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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect about this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in SUPERACTIVE GROUP COMPANY LIMITED, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the licensed securities dealer, or to the bank or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## SUPERACTIVE GROUP COMPANY LIMITED

先機企業集團有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 0176)

### PROPOSALS FOR GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF A RETIRING DIRECTOR, ELECTION OF A NEW DIRECTOR AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of Superactive Group Company Limited to be held at Meeting Room of Room 1510, 15/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 1 June 2022 at 4:00 p.m. is set out on pages 18 to 23 of this circular.

Whether or not you are able to attend and vote at the annual general meeting, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

#### PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this circular for the precautionary measures to be implemented at the AGM to ensure the safety of the AGM attendees and to prevent the spreading of the COVID-19 pandemic, which include without limitation:

1. limiting the number of the AGM attendees to avoid over-crowding;
2. compulsory body temperature screening/checks;
3. mandatory wearing of face mask;
4. maintaining an appropriate social distancing between seats; and
5. no provision of gifts, food or beverages.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

**It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. Shareholders are strongly encouraged to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of physically attending the AGM in person.**

Hong Kong, 29 April 2022

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing coronavirus pandemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect the Shareholders, staff and other stakeholders who attend the AGM from the risk of infection:

1. the Company will limit attendance in person at the AGM venue in accordance with prevailing requirements or guidelines published by the Government and/or regulatory authorities at the time of the AGM. Given the limited capacity of the AGM venue and the requirements for social distancing to ensure attendee safety, only Shareholders and/or their representatives and relevant AGM staff will be admitted to the AGM. Admission to the AGM venue will not be granted in excess of the capacity of the AGM venue;
2. compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
3. the Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the AGM at all;
4. seating at the AGM venue will be arranged so as to allow for appropriate social distancing;
5. no gifts, food or beverages will be provided at the AGM; and
6. any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment, (b) to follow any prevailing requirements or guidelines of the Government relating to COVID-19 in deciding whether or not to attend the AGM, and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

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## DEFINITIONS

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*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 Meeting Room of Room 1510, 15/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 1 June 2022 at 4:00 p.m. (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice;
“AGM Notice”	the notice convening the AGM as set out on pages 18 to 23 of this circular;
“Audit and Risk Committee”	the audit and risk committee of the Company;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as amended from time to time;
“close associates”	has the meaning ascribed to it under the Listing Rules;
“Company”	Superactive Group Company Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0176);
“Company Act”	the Company Act 1981 of Bermuda, as amended from time to time;
“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 its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM;
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular to ascertain certain information herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Nominating and Corporate Governance Committee”	the nominating and corporate governance committee of the Company;
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for this circular;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
%”	per cent.

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## LETTER FROM THE BOARD

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### SUPERACTIVE GROUP COMPANY LIMITED

### 先機企業集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0176)**

*Executive Directors:*

Ms. Yeung So Lai

Mr. Lee Chi Shing Caesar

*Independent non-executive Directors:*

Ms. Hu Gin Ing

Mr. Chow Wai Leung William

Mr. Leung Man Man

*Register office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place  
of business:*

Room 1510, 15/F., West Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan, Hong Kong

29 April 2022

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,  
RE-ELECTION OF A RETIRING DIRECTOR,  
ELECTION OF A NEW DIRECTOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM which include (i) the grant of the Repurchase Mandate and the Issue Mandate; (ii) the re-election of the retiring Director; (iii) the election of a new Director and (iv) the notice for convening the AGM.

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## **LETTER FROM THE BOARD**

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### **GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

Assuming no further Shares are issued and repurchased prior to the AGM and based on the issued share capital of the Company of 2,032,571,385 Shares as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 203,257,138 Shares under the Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the proposed general mandate to repurchase Shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

### **GENERAL MANDATE TO ISSUE SHARES**

An ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new Shares of up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

Assuming no further Shares are issued or repurchased prior to the AGM and based on the issued share capital of the Company of 2,032,571,385 Shares as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 406,514,277 Shares under the Issue Mandate.

In addition, an ordinary resolution will be proposed at the AGM, adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue to be in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTOR

As at the Latest Practicable Date, the Board consists of five Directors, namely, Ms. Yeung So Lai, Mr. Lee Chi Shing Caesar, Ms. Hu Gin Ing, Mr. Chow Wai Leung William and Mr. Leung Man Man.

**(i) Re-election of retiring Director**

In accordance with the bye-law 84 of the Bye-laws, 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

According to the above provision, Mr. Lee Chi Shing Caesar and Ms. Hu Gin Ing (“Ms. Hu”) will retire by rotation from office as Directors at the AGM and being eligible, (except for Ms. Hu, details are mentioned below) offer himself for re-election.

The Nominating and Corporate Governance Committee had also considered and nominated the above retiring Directors (except Ms. Hu, details are as mentioned below) to the Board for it to propose to the Shareholders for re-election as Director at the AGM. Accordingly, after considering the recommendation of the Nominating and Corporate Governance Committee, the Board has proposed Mr. Lee Chi Shing Caesar to stand for re-election as Director. As a good corporate governance practice, the above retiring Director abstained from voting at the relevant Board meeting on the respective proposal of his recommendations for re-election as Director by the Shareholders at the AGM.

Further information about the Board’s composition and diversity as well as the Directors’ attendance record at the meetings of the Board and/or its committees and the general meetings is disclosed in the Corporate Governance Report of the Company’s Annual Report.

The particulars of the retiring Director proposed to be re-elected at the AGM which is required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### (ii) Retirement of an independent non-executive Director

Reference was made to the announcement of the Company dated 25 April 2022, Ms. Hu will retire by rotation from office in accordance with the Bye-laws. Since Ms. Hu would like to devote more time to her other personal engagements, she will not offer herself for re-election and accordingly, she will cease to act as an independent non-executive Director upon the conclusion of the AGM. Ms. Hu has confirmed that she has no disagreement with the Board and save as disclosed in the aforesaid announcement, there are no other matters relating to Ms. Hu that need to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### ELECTION OF A NEW DIRECTOR

Reference was made to the announcement of the Company dated 25 April 2022, Mr. Tse Ting Kwan (“Mr. Tse”) has been proposed by the Board to be elected and appointed subject to the approval of the Shareholders at the AGM as an independent non-executive Director to fill the casual vacancy occasioned by the retirement of Ms. Hu.

When identifying candidates for independent non-executive Directors, the Nominating and Corporate Governance Committee reviewed the structure, size and composition of the Board in accordance with (i) the Board Diversity Policy of the Company, and reviewed the diversity of Board members including but not limited to gender, ethnicity, skills, knowledge, experience, age, cultural and educational background; and (ii) the Listing Rules by reviewing the qualifications and independence of independent non-executive Director candidates, so as to find the most suitable candidate to take up the role of independent non-executive Director who is the best match with the Board. The Nominating and Corporate Governance Committee also considered the number and nature of positions of independent non-executive Director candidates held in public companies or organisations, as well as other administrative appointments or important commitments. The Company has also adopted appropriate procedures to evaluate independent non-executive Director candidates, including but not limited to background checks, or third-party recommendations. After the Nominating and Corporate Governance Committee completed the preliminary review of independent non-executive Director candidates, it recommended Mr. Tse as the proposed independent non-executive Director candidate to the Board. After the Board’s deliberation, it put forward the proposal of electing Mr. Tse as a new Director at the AGM for the Shareholders’ approval.

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## LETTER FROM THE BOARD

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The Nominating and Corporate Governance Committee have conducted the evaluation and review in accordance with the independence criteria set out in Rule 3.13 of the Listing Rules. According to Mr. Tse's written confirmation of his independence to the Company, he confirmed (including but not limited to) that (i) he does not hold issued Shares; (ii) currently, and within two years prior to the proposal of his appointment as an independent non-executive Director, he is not connected with a Director, the chief executive or a substantial shareholder of the Company; and (iii) currently, and within one year immediately prior to the proposal of his appointment as an independent non-executive Director, has no material interest in any principal business activity of, and not involved in any material business dealings with, the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company. The Board is not aware of any circumstances that would affect Mr. Tse's independent judgment and is satisfied that he has the ability, integrity, independence, experience and expertise required to perform the duties of an independent non-executive Director, and that he can maintain his independent opinion in the affairs of the Group. The Nominating and Corporate Governance Committee and the Board consider that he is an independent person.

According to Rule 3.10 of the Listing Rules, the board of directors of a listed issuer must include at least one independent non-executive director with appropriate professional qualifications or appropriate accounting or related financial management expertise. Therefore, the Nominating and Corporate Governance Committee and the Board intend to recommend the appointment of an independent non-executive Director with appropriate accounting or related financial management expertise. Mr. Tse has more than 20 years of experience in auditing, finance and accounting and is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Tse is an independent non-executive director of Imperium Technology Group Limited and Thelloy Development Group Limited. He was the financial controller of Chinese People Holdings Company Limited from December 2006 to September 2020. The Board believes that if Mr. Tse is appointed as an independent non-executive Director, he will help to maintain the diversification of the skills, knowledge and experience of the Board members. Mr. Tse is currently not serving as a director of seven or more listed companies, and he has also promised to devote sufficient time and attention to fulfilling his responsibilities as a Director.

Accordingly, after considering the recommendation of the Nominating and Corporate Governance Committee, the Board has proposed that an ordinary resolution will be proposed at the AGM to elect Mr. Tse as a new Director and to authorise the Board to determine his remuneration. Mr. Tse will enter into an appointment letter with the Company upon approval of his appointment as a Director and the related ordinary resolution at the AGM. The Company will disclose the details of his remuneration in its annual report in accordance with the requirements of the Listing Rules.

The particulars of the proposed new Director for election at the AGM are set out in Appendix III to this circular.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

#### For determining the entitlement to attend and vote at the AGM

The AGM is scheduled to be held on Wednesday, 1 June 2022. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 27 May 2022 to Wednesday, 1 June 2022, both days 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 should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 26 May 2022.

### ANNUAL GENERAL MEETING

AGM Notice is set out on pages 18 to 23 of this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). Whether or not you are able to attend the AGM in person, you are requested to complete the proxy form and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting in person or any adjournment thereof should you so wish.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions set out in the notice of the AGM will be put to the vote by way of a poll. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest that is required to abstain from voting on any of the resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Directors, therefore, recommend the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Director, 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 in the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board  
**Yeung So Lai**  
*Chairman*

*This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 2,032,571,385 Shares in issue.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 203,257,138 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, during the period from the date of the resolution granting the Repurchase Mandate until 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 law or the Bye-laws to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate shall be funded out of funds legally available for such purpose in accordance with the Bye-laws, the applicable laws of Bermuda and the Listing Rules. Under Bermuda law, repurchased shares will be cancelled and the Company's issued share capital will be reduced by the nominal value of the repurchased shares accordingly. However, the aggregate amount of the Company's authorised capital will not be reduced.

**4. GENERAL**

On the basis of the combined net tangible assets of the Group as at 31 December 2021 and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group may result in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase 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.

**5. SHARE PRICE**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2021</b>		
April	0.222	0.168
May	0.178	0.135
June	0.178	0.151
July	0.152	0.101
August	0.180	0.139
September	0.212	0.124
October	0.248	0.161
November	0.191	0.132
December	0.204	0.133
<b>2022</b>		
January	0.209	0.030
February	0.050	0.035
March	0.074	0.031
April (up to the Latest Practicable Date)	0.078	0.050

**6. UNDERTAKING**

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

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

The Company has not been notified by any Core Connected Person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

**7. EFFECT ON THE TAKEOVERS CODE**

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of an increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 2,032,571,385 to 1,829,314,247.

As at the Latest Practicable Date, Super Fame Holdings Limited held 1,152,731,997 Shares, representing approximately 56.71% of the issued share capital of the Company.

The decrease of issued Shares resulting from the full exercise of the Repurchase Mandate will cause the percentage shareholding of Super Fame Holdings Limited to increase to approximately 63.01%. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeovers Code.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float falling below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

**8. REPURCHASE OF SHARES**

No purchase of Shares was made by the Company in the previous six months ended on the Latest Practicable Date, whether on the Stock Exchange or otherwise.



Set out below are details of the Directors who are proposed to be re-elected at the AGM.

**BIOGRAPHICAL INFORMATION**

**Mr. Lee Chi Shing Caesar (“Mr. Lee”)**, aged 58, joined the Company on 25 January 2017 as an executive Director and acted as the Deputy Chairman of the Company on 8 February 2017. Mr. Lee has been appointed as director of various subsidiaries of the Company.

Mr. Lee obtained a Professional Diploma in Accountancy from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in 1985 and a Bachelor of Arts in Business Studies from the City University of Hong Kong (formerly known as the City Polytechnic of Hong Kong) in 1994. He had worked in the Inland Revenue Department for over 15 years after his graduation. In 2000, he joined Ernst and Young, an international accounting firm, as a senior manager. He later obtained a Master degree in International Accountancy from the City University of Hong Kong in 2001. He was the executive director of Newtree Group Holdings Limited (stock code: 1323), a company listed on the Main Board of the Stock Exchange from 4 October 2011 to 31 January 2020. He is experienced in corporate management and internal control. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. In addition, he is a member of the Society of Registered Financial Planners.

Mr. Lee has entered into a letter of appointment with the Company for a term of three years subject to rotation, removal, vacation or termination of such office set out in the Bye-laws, the Company Acts, the Listing Rules and any other applicable laws on 30 May 2019. Payment of bonus is determined with reference to the Company’s business performance, profitability and market conditions. Other benefits include a contribution to statutory pension plans and other fringe benefits according to the policy of the Company. Mr. Lee is entitled to an annual remuneration of HK\$5,400,000. However, Mr. Lee has waived his full remuneration for the year 2021 and the total amount of remuneration actually paid to Mr. Lee for the year ended 31 December 2021 was nil. The remuneration package of Mr. Lee has been approved by the Board and the Remuneration Committee. The service contract of Mr. Lee, if elected, will be renewed with effect from the conclusion of the AGM for a term of approximately 3 years expiring at the conclusion of the Company’s annual general meeting to be held in 2025.

As at the Latest Practicable Date, Mr. Lee is a director of Super Fame Holdings Limited, a substantial shareholder of the Company holding 1,152,731,997 Shares, which are owned 45% interest by him and 55% by Ms. Yeung So Lai, an executive Director. Other than disclosed above, Mr. Lee does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, in relation to the re-election of Mr. Lee as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Set out below are details of the new director who is proposed to be elected at the AGM.

**BIOGRAPHICAL INFORMATION**

**Mr. Tse Ting Kwan (“Mr. Tse”)**, aged 46, Mr. Tse has over 20 years of experience in auditing, finance and accounting. He was the financial controller of Chinese People Holdings Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 0681) from December 2006 to September 2020, and he was responsible for all accounting, finance and tax matters. Mr. Tse has been an independent non-executive director of Imperium Technology Group Limited (stock code: 0776) and Thelloy Development Group Limited (stock code: 1546) since October 2012 and September 2015 respectively, and both companies are listed on the Main Board of the Stock Exchange. Mr. Tse holds a bachelor’s degree in Business Administration from Lingnan College (now renamed as Lingnan University) in November 1997. He is currently a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

Upon approval of the appointment of Mr. Tse as an independent non-executive Director by the Shareholders at the AGM, an appointment letter will be entered into between the Company and Mr. Tse for a period of three years from the conclusion of the AGM to the date of an annual general meeting of 2025, and he will be subject to the arrangements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws and the Listing Rules, as amended from time to time. Mr. Tse will receive a director’s fee of HK\$180,000 per annum.

As at the Latest Practicable Date, Mr. Tse did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

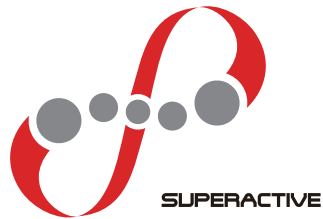
Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Tse (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, in relation to the appointment of Mr. Tse as Director, there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SUPERACTIVE GROUP COMPANY LIMITED

### 先機企業集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0176)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Superactive Group Company Limited (the “**Company**”) (the “**AGM**”) will be held in the Meeting Room of Room 1510, 15/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 1 June 2022, at 4:00 p.m. for the purpose of transacting the following business:

#### **ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the report of directors of the Company (the “**Director(s)**”) and of the auditor for the year ended 31 December 2021.
2.
  - (i) To authorise the board (the “**Board**”) of the Directors to fix all the Directors’ remuneration.
  - (ii) To re-elect Mr. Lee Chi Shing Caesar as a Director.
  - (iii) To elect Mr. Tse Ting Kwan, as a new Director.
3. To re-appoint Confucius International CPA Limited as the Company’s auditor and to authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as ordinary resolutions:

**“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options including bonds warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares, which would or might require the exercise of such powers after the expiry of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (a) of this resolution, otherwise than pursuant to:
- (1) a Rights Issue (as hereinafter defined);
  - (2) the exercise of rights of subscription or conversion attaching to any warrants, bonds, debentures, notes and other securities issued by the Company or any securities which are convertible into Shares;
  - (3) scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time;
  - (4) the exercise of options granted under the share option schemes of the Company adopted from time to time in accordance with The Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);

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## NOTICE OF ANNUAL GENERAL MEETING

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- (5) the exercise of any conversion rights attaching to any convertible notes issued or to be issued by the Company; and
- (6) a specified authority granted by the shareholders of the Company in general meeting;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the approval granted in paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to the shareholders of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution 4(d) set out in this notice convening this meeting) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchanges on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in resolution 4(d) set out in this notice convening this meeting) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions Nos. 4 and 5 (as set out in this notice convening this meeting), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, pursuant to resolution set out in resolutions No. 4 above be and is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution set out in resolutions No. 5 above provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the Board

**Yeung So Lai**

*Chairman*

Hong Kong, 29 April 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the Meeting was originally held within 12 months from such date.



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## NOTICE OF ANNUAL GENERAL MEETING

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5. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The voting at the Meeting (or any adjournment thereof) shall be taken by way of poll.
8. The register of members of the Company will be closed from Friday, 27 May 2022 to Wednesday, 1 June 2022 (both days inclusive) for the purpose of determining the right to attend and vote at the Meeting, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 26 May 2022.
9. COVID-19 PANDEMIC SITUATION:  
  
Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Meeting arrangements at short notice. Shareholders should check the website of the Company at [www.superactive.com.hk](http://www.superactive.com.hk) for future announcements and updates on the Meeting arrangements. Should the COVID-19 pandemic situation continue to affect Hong Kong at or around the time of the Meeting, Shareholders should regularly assess for themselves whether they should physically attend the Meeting. While the Company proposes and endeavours to implement a number of measures to safeguard the health and safety of the attendees (see "Precautionary Measures for the Annual General Meeting" in the Circular for the Meeting), no obligation or liability whatsoever will be assumed by the Company in connection with the successful implementation or otherwise of any or all of those measures
10. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 6:00 a.m. on the date of the Meeting, then the Meeting will be postponed and the Shareholders will be informed of the date, time and venue of the rescheduled Meeting by a supplementary notice posted on the websites of the Company and the Stock Exchange.

The Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

*In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.*

*As at the date of this notice, the executive Directors are Ms. Yeung So Lai and Mr. Lee Chi Shing Caesar; and the independent non-executive Directors are Ms. Hu Gin Ing, Mr Chow Wai Leung William and Mr. Leung Man Man.*