

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

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

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**Superland Group Holdings Limited**

**德合集團控股有限公司**

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

**(Stock code: 368)**

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Shop No. 13, 1/F, Tower A, Manulife Financial Centre, 223–231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 30 June 2022 at 11:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and sign the accompanying form of proxy, in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (the “Share Registrar”), as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. at or before 11:00 a.m. on Tuesday, 28 June 2022) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

**PRECAUTIONARY MEASURES FOR THE AGM**

In view of the ongoing coronavirus disease 2019 (“COVID-19”) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our shareholders, staff and stakeholders, **the Company encourages the shareholders, instead of attending the AGM in person, to appoint the Chairman of the AGM as their proxies to vote on the relevant resolutions at the AGM**, by completing and returning the form of proxy accompanying this circular in accordance with the instructions printed thereon at or before 11:00 a.m. on Tuesday, 28 June 2022, to the Share Registrar.

The shareholders and other persons attending the AGM should note that the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the AGM, including:

- (a) mandatory body temperature screening;
- (b) mandatory health declaration;
- (c) mandatory wearing of surgical face masks (no masks will be provided);
- (d) No refreshments, food and beverage, corporate gifts or gift coupons;
- (e) mandatory designated seat assigned for every attendee at the AGM venue in order to ensure approximate social distancing and facilitate contact tracing; and
- (f) mandatory limiting attendance in person at the AGM venue subject to strict compliance of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation.

For the safety of the attendees at the AGM, the Company reserves the rights to deny entry into or require any person to leave the AGM venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) is having a body temperature of over 37.2 degree Celsius;
- (iii) is subject to any quarantine prescribed by HKSAR Government or has close contact with any person under quarantine; or
- (iv) has any flu-like symptoms.

Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the AGM arrangements with short notice. The shareholders should check the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and website of the Company ([www.superland-group.com](http://www.superland-group.com)) for future announcements and updates on the AGM arrangements.

The Company seeks the understanding and cooperation of all shareholders to minimise the risk of spreading of COVID-19.

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## PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing coronavirus disease 2019 (“COVID-19”) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our shareholders, staff and stakeholders, **the Company encourages the shareholders, instead of attending the AGM in person, to appoint the Chairman of the AGM as their proxies to vote on the relevant resolutions at the AGM**, by completing and returning the form of proxy accompanying this circular in accordance with the instructions printed thereon.

The shareholders and other persons attending the AGM should note that the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the AGM, including:

### (A) BEFORE THE AGM

- (1) **Voting by proxy:** The Company does not in any way wish to diminish the opportunity available to the shareholders to exercise their rights and to vote, but is conscious of the emphasis of the need to protect the shareholders from possible exposure to the COVID-19. For the health and safety of the shareholders, **the Company would like to encourage the shareholders to exercise their rights to vote at the AGM by appointing the Chairman of the AGM as their proxies instead of attending the AGM in person.** Physical attendance is not necessary for the purpose of exercising shareholder’s rights. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

**The deadline to submit completed forms of proxy is Tuesday, 28 June 2022 at 11:00 a.m..** Completed forms of proxy must be returned to the Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. The form of proxy can be downloaded from the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) or the Company ([www.superland-group.com](http://www.superland-group.com)).

- (2) **Appointment of proxy by non-registered shareholders:** Non-registered shareholders whose shares are held through banks, licensed securities dealer, registered institution in securities, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with the banks, licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser (as the case may be) to obtain professional advice and proper assistance in the appointment of proxy.
- (3) **Limiting attendance in person at the AGM venue:** The Company will limit attendance in person at the AGM venue subject to strict compliance of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation at any one time in the AGM venue. The board of directors of the Company reserves the rights to change this maximum attendance number at any time depending on the public health situation at the time of the AGM and any relevant guidance issued by the HKSAR Government or any applicable laws or regulations.

## PRECAUTIONARY MEASURES FOR THE AGM

The shareholders who wish to attend the AGM in person or by proxy (whether or not the relevant forms of proxy have been completed and submitted) must provide the following details, through registration, either by email at [info@superland-group.com](mailto:info@superland-group.com) or alternatively in person at Flat A&B, 3/F, Yin Da Commercial Building, 181 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on or before Monday, 27 June 2022:

1. full name (as shown on Hong Kong Identity Card or passport);
2. contact phone number; and
3. email address.

The application for the admission to the AGM venue in person will be allocated on a first-come, first-served basis. Duplicated registrations will be disregarded. Registered shareholders will be notified by email and by phone (if reachable) on Tuesday, 28 June 2022 if such rights of admission will be allocated. No notification will be sent to those shareholders who are not successful to obtain the right of admission to the AGM venue in person.

**The shareholders are reminded that physical attendance is not necessary for the purpose of exercising the shareholder's rights. The Company strongly encourages the shareholders to appoint the chairperson of the AGM as their proxies by submitting their form of proxy as stated above as soon as possible before the above deadline. In case the shareholders wish to attend the AGM in person or by a proxy of their choice, they or their proxy of their choice can still attend the AGM in person if such shareholders are successful in registration for attendance.**

- (4) **Questions:** The AGM proceedings will be conducted with a view to focusing on the proposed resolutions as set out in the notice of AGM. The shareholders are advised to contact the Company by email at [info@superland-group.com](mailto:info@superland-group.com) if they have any questions about the relevant resolutions or about the Company, or any matters for communication with the board of directors of the Company, as early as possible before the AGM date. The Company will endeavour to make a reply as soon as practicable.

### **(B) AT THE AGM VENUE**

- (1) Mandatory temperature screening/checks will be carried out on every attendee before entry to the AGM venue. Any person with a body temperature of over 37.2 degree Celsius, or exhibiting flu-like symptoms or any quarantine prescribed by HKSAR Government may be denied entry into the AGM venue and be requested to leave the AGM venue, at the absolute discretion of the Company and to the extent permitted by the relevant laws or regulations.

## PRECAUTIONARY MEASURES FOR THE AGM

- (2) Mandatory completion and signing of health declaration form (“**Declaration Form**”) will be required by every attendee at the front desk of the AGM venue prior to being admitted to the AGM venue. Any person who has given a positive confirmation to any of the questions asked in the Declaration Form may not be admitted to the AGM venue.
- (3) Mandatory wearing of surgical face mask throughout the AGM (including queuing for registration) will be required by every attendee. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (4) No refreshments, food and beverage, corporate gifts or gift coupons will be served or distributed to attendees at the AGM venue.
- (5) Mandatory designated seat will be assigned for every attendee in order to ensure appropriate social distancing and facilitate close contact tracing. Staff at the AGM venue will also assist in crowd control and queue management to ensure appropriate social distancing.

Attendees are in addition requested to observe and practise good personal hygiene at all times at the AGM venue. To the extent permitted by the relevant laws and regulations, the Company reserves the rights to deny any person entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM venue.

Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the AGM arrangements with short notice. The shareholders should check the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and website of the Company ([www.superland-group.com](http://www.superland-group.com)) for future announcements and updates on the AGM arrangements.

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Shop No. 13, 1/F, Tower A, Manulife Financial Centre, 223–231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 30 June 2022 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which is set out on pages 18 to 22 of this circular, or any adjournment thereof;
“Article(s)” or “Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Companies Law”	Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised), of the Cayman Islands, as amended, supplemented or modified from time to time;
“Company”	Superland Group Holdings 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;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and all of its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;

## DEFINITIONS

“Listing”	listing of the Shares on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or modified from time to time;
“Nomination Committee”	the nomination committee of the Board;
“PRC”	the People’s Republic of China, which for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“Remuneration Committee”	the remuneration committee of the Board;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Share Offer”	has the meaning as defined in the Prospectus;
“Share Registrar”	Tricor Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or modified from time to time; and
“%”	per cent.

**LETTER FROM THE BOARD**

**Superland Group Holdings Limited**

**德合集團控股有限公司**

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

**(Stock code: 368)**

*Executive Directors:*

Mr. Ng Chi Chiu

*(Chairman and Chief Executive Officer)*

Ms. Zhao Haiyan Chloe

Ms. Ho Nga Ling

*Non-executive Director:*

Mr. Chan Ming Yim

*Independent Non-executive Directors:*

Dr. Ho Chung Tai Raymond

Mr. Yip Chun On

Prof. Chau Kwong Wing

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

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

Flat A&B, 3/F

Yin Da Commercial Building

181 Wai Yip Street

Kwun Tong

Kowloon

Hong Kong

29 April 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the AGM including (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.



## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates to issue and repurchase Shares will lapse at the conclusion of the AGM. Accordingly, the following ordinary resolutions will be proposed at the AGM to seek the approval from the Shareholders for the granting to the Directors of general mandates authorising them to:

- (i) exercise the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of such resolution;
- (ii) repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution; and
- (iii) subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, extend the Issue Mandate by an amount representing the total number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 800,000,000 Shares in issue. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 160,000,000 new Shares under the Issue Mandate, and to repurchase up to a maximum of 80,000,000 Shares under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if approved by the Shareholders at the AGM, will continue 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in a general meeting.

With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the total number of Shares in issue.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

## **LETTER FROM THE BOARD**

### **RE-ELECTION OF DIRECTORS**

The Board currently consists of seven Directors. The executive Directors are Mr. Ng Chi Chiu, Ms. Zhao Haiyan Chloe and Ms. Ho Nga Ling; the non-executive Director is Mr. Chan Ming Yim; and the independent non-executive Directors are Dr. Ho Chung Tai Raymond, Mr. Yip Chun On and Prof. Chau Kwong Wing.

In accordance with Article 84 of the Articles of Association, Mr. Ng Chi Chiu, being an executive Director, Dr. Ho Chung Tai Raymond and Mr. Yip Chun On, both being independent non-executive Directors, will retire from office by rotation at the AGM. Being eligible, each of them will offer himself for re-election as an executive Director or an independent non-executive Director (as the case may be) at the AGM.

Brief biographical and other details of the Directors proposed to be re-elected at the AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **AGM**

A notice convening the AGM to be held at Shop No. 13, 1/F, Tower A, Manulife Financial Centre, 223–231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 30 June 2022 at 11:00 a.m. is set out on pages 18 to 22 of this circular.

### **ACTION TO BE TAKEN**

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and sign the accompanying form of proxy, in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 11:00 a.m. on Tuesday, 28 June 2022) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish and, in such event, your appointment of proxy under any form of proxy shall be deemed to be revoked.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 27 June 2022 to Thursday, 30 June 2022, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Friday, 24 June 2022.

## LETTER FROM THE BOARD

### VOTING BY WAY OF POLL

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

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

After the conclusion of the AGM, the poll vote results will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.superland-group.com](http://www.superland-group.com).

### RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of the Directors eligible for re-election are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

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

### GENERAL INFORMATION

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

### MISCELLANEOUS

This circular is prepared in both English and Chinese. In case of any inconsistency, the English version of this circular shall prevail.

By Order of the Board  
**Superland Group Holdings Limited**  
**Mr. Ng Chi Chiu**  
*Chairman, chief executive officer and executive Director*

The following is the explanatory statement as required by the Listing Rules to be provided to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

**SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was 2,000,000,000 Shares, of which a total of 800,000,000 Shares were issued and fully paid.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase up to a maximum of 80,000,000 Shares under the Repurchase Mandate.

The Repurchase Mandate, if approved by the Shareholders at the AGM, will continue 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in a general meeting.

**REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on 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 repurchases will benefit the Company and the Shareholders as a whole.

**FUNDING AND IMPACT OF REPURCHASE**

Any repurchase of Shares will be made out of funds which are legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the Companies Law. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account, out of proceeds of a new issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Law, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be paid out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles of Association and subject to the Companies Law, out of capital.

As compared with the financial position of the Company as at 31 December 2021 (being the date to which the latest audited accounts of the Company were made up), the Directors consider that there might be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors or, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

#### **UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

#### **EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a repurchase of Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of the Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the percentage of the shareholdings of the Shareholders, who have an interest in 5% or more of the total issued Shares (based on the number of Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

Name of Shareholders	Notes	Number of Shares held	Percentage of shareholdings as at the Latest Practicable Date	Approximate percentage of shareholdings if the Repurchase Mandate is exercised in full
Fate Investment Company Limited (“Fate Investment”)	1	600,000,000	75.00%	83.33%
Mr. Ng Chi Chiu (“Mr. Ng”)	1	600,000,000	75.00%	83.33%
Ms. Zhao Haiyan Chloe (“Ms. Zhao”)	2	600,000,000	75.00%	83.33%

*Notes:*

1. Mr. Ng is interested in the entire issued share capital of Fate Investment and he is therefore deemed to be interested in the Shares held by Fate Investment by virtue of the SFO.
2. Ms. Zhao is the spouse of Mr. Ng and she is therefore deemed to be interested in the Shares held by Mr. Ng by virtue of the SFO.

In the event that the Repurchase Mandate is exercised in full, the interest of Fate Investment will increase to approximately 83.33%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 25%.

In respect of the public float, the Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Listing Rules.

#### SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

**SHARE PRICES**

The monthly highest and lowest closing prices at which the Shares traded on the Stock Exchange during each of the previous twelve months, and up to the Latest Practicable Date, were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
April	0.68	0.61
May	0.68	0.55
June	0.67	0.57
July	0.64	0.54
August	0.57	0.50
September	0.57	0.485
October	0.55	0.50
November	0.51	0.48
December	0.51	0.475
<b>2022</b>		
January	0.495	0.43
February	0.465	0.42
March	0.435	0.43
April (up to the Latest Practicable Date)	0.48	0.43

*Source: quoted prices from the Stock Exchange's website (www.hkex.com.hk)*

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

### **Executive Director**

**Mr. Ng Chi Chiu** (“**Mr. Ng**”), aged 49, is the chairman of the Board, the chief executive officer of the Company, an executive Director and one of our controlling Shareholders. He was appointed as a Director on 11 July 2019 and was re-designated as an executive Director and appointed as the chairman of the Board and the chief executive officer of our Company on 17 December 2019. He is also the chairman of the Nomination Committee. He acquired Success Base Engineering Limited in November 2004 and has been a director of Success Base Engineering Limited since then. Mr. Ng has been a director of Team World Company Limited since its establishment in July 2019. Mr. Ng is responsible for formulating business plan, engaging in major decision making and monitoring the overall operation of our Group. Mr. Ng is the spouse of Ms. Zhao, an executive Director.

Mr. Ng has over 28 years of experience in the fitting-out industry and project management. After finishing his secondary education, he entered the fitting-out industry by working in B.S.C. Interior Contract and Engineering Company Limited, a fitting-out contractor, from April 1991 to September 2001, and his last position held was assistant project manager. Mr. Ng then worked in New Portfolio Design & Engineering Company Limited, a fitting-out contractor, from June 2002 to December 2003 as a general manager responsible for managing fitting-out projects.

Mr. Ng completed his secondary education at Maria College in June 1990.

Mr. Ng entered into a service contract with the Company for an initial term of three years commencing from 17 July 2020 and shall continue thereafter unless and until it is terminated by the Company or Mr. Ng giving to the other not less than three months’ prior notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the said service contract, Mr. Ng is entitled to an annual remuneration (inclusive of Directors’ quarter) of HK\$3,018,000, and a discretionary bonus, if so recommended by the Remuneration Committee and approved by the Board at its absolute discretion, the amount of which is determined with reference to the audited consolidated net profit of the Group after taxation and minority interests but before extraordinary items in respect of each complete financial year of the Company during which his appointment hereunder subsists. Such emoluments have been determined by reference to his qualifications, experience and responsibilities in the Company and the prevailing market conditions and is subject to an annual review.



**Independent non-executive Directors**

**Dr. Ho Chung Tai Raymond** (“**Dr. Ho**”), aged 83, was appointed as an independent non-executive Director on 16 June 2020. He is also a member of the Audit Committee and Remuneration Committee. Dr. Ho is responsible for supervising and providing independent judgment to the Board.

Dr. Ho has over 50 years of experience in civil, structural, environmental and geotechnical engineering industries and has directly managed a number of mega-sized engineering projects. Dr. Ho obtained a bachelor of science in engineering from the University of Hong Kong in November 1963 and a diploma for advanced studies in engineering and soil mechanics from the Victoria University of Manchester (currently known as the University of Manchester), United Kingdom, in July 1964. Dr. Ho received a degree of doctor of philosophy in civil engineering from the City University of London, United Kingdom, in June 1971, an honorary degree of doctor of business administration from the City University of Hong Kong in November 1999 and an honorary doctor of laws from the University of Manchester, United Kingdom, in September 2001.

Dr. Ho has been an independent non-executive director of Deson Development International Holdings Limited (stock code: 262) since December 1994, GCL-Poly Energy Holdings (stock code: 3800) since September 2007, Chinlink International Holdings Limited (stock code: 997) since December 2013, AP Rentals Holdings Limited (stock code: 1496) since March 2016, and was an independent non-executive director of China State Construction International Holdings Limited (stock code: 3311) from June 2005 to June 2019 and an independent non-executive director of Fu Shek Financial Holdings Limited (stock code: 2263) from January 2020 to October 2021. Dr. Ho was a non-executive director and the chairman of the SCUD Group Limited (currently known as Veson Holdings Limited) (stock code: 1399) from September 2018 to June 2020. The shares of all the above companies are listed on the Main Board of the Stock Exchange.

Dr. Ho also served as a professional advisor to the Office of the Ombudsman of Hong Kong from October 2015 to September 2021, a position in which he previously served from July 1995 to March 2013, and as the honorary chairman of the Safety advisory committee of the Guangdong Daya Bay Nuclear Plant. Dr. Ho was a board member of the Airport Authority Hong Kong from 2008 to 2014, the Hong Kong Deputy to the 10th and 11th National People’s Congress of the PRC, a member of the HKSAR Commission on Strategic Development from 2007 to 2012, a member of the 1st, 2nd, 3rd and 4th Legislative Council (Engineering Functional Constituency) and the council chairman of the City University of Hong Kong from 1992 to 1994.

Dr. Ho has signed a letter of appointment with the Company for a fixed term of three years commencing 17 July 2020 and shall continue thereafter unless and until it is terminated by the Company or Dr. Ho giving to the other not less than three months’ prior notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the said letter of appointment, Dr. Ho is entitled to an annual remuneration of HK\$600,000. Such emoluments have been determined by reference to his qualifications, experience and responsibilities in the Company and the prevailing market conditions and is subject to an annual review.

**Mr. Yip Chun On** (“**Mr. Yip**”), aged 46, was appointed as an independent non-executive Director on 16 June 2020. He is also the chairman of the Audit Committee and a member of Remuneration Committee and Nomination Committee. Mr. Yip is responsible for supervising and providing independent judgment to the Board.

Mr. Yip has over 20 years of experience in accounting and auditing. He worked as an auditor for Chan Chee Cheng & Co., a firm of certified public accountants, from August 1997 to March 2000. He then worked in Deloitte Touche Tohmatsu from March 2000 to November 2003 and his last position held was senior accountant II. From April 2004 to January 2005, Mr. Yip worked in CSC Securities (HK) Limited as an assistant manager in the investment banking department. From February 2005 to May 2005, Mr. Yip was employed by the Grant Thornton and worked as a supervisor in the assurance division. He was the group financial controller and deputy company secretary at Amco United Holding Limited (stock code: 630) (formerly known as Guojin Resources Holdings Limited and Jackin International Holdings Limited), from May 2005 to May 2010. From June 2010 to October 2015, he worked as an assistant financial controller in Fountain Set (Holdings) Limited (stock code: 420). Shares of both Amco United Holding Limited and Fountain Set (Holdings) Limited are listed on the Main Board of the Stock Exchange. Mr. Yip has been the managing director of AdviseOnAir to provide internal control, risk management review and consulting services since April 2016. Mr. Yip was assigned to facilitate Qualification Programme of Hong Kong Institute of Certified Public Accountants (“**QP**”) workshop classes from 2005 to 2019, to perform marking for QP examinations from 2005 to 2019 and to prepare script review reports for QP examinations from 2008 to 2018. He was a part-time lecturer in the School of Continuing and Professional Education, City University of Hong Kong from October 2008 to August 2019.

Mr. Yip was appointed as an independent non-executive director of China Nature Energy Technology Holdings Limited (stock code: 1597), a company listed on the Main Board of the Stock Exchange, on 4 September 2020.

Mr. Yip Chun On was appointed as a chief financial officer of SinoCloud Group Limited (stock code: SGX: 5EK), a company listed on the Singapore Exchange Limited, on 1 November 2021.

Mr. Yip obtained a bachelor of arts in accountancy from the Hong Kong Polytechnic University in November 1997. He was admitted as a member of the Association of Chartered Certified Accountants in November 2000, and has been an associate of the Hong Kong Society of Accountant (currently known as the Hong Kong Institute of Certified Public Accountants) since April 2001. He also completed the Licensing Examination for Securities and Futures Intermediaries held by Hong Kong Securities Institute for fundamentals of securities and futures regulation, financial markets and securities in April 2004.

Mr. Yip has signed a letter of appointment with the Company for a fixed term of three years commencing 17 July 2020 and shall continue thereafter unless and until it is terminated by the Company or Mr. Yip giving to the other not less than three months' prior notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the said letter of appointment, Mr. Yip is entitled to an annual remuneration of HK\$300,000. Such emoluments have been determined by reference to his qualifications, experience and responsibilities in the Company and the prevailing market conditions and is subject to an annual review.

Save as disclosed above:

- (i) all of the above Directors did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas;
- (ii) all of the above Directors do not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules;
- (iii) as at the Latest Practicable Date, all of the above Directors are not interested in Shares within the meaning of Part XV of the SFO; and
- (iv) there is no information which is disclosable nor are the above Directors involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning any of the above Directors that need to be brought to the attention of the Shareholders.

Both the Board and the Nomination Committee consider the re-election of the above Directors is in the best interests of the Company and the Shareholders as a whole. The proposed re-election of the above Directors will be considered by separate resolutions at the AGM.

## NOTICE OF ANNUAL GENERAL MEETING

### Superland Group Holdings Limited

### 德合集團控股有限公司

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

**(Stock code: 368)**

## NOTICE OF ANNUAL GENERAL MEETING

### PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing coronavirus disease 2019 (“COVID-19”) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our shareholders, staff and stakeholders, **the Company encourages the shareholders, instead of attending the AGM in person, to appoint the Chairman of the AGM as their proxies to vote on the relevant resolutions at the AGM**, by completing and returning the form of proxy accompanying this circular in accordance with the instructions printed thereon at or before 11:00 a.m. on Tuesday, 28 June 2022 to the Share Registrar.

The shareholders and other persons attending the AGM should note that the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the AGM, including:

- (a) mandatory body temperature screening;
- (b) mandatory health declaration;
- (c) mandatory wearing of surgical face masks (no masks will be provided);
- (d) No refreshments, food and beverage, corporate gifts or gift coupons;
- (e) mandatory designated seat assigned for every attendee at the AGM venue in order to ensure approximate social distancing and facilitate contact tracing; and
- (f) mandatory limiting attendance in person at the AGM venue subject to strict compliance of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation.

For the safety of the attendees at the AGM, the Company reserves the rights to deny entry into or require any person to leave the AGM venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) is having a body temperature of over 37.2 degree Celsius;
- (iii) is subject to any quarantine prescribed by HKSAR Government or has close contact with any person under quarantine; or
- (iv) has any flu-like symptoms.

Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the AGM arrangements with short notice. The shareholders should check the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and website of the Company ([www.superland-group.com](http://www.superland-group.com)) for future announcements and updates on the AGM arrangements.

The Company seeks the understanding and cooperation of all shareholders to minimise the risk of spreading of COVID-19.

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Superland Group Holdings Limited (the “**Company**”) will be held at Shop No. 13, 1/F, Tower A, Manulife Financial Centre, 223–231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 30 June 2022 at 11:00 a.m. for the following purposes:

### AS ORDINARY BUSINESS:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the auditor of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2021;
2.
  - (a) To re-elect Mr. Ng Chi Chiu as an executive Director;
  - (b) To re-elect Dr. Ho Chung Tai Raymond as an independent non-executive Director;
  - (c) To re-elect Mr. Yip Chun On as an independent non-executive Director; and
  - (d) To authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration;
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration;

### AS SPECIAL BUSINESS:

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

4. “**THAT:**
  - (a) subject to paragraph 4(c) below, and pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities 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 and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers, subject to and in accordance with all applicable laws and the articles of association of the Company, be and is hereby generally and unconditionally approved;
  - (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;

## NOTICE OF ANNUAL GENERAL MEETING

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs 4(a) and 4(b) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription or conversion rights attached to the warrants or the convertible securities which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares in issue on the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (a) subject to paragraph 5(c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the number of Shares in issue on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph 5(a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
  - (c) the total number of Shares which the Directors are authorised to repurchase pursuant to the approval in paragraphs 5(a) and 5(b) above shall not exceed 10% of the total number of Shares in issue on the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (d) for the purposes of this resolution:
    - “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
      - (i) the conclusion of the next annual general meeting of the Company;
      - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
      - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”
6. “**THAT** conditional upon the passing of the ordinary resolutions numbered 4 and 5 as set out in the notice convening this meeting being duly passed, the total number of Shares which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the said resolution numbered 5 shall be added to the total number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the said resolution numbered 4.”

By Order of the Board  
**Superland Group Holdings Limited**  
**Mr. Ng Chi Chiu**  
*Chairman, chief executive officer and executive Director*

Hong Kong, 29 April 2022

## NOTICE OF ANNUAL GENERAL MEETING

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Headquarter and principal place of business in  
Hong Kong:*  
Flat A&B, 3/F  
Yin Da Commercial Building  
181 Wai Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the annual general meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the annual general meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.superland-group.com](http://www.superland-group.com) in accordance with the Listing Rules.
3. Where there are joint registered holders of any Share, any one such person may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. 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, and 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.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Share Registrar**"), as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (**i.e. at or before 11:00 a.m. on Tuesday, 28 June 2022**) or any adjournment thereof.
5. For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 27 June 2022 to Thursday, 30 June 2022, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Friday, 24 June 2022.
6. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time on or after 9:00 a.m. on the date of the annual general meeting, the annual general meeting will be adjourned. The Company will post an announcement on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.superland-group.com](http://www.superland-group.com) and to notify the shareholders of the date, time and place of the adjourned meeting. The annual general meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. The shareholders should decide on their own whether they would attend the annual general meeting under bad weather conditions bearing in mind their own situations.
7. References to time and dates in this notice are to Hong Kong time and dates.