

---

## 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 Ever Reach Group (Holdings) Company 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.

---



### **Ever Reach Group (Holdings) Company Limited**

**恒達集團（控股）有限公司**

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

**(Stock code: 3616)**

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
AMENDMENTS OF MEMORANDUM AND ARTICLES OF  
ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

The notice convening the Annual General Meeting (“AGM”) of Ever Reach Group (Holdings) Company Limited (the “**Company**”) to be held at Java Room II-III, 2/F, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on Thursday, 9 June 2022 at 3:00 p.m. is set out in this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Tuesday, 7 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.everreachgroup.com](http://www.everreachgroup.com)).

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

28 April 2022

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Re-election of Directors .....	4
3. Proposed Granting of General Mandate to Buy Back Shares .....	4
4. Proposed Granting of General Mandate to Issue Shares .....	5
5. Proposed Amendments to the Memorandum and Articles of Association .....	5
6. Annual General Meeting and Proxy Arrangement .....	6
7. Recommendation .....	7
<b>Appendix I — Details of the Directors Proposed to be                     Re-elected at the Annual General Meeting</b> .....	8
<b>Appendix II — Explanatory Statement on the Share Buy-back Mandate</b> .....	11
<b>Appendix III — The Proposed Amendments to the Memorandum and                     Articles of Association</b> .....	15
<b>Notice of Annual General Meeting</b> .....	28

---

## DEFINITIONS

---

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Java Room II-III, 2/F, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on Thursday, 9 June 2022 at 3 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 28 to 33 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Company”	Ever Reach Group (Holdings) Company 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
“HK\$/HKD”	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”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM
“Latest Practicable Date”	21 April 2022, 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 as amended from time to time

---

## DEFINITIONS

---

“Memorandum and Articles of Association”	the existing memorandum and articles of association of the Company
“New Memorandum and Articles of Association”	the second amend and restated memorandum and articles of association of the Company proposed to be adopted at the Annual General Meeting
“PRC”	The People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HKD0.01 each in the issued 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 ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back/repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

---

LETTER FROM THE BOARD

---



**Ever Reach Group (Holdings) Company Limited**

**恒達集團（控股）有限公司**

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

**(Stock code: 3616)**

*Executive Directors:*

Mr. LI Xiaobing  
Mr. WANG Zhenfeng  
Ms. QI Chunfeng  
Mr. WANG Quan

*Independent Non-executive Directors:*

Mr. LEE Kwok Lun  
Mr. WEI Jian  
Mr. FANG Cheng

*Registered Office:*

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

*Headquarters in the PRC:*

266 Bayi Road, Xuchang City  
Henan Province  
The PRC

*Principal Place of Business in Hong Kong:*

Room 1409, Floor 14, Leighton Centre  
77 Leighton Road, Causeway Bay  
Hong Kong

28 April 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
AMENDMENTS OF MEMORANDUM AND ARTICLES OF  
ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Thursday, 9 June 2022.

---

## LETTER FROM THE BOARD

---

The notice of AGM is set out on pages 28 to 33 of this circular. Shareholders are advised to read the notice of the AGM and to complete and return the accompanying form of proxy for use at the AGM in accordance with the instruction printed thereon.

For the purpose of Shareholder's eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022, both days inclusive, during which period no transfer of shares will be registered. As such, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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, 2 June 2022.

Pursuant to the Listing Rules, all resolutions put to vote at the AGM shall be taken by poll except where the chairman of the meetings, 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.

### **2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 84 of the articles of association of the Company, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. WANG Quan, Mr. FANG Cheng and Mr. WEI Jian will retire at the AGM. All of the above Directors, being eligible, will offer themselves for re-election at the AGM.

Details of the Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM (i.e. a total of 120,000,000 Shares on the basis that no further Shares are issued or bought back before the AGM). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### 4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM (i.e. a total of 240,000,000 Shares on the basis that no further Shares are issued or bought back before the AGM). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

### 5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 12 April 2022 in relation to the Proposed Amendments. As disclosed therein, the Directors propose to make certain amendments to the Memorandum and Articles of Association in order to make it in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association. The purpose and principal effect of the Proposed Amendments are as follows:

- (a) to bring the relevant provisions of the Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the relevant requirements under new Appendix 3 to the Listing Rules;
- (b) to update the definition of “Companies Law” to bring it in line with the latest Companies Act (as revised) of the Cayman Islands;
- (c) to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Directors; and
- (d) to make other house-keeping amendments to the Memorandum and Articles of Association.

The Company’s legal advisers as to Hong Kong law and as to Cayman Islands law have respectively confirmed that the Proposed Amendments are in compliance with the requirements of the Listing Rules and do not violate the Cayman Islands laws. The Company has also confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

---

## LETTER FROM THE BOARD

---

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association will be subject to the approval of the Shareholders by way of a special resolution at the AGM and will become effective upon the approval by the Shareholders at the AGM. The Proposed Amendments are set out in Appendix III to this circular.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 28 to 33 of this circular.

At the AGM, resolutions will be proposed to the Shareholders including re-election of Directors, granting of general mandate to buy back shares and granting of general mandate to issue shares.

Pursuant to Rule 13.39 of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meetings, in a 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. The Chairman of the AGM will therefor demand a poll for every resolution put to the vote at the AGM. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3 p.m. on Tuesday, 7 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.



---

## LETTER FROM THE BOARD

---

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the amendments to the Memorandum and Articles of Association, granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**LI Xiaobing**  
*Chairman and Executive Director*

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

#### 1. MR. WANG QUAN

**Mr. WANG Quan**, aged 49, is the executive Director and deputy chief executive officer of the Company and was appointed as a Director on 19 May 2017. Mr. WANG Quan joined Xuchang Hengda in March 2002 and has since been a deputy chief executive officer (副總裁) of Xuchang Hengda since April 2005, as well as a director of Henan Dadi since August 2012. Mr. Wang Quan has extensive experiences in operational management and corporate administration.

Mr. Wang Quan completed his tertiary studies in the speciality of production mechanics craftsmanship and equipments (機械製造工藝及設備) at the Technical College of Northern China (華北工學院) in July 1996. He then attained in May 2001 the professional and technical qualification of assistant engineer (助理工程師) in the speciality of mechanics (機械) as evaluated by the Elementary Professional and Technical Role Assessment Committee of State-owned 9676 Factory (Engineering Series) (國營九六七六廠工程系列初級專業技術職務評委會) and conferred by the Commission of Science, Technology and Industry for National Defence of Henan Province (河南省國防科學技術工業委員會). Moreover, Mr. Wang Quan also obtained the intermediate level of economics (經濟) in the speciality of business administration (工商管理) as conferred by the Ministry of Personnel of the PRC\* (中華人民共和國人事部) in November 2001, as well as the intermediate level of finance (金融) and the intermediate level of fiscal taxation (財務稅收) as conferred by the Ministry of Human Resources and Social Security of the PRC\* (中國人力資源和社會保障部) respectively in May 2015 and April 2016. Furthermore, Mr. Wang Quan undertook a number of qualification examinations for securities practitioners (證券從業人員資格考試) and was granted passing certificates (成績合格證) by the Securities Association of China (中國證券業協會).

Mr. Wang Quan entered into a service agreement with the Company for a term of three years commencing from 22 October 2021 subject to termination by either party thereto giving to the other not less than three months' prior written notice. Mr. Wang Quan's emoluments recorded in 2021 of approximately RMB658,000 were determined with reference by his experience, qualification and responsibilities to be undertaken.

\* *English name for identification purpose only*

**2. MR. FANG CHENG**

**Mr. FANG Cheng**, aged 49, was appointed as an independent non-executive Director of the Company on 22 October 2018. He is also the chairman of each of the Remuneration Committee and the Legal Compliance Committee, and a member of each of the Audit Committee and the Nomination Committee. Mr. Fang is currently the responsible officer of GBA Locee Capital Limited (樂璽資本有限公司) (formerly known as Syner Wealth Capital Limited (滙心資本有限公司)) on regulated activity of advising on corporate finance covered under type 6 licence granted by the SFC. He had served for a number of financial institutions such as South China Capital Limited (南華融資有限公司), Lombard Capital Limited (朗盈萬通融資有限公司), Masterlink Securities (Hong Kong) Corporation Limited (元富證券(香港)有限公司), CNCB (Hong Kong) Capital Limited (信銀(香港)資本有限公司), Freeman Corporate Finance Limited (民眾企業融資有限公司), Hong Kong International Capital Management Limited (香港國際資本管理有限公司), Huarong International Capital Limited (華融國際融資有限公司) and Huarong International Securities Limited (華融國際證券有限公司). Mr. Fang has over 17 years of experience in investment banking and corporate financing activities.

Mr. Fang obtained a bachelor's degree in transportation engineering and management (交通工程與管理學) from Feng Chia University (逢甲大學) in Taiwan in June 1992 and subsequently a degree of Master of Business Administration from the Cleveland State University in the United States in September 1995.

Mr. Fang has been reappointed for a term of three years commencing from 22 October 2021 subject to termination by either party thereto giving to the other not less than three months' prior written notice. Pursuant to the reappointment letter, Mr. Fang is entitled to a director's fee of HK\$264,000 per annum which is determined with reference to his duties and responsibilities in the Company, the Company's performance and the prevailing market conditions.

**3. MR. WEI JIAN**

**Mr. WEI Jian**, aged 45, was appointed as an independent non-executive Director of the Company on 22 October 2018. He is also a member of the Audit Committee and the Remuneration Committee. Mr. Wei is currently the Managing Director of Sincerity Investment Holding Limited. He had served for a number of financial institutions such as in Treasury Department at Bank of China Sydney Branch, CMC Markets Asia Pacific Pty Ltd., City Index Australia Pty Ltd. and China Minsheng Banking Corporation Limited, Hong Kong branch (中國民生銀行股份有限公司香港分行), and Deputy CEO of China Vered Financial Holding Corporation Limited. Mr. Wei has over 12 years of experience in asset management, business development, financial market operations, corporate advisory and securities dealing.

Mr. Wei obtained from the Royal Melbourne Institute of Technology an Advanced Diploma of Business (Marketing) in October 1999 and a degree of Bachelor of Business (Economics and Finance) in December 2000, and subsequently the Postgraduate Diploma in Finance and the Master of Financial Management from The University of Melbourne in August 2002 and in December 2002 respectively.

Mr. Wei has been reappointed for a term of three years commencing from 22 October 2021 subject to termination by either party thereto giving to the other not less than three months' prior written notice. Pursuant to the reappointment letter, Mr. Wei is entitled to a director's fee of HK\$264,000 per annum which is determined with reference to his duties and responsibilities in the Company, the Company's performance and the prevailing market conditions.

Save as disclosed hereof, as at the Latest Practicable Date, and to the best knowledge and belief of the board of Directors, the Directors confirmed that:

- (a) Each of Mr. WANG Quan, Mr. FANG Cheng and Mr. WEI Jian is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (b) Each of Mr. WANG Quan, Mr. FANG Cheng and Mr. WEI Jian has no other interests in the Shares which are required to be disclosed under Part XV of the SFO;
- (c) Each of Mr. WANG Quan, Mr. FANG Cheng and Mr. WEI Jian does not hold any directorships in listed public companies in the last three years;
- (d) There is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules; and
- (e) The Company is not aware of any other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Directors.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Buy-back Mandate.

### **1. 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 ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the AGM, i.e. being 1,200,000,000 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 120,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The company may only apply funds legally available for share buy-back in accordance with its Memorandum of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE BUY-BACK**

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 December 2021) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However,

the Directors do not intend to exercise the Share Buy-back 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. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April, 2021	1.45	1.27
May, 2021	1.41	1.30
June, 2021	1.51	1.34
July, 2021	1.44	1.30
August, 2021	1.73	1.35
September, 2021	1.65	1.31
October, 2021	1.40	1.04
November, 2021	1.15	1.01
December, 2021	1.09	0.93
January, 2022	1.08	0.74
February, 2022	1.09	0.93
March, 2022	1.09	0.86
April, 2022 (up to the Latest Practicable Date)	1.22	0.96

## 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor 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 Share Buy-back Mandate is approved by the Shareholders.

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 Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may applicable, they will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 26 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of the Shareholders maintained by the Company pursuant to Section 336 under Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name	Capacity	Number of Shares	Approximate percentage of interest	Approximate percentage of shareholding if the Share Buyback Mandate is exercised in full
Ever Enhancement Enterprise Company Limited	Beneficial owner	855,000,000	71.25%	79.17%
Ever Commitment (PTC) Limited ( <i>note 1</i> )	Interest of a controlled corporation	855,000,000	71.25%	79.17%
Mr. LI Xiaobing ( <i>notes 1 &amp; 2</i> )	Settlor of a discretionary trust/Interest of a controlled corporation	900,000,000	75.00%	83.33%

*Notes:*

1. As of 31 December 2021, Ever Enhancement Enterprise Company Limited was one of the controlling shareholders and was wholly-owned by Ever Commitment (PTC) Limited. Ever Commitment (PTC) Limited is the trustee of the family trust established by Mr. LI Xiaobing as the sole settlor for the benefit of a list of discretionary beneficiaries including Mr. LI Xiaobing himself and any other person or classes of person (save for Mr. LI Xiaobing's father and mother) to be appointed by and at the sole discretion of Ever Commitment (PTC) Limited (as trustee) from time to time. Mr. LI Xiaobing is deemed to be interested in the shares in Ever Commitment (PTC) Limited and Ever Commitment (PTC) Limited is deemed to be interested in any shares in which Ever Enhancement Enterprise Company Limited is interested pursuant to the SFO.
2. As of 31 December 2021, Ever Enrichment Enterprise Company Limited holds 45,000,000 Shares in the Company. Mr. LI Xiaobing owns 100% interests in Ever Enrichment Enterprise Company Limited and is deemed to be interested in any shares in which Ever Enrichment Enterprise Company Limited is interested pursuant to the SFO.

In the event that the Directors shall exercise in full the Share Buy-back Mandate and assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a share buy-back, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a share buy-back, an exercise of the Share Buy-back Mandate whether in whole or in part may result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Share Buy-back Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).



Details of the Proposed Amendments are set out as follows:

**THE MEMORANDUM OF ASSOCIATION**

**General amendments**

Replacing all references to the words “the Companies Law” with “the Companies Act” wherever they appear in the Memorandum of Association.

**THE ARTICLES OF ASSOCIATION**

**General amendments**

Replacing all references to the words “the Companies Law” with “the Companies Act” and “Law” with “Act” wherever they appear in the Articles of Association.

**Specific amendments**

<b>Currently in force</b>		<b>Proposed to be amended</b>	
<b>No.</b>	<b>Amended and Restated Articles of Association</b>	<b>No.</b>	<b>Second Amended and Restated Articles of Association</b>
1.	The regulations in Table A in the Schedule to the Companies Law (Revised) do not apply to the Company.	1.	The regulations in Table A in the Schedule to the Companies <del>Law</del> <b>Act</b> (As Revised) do not apply to the Company.
2.(1)	In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.	2.(1)	In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

Currently in force			Proposed to be amended		
No.	Amended and Restated Articles of Association		No.	Second Amended and Restated Articles of Association	
	WORD	MEANING		WORD	MEANING
	Nil			<u>“Act”</u>	<b>the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</b>
	“business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.		<b>Removed</b>	
	“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.		<b>Removed</b>	

<b>Currently in force</b>		<b>Proposed to be amended</b>	
<b>No.</b>	<b>Amended and Restated Articles of Association</b>	<b>No.</b>	<b>Second Amended and Restated Articles of Association</b>
9.	Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.	9.	[Reserved]

Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
44.	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.	44.	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the <del>Act-Law</del> or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in <del>an appointed newspaper or any other</del> newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed <b>for inspection</b> at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <b>The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.</b>

Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
51.	The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.	51.	The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <b>The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.</b>
56.	An annual general meeting of the Company shall be held in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.	56.	An annual general meeting of the Company shall be held in each <b>financial</b> year other than the <b>financial</b> year of the Company's adoption of these Articles ( <del>within a period of not more than fifteen (15) months after the holding of the last preceding</del> and <b>such</b> annual general meeting <b>must be held within six (6) or not more than eighteen (18) months after the end date of the Company's financial year adoption of these Articles,</b> (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.

Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
58.	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.	58.	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business <b>or resolution</b> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
59.(1)	<p>An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.</p>	59.(1)	<p>An annual general meeting must be called by Notice of not less than twenty-one (21) clear days <del>and not less than twenty (20) clear business days</del>. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days <del>and not less than ten (10) clear business days</del> but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the <del>Act</del> Law, if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.</p>
60A.	Nil	60A.	<p><b>The Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice including, without limitation, where a number 8 or higher typhoon signal, gale warning, extreme conditions, black rainstorm warning or other similar event is in force on the day of the general meeting.</b></p>

Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
73.(1a)	Nil	73.(1a)	<b>All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of any Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</b>
83.(3)	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 appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members 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.	83.(3)	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 <del>so appointed by the Board to fill a casual vacancy</del> shall hold office until the first <b>general meeting of Members 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</b> annual general meeting of the Company <b>after the appointment</b> and shall then be eligible for re-election.
83.(6)	A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution the Members at the meeting at which such Director is removed.	83.(6)	A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution <b>of</b> the Members at the meeting at which such Director is removed.



Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
100.(1)	<p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;</p> <p>(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>	100.(1)	<p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) <del>any contract or arrangement for the giving of any security or indemnity either:-</del></p> <p>(a) to <del>the such</del> Director or his close associate(s) <del>any security or indemnity</del> in respect of money lent <del>by him or any of his close associate(s)</del> or obligations incurred or undertaken by him or any of <del>them his close associate(s)</del> at the request of or for the benefit of the Company or any of its subsidiaries; <del>or</del></p> <p>(ii) (b) <del>any contract or arrangement for the giving of any security or indemnity</del> to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part <del>and</del> whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>

Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
	<p>(iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or</p> <p>(v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.</p>		<p>(iii) any <del>proposal—contract—</del><b>proposal</b> <del>or arrangement</del> concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(iv) <del>any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or</del> <b>any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or</b></p> <p>(iii) any proposal or arrangement concerning the <b>benefit of employees of the Company or its subsidiaries including:</b></p> <p>(a) <b>the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or a share option scheme,</b></p>

Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
			<p>(b) <del>the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement</del> which relates <del>both</del> to <del>the Director, Directors</del> or his close associate(s) and <del>employee(s) to employees</del> of the Company or <del>of</del> any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not <del>accorded</del> generally <b>accorded</b> to the class of persons to which such scheme or fund relates; <del>or:</del></p> <p>(iv) <b>any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</b></p>

Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
152.	<p>(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>	152.	<p>(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <b>by ordinary resolution</b> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) The Members may, at any general meeting convened and held in accordance with these Articles, by <b>ordinary</b>—<del>special</del> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
154.	The remuneration of the Auditor shall, be fixed by the Company in general meeting or in such manner as the Members may determine.	154.	The remuneration of the Auditor shall, <b>by ordinary resolution</b> , be fixed by the Company in general meeting or in such manner as the Members may <b>by ordinary resolution</b> determine.

Currently in force		Proposed to be amended	
No.	Amended and Restated Articles of Association	No.	Second Amended and Restated Articles of Association
155.	If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.	155.	<b>The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154. <del>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</del></b>
162.(1)	The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.	162.(1)	<b>Subject to Article 162(2), <del>the</del>The</b> Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
	Nil		<b><u>FINANCIAL YEAR</u></b>
164A.	Nil	164A.	<b>Unless otherwise determined by the Directors from time to time, the financial year end of the Company shall be 31 of December in each year.</b>

*Note:* In case of discrepancies or inconsistencies between the English version and the Chinese version of the Memorandum and Articles of Association of Ever Reach Group (Holdings) Company Limited, the English version shall prevail.



**Ever Reach Group (Holdings) Company Limited**

**恒達集團（控股）有限公司**

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

**(Stock code: 3616)**

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of Ever Reach Group (Holdings) Company Limited (the “**Company**”) will be held at Java Room II-III, 2/F, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on Thursday, 9 June 2022 at 3 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2021.
2. To declare a final dividend of HK6.0 cents per share for the year ended 31 December 2021.
3.
  - (a) To re-elect Mr. WANG Quan as a Director;
  - (b) To re-elect Mr. FANG Cheng as a Director;
  - (c) To re-elect Mr. WEI Jian as a Director; and
  - (d) To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(b) the total number of shares of the Company to be bought back pursuant to the mandate 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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. 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, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the approval in paragraph (a) above 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 allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate 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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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 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
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“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 recognized regulatory body or any stock exchange).”

- 7. To consider 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 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares 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 bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”



---

## NOTICE OF ANNUAL GENERAL MEETING

---

### SPECIAL RESOLUTION

8. As special business, to consider and if thought fit, pass the following as special resolution:

**“THAT**

- (a) the proposed amendments to the existing memorandum and articles of association of the Company as set out in Appendix III to the circular issued by the Company on 28 April 2022 be and are hereby approved and confirmed;
- (b) the second amended and restated memorandum and articles of association of the Company (a printed copy of which being tabled before the meeting and initialled by the chairman of the meeting for the purposes of identification) be and are hereby adopted in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect after the close of the meeting; and
- (c) any one Director of the Company be and is hereby authorised to do all such acts and things (including filing the second amended and restated memorandum and articles of association of the Company with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the proposed amendments.”

By Order of the Board  
**Ever Reach Group (Holdings) Company Limited**  
**LI Xiaobing**  
*Chairman and Executive Director*

Hong Kong, 28 April 2022

*As at the date of this notice, the executive Directors are Mr. LI Xiaobing, Mr. WANG Zhenfeng, Ms. QI Chunfeng and Mr. WANG Quan; and the independent non-executive Directors are Mr. LEE Kwok Lun, Mr. WEI Jian and Mr. FANG Cheng.*

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the 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 of attorney or authority, must be deposited at the Company's branch share registrar 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 the time appointed for the meeting (i.e. not later than 3 p.m. on Tuesday, 7 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company 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 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, 2 June 2022.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the AGM), the Register of Members of the Company will be closed from Thursday, 16 June 2022 to Monday, 20 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company 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 Investor Services Limited, at the above address for registration not later than 4:30 p.m. on Wednesday, 15 June 2022.
6. References to time and dates in this notice are to Hong Kong time and dates.

---

## **NOTICE OF ANNUAL GENERAL MEETING**

---

### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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

- (a) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (b) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (c) No refreshment will be served, and there will be no corporate gift.

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

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at [enquiry@everreachgrp.com](mailto:enquiry@everreachgrp.com). If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:-

Tricor Investor Services Limited  
Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: (852) 2980 1333  
Fax: (852) 2810 8185