
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant, or other professional adviser.

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

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HANG PIN LIVING TECHNOLOGY COMPANY LIMITED**杭品生活科技股份有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 1682)

**PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND THE BYE-LAWS, AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Hang Pin Living Technology Company Limited (the “**Company**”) at 3:00 p.m. (Hong Kong time) on Friday, 16 September 2022 at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong is set out on pages 18 to 22 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and deposit it with Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and, in any event, not later than 48 hours before the time appointed for the holding the meeting (i.e. 3:00 p.m. on Wednesday, 14 September 2022, Hong Kong time) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

COVID-19 PRECAUTIONARY MEASURES

- compulsory body temperature checks
- mandatory wearing of surgical face mask throughout the meeting
- no refreshment packs or coffee/tea will be provided

Any person who does not comply with the precautionary measures or is subject to any Hong Kong SAR Government prescribed quarantine may be denied entry into the meeting venue.

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DEFINITIONS

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

“AGM” or “ Annual General Meeting”	the annual general meeting of the Company to be convened and held at 3:00 p.m. on Friday, 16 September 2022 at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong or any adjournment thereof
“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 18 to 22 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 March 2022 dated 29 June 2022
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time by special resolution of the Shareholders
“Companies Act”	The Companies Act 1981 of Bermuda
“Company”	Hang Pin Living Technology Company Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution

DEFINITIONS

“Latest Practicable Date”	10 August 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time by special resolution of the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) in issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD

HANG PIN LIVING TECHNOLOGY COMPANY LIMITED

杭品生活科技股份有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1682)

Executive Directors:

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

Mr. Situ Shilun (*Chief Operating Officer*)

Independent non-executive Directors:

Dr. Lam Lee G.

Mr. Chan Kin

Mr. Chau Chi Yan Benny

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

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

Room 2101, 21/F,

China Merchants Tower, Shun Tak Centre,

168-200 Connaught Road Central,

Hong Kong

15 August 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND THE BYE-LAWS, AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you the AGM Notice. Resolutions to be proposed at the Annual General Meeting include, among other things: (i) ordinary resolution relating to the proposed grant of the Issue Mandate; (ii) ordinary resolutions relating to the re-election of the Directors; and (iii) special resolution relating to the proposed amendments to the Memorandum of Association and the Bye-Laws.

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

LETTER FROM THE BOARD

2. GRANT OF ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue or otherwise deal with new Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 785,927,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 157,185,400 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date. The Issue Mandate, if granted, will remain effective 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 the Bye-laws, the Companies Act or any other applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. RE-ELECTION OF DIRECTORS

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

The nomination committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the character, professional qualifications, skills, knowledge and experience that are relevant to the Company's business of the retiring Directors with reference to the nomination principles and criteria set out in the Company's nomination policy along with the Company's corporate strategy. The Board recommended the re-election of all the Directors.

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

4. PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND THE BYE-LAWS

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of core shareholder protection standards. As such, the Board proposes to make certain amendments to the Memorandum of Association and the Bye-Laws for the purposes of, among others, (i) conforming to the core shareholder protection standards set out in Appendix 3 to the Listing Rules; (ii) bringing the Memorandum of Association and the Bye-Laws in line with the relevant requirements of the Listing Rules and the applicable laws and procedures of Bermuda; (iii) reflecting the existing name and authorised share capital of the Company; and (iv) making certain housekeeping amendments to clarify existing practice and making consequential amendments in line with the above amendments.

LETTER FROM THE BOARD

The details of the proposed amendments to the Memorandum of Association and the Bye-Laws are set out in Appendix II to this circular. Save for the proposed amendments to the Memorandum of Association and the Bye-Laws as set out in this circular, all other provisions of the Memorandum of Association and Bye-Laws remain unchanged.

The Company has been advised by its legal advisers that the proposed amendments to the Memorandum of Association and the Bye-Laws are not inconsistent with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Bermuda have confirmed that the proposed amendments to the Memorandum of Association and the Bye-Laws do not violate the laws of Bermuda respectively. The Company also confirms that there is nothing unusual about the proposed amendments to the Memorandum of Association and the Bye-Laws from the perspective of a company listed on the Stock Exchange.

Shareholders are advised that the proposed amendments to the Memorandum of Association and the Bye-Laws are in English only and that the Chinese translation contained in Appendix II to the Chinese version of this circular is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 18 to 22 of this circular.

You will find enclosed with this circular a proxy form for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and, in any event no later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 3:00 p.m. on Wednesday, 14 September 2022, Hong Kong time). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

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

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

6. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

7. RECOMMENDATIONS

The Directors believe that the proposed resolutions set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. ADDITIONAL INFORMATION

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

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

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

Executive Directors**Mr. Lam Kai Yeung**

Mr. Lam Kai Yeung (“**Mr. Lam**”), aged 52, was appointed as an executive director of the Company on 30 June 2017 and the chief executive officer of the Company on 13 September 2017. Mr. Lam is an independent non-executive director of Shi Shi Services Limited (formerly known as Kong Shum Union Property Management (Holding) Limited) (Stock code: 8181), the shares of which are listed on GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). He is also an independent non-executive director of A Metaverse Company (formerly known as Starrise Media Holdings Limited) (Stock code: 1616) and Kin Shing Holdings Limited (Stock code: 1630), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Lam was an independent non-executive director of Holly Futures Co., Limited (弘業期貨股份有限公司) (Stock code: 3678) from 9 June 2015 to 23 December 2021 and an executive director of Sunway International Holdings Limited (Stock code: 58) from 27 August 2021 to 10 January 2022, the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Lam is a fellow of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He is also a Certified Deal Maker. He has more than 20 years’ experience in finance and auditing. He obtained a bachelor degree in accounting from Xiamen University (廈門大學) in July 1990 and a master degree in business administration from Oxford Brookes University in the United Kingdom in July 2010.

Mr. Situ Shilun

Mr. Situ Shilun (“**Mr. Situ**”), aged 63, was appointed as an executive Director and chief operating officer of the Company on 24 December 2019. Mr. Situ possessed more than 38 years of experience in the area of garment trading, procurement and manufacturing. In August 2002, Mr. Situ established Ningbo Fenghua Hexin Clothing Limited Company* (寧波奉化和欣服飾有限公司), which principally engaged in the outsourcing and processing of clothing and wholesale and retail of the raw materials for clothing, and is currently its executive director, general manager and legal representative. He is currently the general manager of Jinwei Nanometer Textile (Fujian) Co., Ltd., which principal business is the manufacturing of nanometer apparel in the PRC.

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

Dr. Lam Lee G. (“**Dr. Lam**”), aged 63, was appointed as an independent non-executive director of the Company on 29 September 2017. Dr. Lam has extensive international experience in general management, strategy consulting, corporate governance, direct investment, investment banking and asset management. He was Chairman of Hong Kong Cyberport, and a member of the Committee on Innovation, Technology and Re-Industrialization, and the Sir Murray MacLehose Trust Fund Investment Advisory Committee, of the Hong Kong Special Administrative Region Government. He is a member of the Governance Committee of the Hong Kong Growth Portfolio, and the Development Bureau Common Spatial Data Advisory Committee, of the Hong Kong Special Administrative Region Government, Convenor of the Panel of Advisors on Building Management Disputes of the HKSAR Government Home Affairs Department, a member of the Court of the City University of Hong Kong, Chairman of the United Nations Economic and Social Commission for Asia and the Pacific (UN ESCAP) Sustainable Business Network (ESBN), Vice Chairman of Pacific Basin Economic Council, and a member of the Hong Kong Trade Development Council Belt and Road and Greater Bay Area Committee.

Dr. Lam is an executive director of Hong Kong Aerospace Technology Group Limited (Stock Code: 1725, formerly known as: Eternity Technology Holdings Limited, re-designated from non-executive director on 3 January 2022), the shares of which are listed on the Stock Exchange. He is an independent non-executive director of each of RENHENG Enterprise Holdings Limited (Stock Code: 3628), CSI Properties Limited (Stock Code: 497), Vongroup Limited (Stock Code: 318), Mei Ah Entertainment Group Limited (Stock Code: 391), Elife Holdings Limited (Stock Code: 223, formerly known as: Sino Resources Group Limited), Haitong Securities Company Limited (Stock Code: 6837, it is also listed on the Shanghai Stock Exchange, Stock Code: 600837), Kidsland International Holdings Limited (Stock Code: 2122), Greenland Hong Kong Holdings Limited (Stock Code: 337) and Huarong International Financial Holdings Limited (Stock Code: 993); and a non-executive director of each of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188), China LNG Group Limited (Stock Code: 931), National Arts Group Holdings Limited (Stock Code: 8228, formerly known as: National Arts Entertainment and Culture Group Limited) and Mingfa Group (International) Company Limited (Stock Code: 846) (re-designated from independent non-executive director on 23 April 2020), the shares of all of which are listed on the Stock Exchange. He is also an independent non-executive director of Asia-Pacific Strategic Investments Limited (Stock Code: 5RA, formerly known as: China Real Estate Grp Ltd.), Beverly JCG Ltd. (Stock Code: VFP, formerly known as: JCG Investment Holdings Ltd.), Thomson Medical Group Limited (Stock Code: A50) and Alset International Limited (Stock Code: 40V, formerly known as: Singapore eDevelopment Limited) (re-designated from non-executive director on 2 July 2020), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is an independent non-executive director of AustChina Holdings Limited (Stock Code: AUH, formerly known as: Coalbank Limited), whose shares are listed on the Australian Securities Exchange and TMC Life Sciences Berhad (Stock Code: 0101), whose shares are listed on the Bursa Malaysia, and a non-executive director of Jade Road Investments Limited (Stock Code: JADE, formerly known as: Adamas Finance Asia Limited), whose shares are listed on the London Securities Exchange.

In the past three years, Dr. Lam was a non-executive director of Tianda Pharmaceuticals Limited (Stock Code: 455) up to August 2021, China Shandong Hi-Speed Financial Group Limited (Stock Code: 412) up to May 2020 and Green Leader Holdings Group Limited (Stock Code: 0061) up to July 2019, and he was also an independent non-executive director of Aurum Pacific (China) Group Limited (Stock Code: 8148) up to March 2021 and Glorious Sun Enterprises Limited (Stock Code: 393) up to August 2019, the shares of all of which are listed on the Stock Exchange. Dr. Lam was an independent non-executive director of Huarong Investment Stock Corporation Limited ((Stock Code: 2277, which was privatized on 12 November 2020) up to 31 December 2020 and Hsin Chong Group Holdings Limited (Stock Code: 404) up to 27 September 2019 (the shares of which were delisted from the Stock Exchange in December 2019). He was an independent non-executive director of each of Top Global Limited (Stock Code: BHO, a company previously listed on Singapore Exchange and privatized on 17 August 2021) up to 31 August 2021 and Sunwah International Limited ((Stock Code: SWH, a company listed on the Toronto Stock Exchange) up to 30 June 2021.

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

- (a) Dr. Lam has maintained his profession in various directorships of listed companies he served, and has actively participated in the Board meetings and various committees held by the Company. Dr. Lam attended all of our Board meetings, committee meetings and general meetings during the year ended 31 March 2022 and he was one of the Directors with the highest attendance record of meetings during the year ended 31 March 2022;
- (b) The Board has made reasonable enquiries with Dr. Lam and it is noted that Dr. Lam was able to attend relevant board meetings of the numerous listed companies with which he has directorship; and
- (c) Dr. Lam's background, qualifications and experience in acting as an independent non-executive director of a number of listed companies indicate that Dr. Lam will be able to devote the time required to each of the listed companies with which he has directorship.

Mr. Chan Kin

Mr. Chan Kin ("**Mr. Chan**"), aged 58, was appointed as a non-executive director of the Company on 12 June 2017 and re-designated as an independent non-executive director of the Company on 25 February 2019. Mr. Chan graduated from Shanghai Institute of Foreign Trade* (上海外貿職工大學) in 1980s and immigrated to Hong Kong in 1990s. He engaged in international trade, marketing, finance and investment risk management and other industries. Since 1993, he has been self-employed and founded Fong Shing Investment Limited. With the practical working experience accumulated in Hong Kong and China in the past 30 years, he has been engaged in the project investment research, operation planning and business evaluation of the project as well as the provision of advice regarding corporate strategic management, investment management and capital operation management and risk.

Mr. Chau Chi Yan Benny

Mr. Chau Chi Yan Benny (“**Mr. Chau**”), aged 40, was appointed as an independent non-executive director of the Company on 16 April 2021. Mr. Chau obtained a bachelor’s degree in arts from Manchester Metropolitan University in the United Kingdom in September 2005. Mr. Chau is currently an executive director and deputy chief executive officer of ELL Environmental Holdings Limited a company listed on The Stock Exchange of Hong Kong Limited (stock code: 1395) and vice president of Hong Kong Basketball Association. Mr. Chau has extensive experiences in finance, investment and sports management.

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

The proposed insertions and deletions are indicated by, respectively, the underlined text and the strikethrough text below. Unless otherwise specified, clauses, paragraphs and bye-law numbers referred to herein are clauses, paragraphs and bye-law numbers of the existing Bye-Laws.

General amendments

To reflect the existing name and authorised share capital of the Company.

Specific amendments

Clause no. Proposed amendments (showing changes to the existing Bye-laws and the parts without changes in the following provisions are shown in "...")

1. ...

(B) ...

words importing any gender shall include every gender and words importing persons shall include partnership, firms, companies and corporations;

...

(C) A resolution shall be a Special Resolution when it has been passed by a majority of ~~not less than~~ at least three-fourths of the votes cast by such shareholders as, being entitled so to do, vote in person or by proxy or in the cases of shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which Notice has been given in accordance with Bye-Law 66.

5. (A) For the purposes of section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of ~~not less than~~ at least three-fourths ~~in nominal value~~ of the issued shares of that class or with the ~~sanction~~ approval of a ~~Special Resolution passed at a separate general meeting of the holders of the shares of that class~~ resolution passed by at least three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate meeting of such holders. To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (~~other than at an adjourned meeting~~) shall be ~~not less than~~ two (2) persons holding (or, in the case of a shareholder being a corporation, by its duly authorised representative) or representing by proxy at least one-third in nominal value of the issued shares of that class, ~~that the quorum for any meeting adjourned for want of quorum shall be two shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of shares held by them).~~
11. (A) All unissued shares and other securities of the Company shall be at the disposal of the Directors and they may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms as they in their absolute discretion think fit, but so that no shares shall be issued at a discount to their nominal value. The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Companies Act, if and so far as such provisions may be applicable thereto.
18. ...
- (C) Except where the register is closed in accordance with the Companies Act and any applicable laws, the register and any branch register shall during business hours be opened to the inspection of any member without charge.

48. The registration of transfers may be suspended and the register closed, on giving notice by advertisement in any newspaper and, where applicable, in the Newspapers or by any electronic means in such manner as may be accepted by the stock exchange in the Relevant Territory and in accordance with the relevant section of the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time, at such times and for such periods as the Directors may from time to time determine and either generally or in respect of any class of shares, provided that the register shall not be closed for periods exceeding in the whole thirty (30) days in any year.
63. The Company shall in each financial year other than the year in which its statutory meeting is convened hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; and ~~not more than fifteen (15) months~~ such annual general meeting shall be held within six months after the end of the Company's financial year (or such longer period as may be permitted by the rules of the stock exchange on which any securities of the Company are listed with the permission of the Company) ~~shall elapse between the date of one annual general meeting of the Company and that of the next.~~ The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Directors and at such time and place as the Directors shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
65. The Directors may, whenever they think fit, convene a special general meeting, ~~and special general meetings shall also be convened on requisition, as provided by the Companies Act, and, in default, may be convened by the requisitionists.~~ One or more shareholders holding, as at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene a special general meeting and/or add resolutions to the agenda of a general meeting.

66. “An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~ and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days ~~and not less than ten (10) clear business days~~. All other special general meetings may be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and particulars of the resolutions to be considered at the meeting, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:
- (i) ...
 - (ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that a right to attend and vote at such meeting.
68. All business shall be deemed special that is transacted at a special ~~extraordinary~~ general meeting, and also all business that is transacted at an annual general meeting with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of or delegation of power to the Directors to fix the remuneration of the Auditors, and the voting of or delegation of power to the Directors to fix the ordinary or extra or special remuneration to the Directors.

83. (A) ...
- (B) All shareholders (including a shareholder which is a clearing house (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a shareholder is required by the rules of the Designated Stock Exchange to abstain from voting to approve the matter under consideration. At all times during the Relevant Period (but not otherwise), where ~~the Company has knowledge that~~ any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such shareholder (whether by way of proxy or, as the case may be, corporate representative) in contravention of such requirement or restriction shall not be counted.
84. Any shareholder (including a shareholder which is a clearing house (or its nominee(s))) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and (subject to the provisions of Bye-Law 78) to vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a shareholder of the Company. On a poll votes may be given either personally (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy or proxies representing either an individual or a corporate shareholder shall be entitled to exercise the same powers on behalf of a shareholder whom he or they represent as such shareholder could exercise.

91. (A) Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise any person as it thinks fit to act as its representative at any meeting of the Company or of any class of shareholders of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual shareholder of the Company. References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised representative.
- (B) Where a shareholder is a clearing house (or its nominee and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives, who enjoy rights equivalent to the rights of other shareholders, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of shareholders provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-Law shall be deemed to have been duly authorised without further evidence of the facts and shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee) in respect of the number and class of shares specified in the relevant authorisation, including the right to speak and vote individually on a show of hands or on a poll.
112. Subject to authorisation by the shareholders in a general meeting, the Directors shall until and unless such ~~authorization~~ authorisation shall be revoked, have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or (subject to the provisions of the Companies Act) as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy ~~shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board~~ as an addition to the existing Board shall hold office only until the ~~next following~~ first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

114. The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his ~~period~~ term of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead provided that the notice of any general meeting convened for the purpose of removing a director shall contain a statement of the intention so to do and be served on such director fourteen (14) days before the meeting and at such meeting, the Director shall be entitled to be heard on the motion for his removal. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.
176. (A) ...
- (B) The ~~Company~~ shareholders shall at each annual general meeting appoint one or more firms of auditors to hold office by Ordinary Resolution until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Directors, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. ~~The~~ Subject to compliance with the rules of the Designated Stock Exchange, the Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. Save as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by or on the authority of the ~~Company~~ shareholders in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors and, subject to compliance with the rules of the Designated Stock Exchange, the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.
- (C) Save as otherwise provided by the Companies Act, the shareholders may, at any general meeting convened and held in accordance with these Bye-Laws, remove the Auditors by a majority of at least two-thirds of votes cast by such shareholders as, being entitled so to do, vote in person or by proxy or in the cases of shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which Notice has been given in accordance with Bye-Law 66 at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new Auditors in their place for the remainder of the term.

NOTICE OF ANNUAL GENERAL MEETING

HANG PIN LIVING TECHNOLOGY COMPANY LIMITED

杭 品 生 活 科 技 股 份 有 限 公 司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1682)

NOTICE IS HEREBY GIVEN that the annual general meeting of Hang Pin Living Technology Company Limited (the “**Company**”) will be held at 3:00 p.m. on Friday, 16 September 2022 at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

As Ordinary Business:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (“**Directors**”) and auditors of the Company for the year ended 31 March 2022.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Lam Kai Yeung as an executive Director;
 - (b) to re-elect Mr. Situ Shilun as an executive Director;
 - (c) to re-elect Dr. Lam Lee G. as an independent non-executive Director;
 - (d) to re-elect Mr. Chan Kin. as an independent non-executive Director;
 - (e) to re-elect Mr. Chau Chi Yan Benny as an independent non-executive Director; and
 - (f) to authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Elite Partners CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As Special Business:

4. To consider and, if thought fit, pass (with or without amendments) the following resolution:

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed the aggregate of:

(aa) 20 per cent. of the total number of shares of the Company in issue on the date of the passing of this resolution; and

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

(d) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act 1981 of Bermuda (the **“Companies Act”**) or any other applicable laws to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

As Special Business:

5. To consider and, if thought fit, pass (with or without amendments) the following resolution:

“THAT:

- (a) the proposed amendments (the **“Proposed Amendments”**) to the memorandum of association (the **“Memorandum of Association”**) of the Company and the bye-laws (the **“Bye-Laws”**) of the Company as set out in Appendix II in the circular of the Company dated 15 August 2022 be and are hereby approved; and
- (b) any director(s) of the Company be and is/are hereby authorised for and on behalf of the Company to, amongst other matters, do all such acts, deeds and things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary, desirable or expedient to implement and/or give effect to the Proposed Amendments to the Memorandum of Association and the Bye-Laws.”

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

Hong Kong, 15 August 2022

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the annual general meeting of the Company convened by this notice is entitled to appoint one or more proxy to attend and vote on his behalf. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by this notice is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of holding the annual general meeting of the Company (i.e. 3:00 p.m. on Wednesday, 14 September 2022, Hong Kong time) or any adjourned meeting.
3. In relation to proposed resolutions no. 4 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be on Friday, 9 September 2022. In order to be eligible to attend and vote at the AGM, unregistered holders of the shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:00 p.m. (Hong Kong time) on Friday, 9 September 2022.
7. As at the date of this notice, the board of Directors comprises Mr. Lam Kai Yeung and Mr. Situ Shilun as executive Directors; and Dr. Lam Lee G., Mr. Chan Kin and Mr. Chau Chi Yan Benny as independent non-executive Directors.

COVID-19 PRECAUTIONARY MEASURES

- compulsory body temperature checks
- mandatory wearing of surgical face mask throughout the meeting
- no refreshment packs or coffee/tea will be provided

Any person who does not comply with the precautionary measures or is subject to any Hong Kong SAR Government prescribed quarantine may be denied entry into the meeting venue.