in the area of garment trading, procurement and manufacturing. In August 2002, Mr. Situ established Ningbo Fenghua Hexin Clothing Limited Company* (寧波奉化和欣服飾有限公司), which principally engaged in the outsourcing and processing of clothing and wholesale and retail of the raw materials for clothing, and is currently its executive director, general manager and legal representative. He is currently the general manager of Jinwei Nanometer Textile (Fujian) Co., Ltd., which principal business is the manufacturing of nanometer apparel in the PRC.

* for identification purpose only

Independent non-executive Directors**Dr. Lam Lee G**

Dr. Lam Lee G. (“**Dr. Lam**”), aged 62, was appointed as an independent non-executive director of the Company on 29 September 2017. Dr. Lam has over 30 years of international experience in general management, strategy consulting, corporate governance, direct investment, investment banking and fund management. He is Chairman of Hong Kong Cyberport, a member of the Committee on Innovation, Technology and Re-Industrialization, the Governance Committee of the Hong Kong Growth Portfolio, and the Development Bureau Common Spatial Data Advisory Committee of the Hong Kong Special Administrative Region Government, Convenor of the Panel of Advisors on Building Management Disputes of the HKSAR Government Home Affairs Department, a member of the Court of the City University of Hong Kong and the Tencent Finance Academy (Hong Kong) Advisory Board, Chairman of the United Nations Economic and Social Commission for Asia and the Pacific (UN ESCAP) Sustainable Business Network (ESBN), Vice Chairman of Pacific Basin Economic Council (PBEC), and a member of the Hong Kong Trade Development Council Belt and Road and Greater Bay Area Committee and the Sir Murray MacLehose Trust Fund Investment Advisory Committee. Dr. Lam holds a BSc in sciences and mathematics, an MSc in systems science and an MBA from the University of Ottawa in Canada, a post-graduate diploma in public administration from Carleton University in Canada, a post-graduate diploma in English and Hong Kong Law and an LLB (Hons) in law from Manchester Metropolitan University in the UK, a LLM in law from the University of Wolverhampton in the UK, a PCLL in law from the City University of Hong Kong, a Certificate in Professional Accountancy from the Chinese University of Hong Kong SCS, an MPA and a PhD from the University of Hong Kong. A former member of the Hong Kong Bar, Dr. Lam is a Solicitor of the High Court of Hong Kong, an Accredited Mediator of the Centre for Effective Dispute Resolution (CEDR), a Fellow of Certified Management Accountants (CMA) Australia, the Hong Kong Institute of Arbitrators, the Hong Kong Institute of Directors and the Institute of Corporate Directors Malaysia (ICDM) and an Honorary Fellow of Certified Public Accountants (CPA) Australia, the Hong Kong Institute of Facility Management and the University of Hong Kong School of Professional and Continuing Education. In 2019, Dr. Lam was awarded by the Hong Kong Government a Bronze Bauhinia Star for serving the public.

Dr. Lam is currently an independent non-executive director of each of CSI Properties Limited (Stock Code: 497), Vongroup Limited (Stock Code: 318), Mei Ah Entertainment Group Limited (Stock Code: 391), Elife Holdings Limited (Stock Code: 223), Haitong Securities Company Limited (Stock Code: 6837, 600837 on the Shanghai Stock Exchange), Kidsland International Holdings Limited (Stock Code: 2122), and Greenland Hong Kong Holdings Limited (Stock code: 337), and a non-executive director of each of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188), China LNG Group Limited (Stock Code: 931), National Arts Entertainment and Culture Group Limited (Stock Code: 8228), Tianda Pharmaceuticals Limited (Stock Code: 455), Mingfa Group (International) Company Limited (Stock Code: 846, re-designated from independent non-executive director on 23 April 2020) and Eternity Technology Holdings Limited (Stock Code: 1725, appointed on 13 May 2021), the shares of all of which are listed on the Stock Exchange. Dr. Lam is also an independent non-executive director of Asia-Pacific Strategic Investments Limited (formerly known as China Real Estate Group Limited, Stock code: 5RA), Top Global Limited (Stock Code: BHO), Alset International Limited (formerly known as Singapore eDevelopment Limited, (Stock Code: 40V), re-designated from non-executive director on 2 July 2020), Beverly JCG Limited (formerly known as JCG Investment Holdings Ltd., Stock Code: VFP), and

Thomson Medical Group Limited (Stock Code: A50), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is an independent non-executive director of Sunwah International Limited (Stock Code: SWH), whose shares are listed on the Toronto Stock Exchange, AustChina Holdings Limited (Stock Code: AUH), whose shares are listed on the Australian Securities Exchange and TMC Life Sciences Berhad (Stock Code: 0101), whose shares are listed on the Bursa Malaysia, and a non-executive director of Jade Road Investments Limited (formerly known as Adamas Finance Asia Limited, Stock Code: JADE), whose shares are listed on the London Securities Exchange.

In the past three years, Dr. Lam was a non-executive director of China Shandong Hi-Speed Financial Group Limited (stock code: 412) up to 14 May 2020 and Green Leader Holdings Group Limited (stock code: 0061) up to 22 July 2019, and was also an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148) up to 1 March 2021, Huarong Investment Stock Corporation Limited (stock code: 2277, privatized on 12 November 2020) up to 31 December 2020, Hsin Chong Group Holdings Limited (stock code: 404; delisted on the Stock Exchange in December 2019) up to 27 September 2019, Glorious Sun Enterprises Limited (stock code: 393) up to 31 August 2019, Xi'an Haitiantian Holdings Co., Ltd. (stock code: 8227) up to 23 July 2018, the shares of all of which are or were listed on the Stock Exchange. He was also an independent non-executive director of a Singapore Exchange listed company, Rowsley Ltd. (stock code: A50) up to 25 April 2018, and a Stuttgart Stock Exchange listed company, Vietnam Equity Holding (stock code: 3MS) up to 28 February 2018.

The Board has considered Dr. Lam's concurrent service as a director in the abovementioned listed companies and is satisfied with Dr. Lam's time commitments in discharging his Director's duties towards our Company having regard to all relevant factors including:

- (a) Dr. Lam has maintained his profession in various directorships of listed companies he served, and has actively participated in the Board meetings and various committees held by the Company. Dr. Lam attended all of our Board meetings, committee meetings and general meetings during the year ended 31 March 2021 and he was one of the Directors with the highest attendance record of meetings during the year ended 31 March 2021;
- (b) The Board has made reasonable enquiries with Dr. Lam and it is noted that Dr. Lam was able to attend relevant board meetings of the numerous listed companies with which he has directorship; and
- (c) Dr. Lam's background, qualifications and experience in acting as an independent non-executive director of a number of listed companies indicate that Dr. Lam will be able to devote the time required to each of the listed companies with which he has directorship.

Mr. Chan Kin

Mr. Chan Kin (“**Mr. Chan**”), aged 57, was appointed as a non-executive director of the Company on 12 June 2017 and re-designated as an independent non-executive director of the Company on 25 February 2019. Mr. Chan graduated from Shanghai Institute of Foreign Trade* (上海外貿職工大學) in 1980s and immigrated to Hong Kong in 1990s. He engaged in international trade, marketing, finance and investment risk management and other industries. Since 1993, he has been self-employed and founded Fong Shing Investment Limited. With the practical working experience accumulated in Hong Kong and China in the past 30 years, he has been engaged in the project investment research, operation planning and business evaluation of the project as well as the provision of advice regarding corporate strategic management, investment management and capital operation management and risk.

Mr. Chau Chi Yan Benny

Mr. Chau Chi Yan Benny (“**Mr. Chau**”), aged 39, was appointed as an independent non-executive director of the Company on 16 April 2021. Mr. Chau obtained a bachelor’s degree in arts from Manchester Metropolitan University in the United Kingdom in September 2005. Mr. Chau is currently an executive director and deputy chief executive officer of ELL Environmental Holdings Limited a company listed on The Stock Exchange of Hong Kong Limited (stock code: 1395) and vice president of Hong Kong Basketball Association. Mr. Chau has extensive experiences in finance, investment and sports management.

Save as disclosed above, each of the above Directors confirmed with respect to himself that: (i) he is independent from and had no other relationships with any Directors, members of our senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date; (ii) apart from the Company, in the last three years leading up to and as at the Latest Practicable Date, he is not holding, nor had he held directorships in any other public company the securities of which are listed on any securities market in Hong Kong and/or overseas; (iii) he did not hold other positions in the Company or other members of the Group as at the Latest Practicable Date; (iv) he does not have any interests in any business which competes or may compete, directly or indirectly, with us, which is disclosable under the Listing Rules; (v) he did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (vi) to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there is no additional information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and no other matters with respect to their appointments that need to be brought to the attention of our Shareholders as at the Latest Practicable Date.

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

HANG PIN LIVING TECHNOLOGY COMPANY LIMITED

杭品生活科技股份有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1682)

NOTICE IS HEREBY GIVEN that the annual general meeting of Hang Pin Living Technology Company Limited (the “**Company**”) will be held at 3:00 p.m. on Thursday, 30 September 2021 at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for the following purposes:

As Ordinary Business:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (“**Directors**”) and auditors of the Company for the year ended 31 March 2021.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Lam Kai Yeung as an executive Director;
 - (b) To re-elect Mr. Situ Shilun as an executive Director;
 - (c) To re-elect Dr. Lam Lee G. as an independent non-executive Director;
 - (d) to re-elect Mr. Chan Kin as an independent non-executive Director;
 - (e) to re-elect Mr. Chau Chi Yan Benny as an independent non-executive Director; and
 - (f) to authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Elite Partners CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

As Special Business:

4. 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 of this resolution, pursuant to the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules;
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the bye-laws of the Company (the “**Bye-Laws**”) in force from time to time; or
 - (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company;

shall not exceed the aggregate of:

- (aa) 20 per cent. of the total number of shares of the Company in issue on the date of the passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of shares of the Company in issue as at the date of the passing of this resolution) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act 1981 of Bermuda (the “**Companies Act**”) or any other applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of shares in the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

By order of the board of Directors of
Hang Pin Living Technology Company Limited
Lam Kai Yeung
Chief Executive Officer & Executive Director

Hong Kong, 19 July 2021

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Room 2101, 21/F
China Merchants Tower,
Shun Tak Centre,
168-200 Connaught Road
Central, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the annual general meeting of the Company convened by this notice is entitled to appoint one or more proxy to attend and vote on his behalf. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by this notice is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of holding the annual general meeting of the Company (i.e. 3:00 p.m. on Tuesday, 28 September 2021, Hong Kong time) or any adjourned meeting.
3. In relation to proposed resolutions no. 4 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be on Friday, 24 September 2021. In order to be eligible to attend and vote at the AGM, unregistered holders of the shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Friday, 24 September 2021.
7. As at the date of this notice, the board of Directors comprises Mr. Lam Kai Yeung and Mr. Situ Shilun as executive Directors; and Dr. Lam Lee G., Mr. Chan Kin and Mr. Chau Chi Yan Benny as independent non-executive Directors.