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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

**If you have sold or transferred** all your shares in CAA Resources Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CAA Resources Limited****優庫資源有限公司\****(Incorporated in the Cayman Islands with limited liability)**(Joint Provisional Liquidators appointed)**(For restructuring purposes only)***(Stock Code: 02112)**

- (1) PROPOSED CHANGE OF COMPANY NAME;**  
**(2) PROPOSED ADOPTION OF THE AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION;**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The notice convening the extraordinary general meeting of the Company to be held at 2:00 p.m. on Wednesday, 21 September 2022 at Unit 2413A, 24/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong is set out on pages EGM-1 to EGM-4 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 2:00 p.m. on Monday, 19 September 2022, or not less than 48 hours before the time appointed for the holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

29 August 2022

\* For identification only

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## DEFINITIONS

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

“Amended and Restated M&A”	the amended and restated memorandum and articles of association to be adopted by the Company at the EGM
“Board”	the board of Directors
“Company”	CAA Resources Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2112)
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company, or any adjournment thereof, to be convened to consider, and if thought fit, to approve the Proposed Name Change and the proposed adoption of the Amended and Restated M&A
“Existing M&A”	the existing memorandum and articles of association of the Company
“Group”	the Company and its subsidiaries
“HKSAR Government”	the government of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Name Change”	the propose change of the English name of the Company from “CAA Resources Limited” to “Grace Life-tech Holdings Limited”, and to adopt the dual foreign name in Chinese of the Company of “恩典生命科技控股有限公司”
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### CAA Resources Limited

### 優庫資源有限公司\*

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

*(Joint Provisional Liquidators appointed)*

*(For restructuring purposes only)*

**(Stock Code: 02112)**

*Executive Directors:*

Mr. Li Yang *(Co-Chairman and Chief Executive Officer)*

Mr. Ng Khing Yeu *(Co-Chairman)*

Ms. Li Xiaolan

Mr. Wang Er

*REGISTERED OFFICE:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Dr. Li Zhongquan

Dr. Wang Ling

Mr. Leung Yiu Cho

*PRINCIPAL PLACE OF BUSINESS*

*IN HONG KONG:*

Unit 1101, Tower 1,

Cheung Sha Wan Plaza,

833 Cheung Sha Wan Road,

Lai Chi Kok,

Kowloon, Hong Kong

29 August 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED ADOPTION OF THE AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### INTRODUCTION

Reference is made to the announcement of the Company dated 3 August 2022 in relation to, inter alia, the Proposed Name Change.

\* For identification only

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with (i) information on the Proposed Name Change; (ii) information on the proposed adoption of the Amended and Restated M&A; and (iii) the notice of the EGM at which a special resolution will be proposed to approve the Proposed Name Change.

### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “CAA Resources Limited” to “Grace Life-tech Holdings Limited”, and to adopt the dual foreign name in Chinese of the Company of “恩典生命科技控股有限公司”.

### CONDITIONS FOR THE PROPOSED NAME CHANGE

The Proposed Name Change is subject to the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Name Change; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Name Change.

Subject to the satisfaction of the conditions set out above, the Proposed Name Change will take effect on the date of entry of the new English and Chinese names of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on change of name thereafter. The Company will carry out the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Registrar of Companies in Hong Kong.

### REASONS FOR THE PROPOSED NAME CHANGE

The Board considered that the new English and Chinese names of the Company could more directly reflect the diversified areas of future business development of the Group. The essential word “Grace” in the new name succinctly signifies the Group’s hope for post-pandemic regeneration; “Life-tech” will be implemented by world-class experts, which lays the support for the development of the big health industry.

The Board believes that the new English and Chinese names of the Company will better reflect the Company’s direction of future development. Therefore, it will benefit the Company’s future business development and is in the interests of the Company and Shareholders as a whole.

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## LETTER FROM THE BOARD

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### EFFECTS OF THE PROPOSED NAME CHANGE

The Proposed Name Change will not affect any rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the existing name of the Company shall, upon the Proposed Name Change becoming effective, continue to be evidence of legal title to the shares of the Company and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for exchange of the existing share certificates of the Company for new share certificates bearing the new name(s) of the Company.

Once the Proposed Name Change becomes effective, new share certificates will be issued only in the new name(s) of the Company. In addition, subject to the confirmation of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Proposed Name Change becomes effective.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the EGM, the effective date of the Proposed Name Change and the new English stock short name and Chinese stock short name for trading in the securities of the Company on the Stock Exchange.

### PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

With a view to coping with the development needs and actual circumstances of the Company, incorporating certain housekeeping amendments and updating certain provisions, the Board proposes to seek the approval of the proposed adoption of the Amended and Restated M&A from the Shareholders at the EGM by way of special resolution.

An explanatory statement which explains the reasons for the proposed adoption of the Amended and Restated M&A and sets out the full particulars of the proposed amendments to the Existing M&A brought about by the adoption of the Amended and Restated M&A (with marked-up amendments to the Existing M&A) are set out in Appendix I to this circular.

A copy of the full set of the Amended and Restated M&A showing all proposed amendments to the Existing M&A is available for inspection during normal business hours on any weekday (except public holidays) at the head office and principal place of business in Hong Kong of the Company located at Unit 1101, Tower 1, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Lai Chi Kok, Kowloon, Hong Kong from the date of this circular up to and including the date of the EGM and at the EGM.

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## LETTER FROM THE BOARD

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### EGM

A notice convening the EGM to be held at 2:00 p.m. on Wednesday, 21 September 2022 at Unit 2413A, 24/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong, is set out on pages EGM-1 to EGM-4 of this circular for the purpose of considering and, if thought fit, passing the special resolutions approving the Proposed Name Change and the adoption of the Amended and Restated M&A. Pursuant to rule 13.39(4) of the Listing Rules, the special resolutions to be proposed at the EGM to approve the Proposed Name Change and the adoption of the Amended and Restated M&A will be voted by way of poll by the Shareholders.

A form of proxy for use at the EGM (or any adjournment thereof) is enclosed with this circular. Whether or not you are able to attend the EGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 2:00 p.m. on Monday, 19 September 2022, or not less than 48 hours before the time appointed for the holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) should you so wish.

### RECOMMENDATION

The Directors are of the opinion that the Proposed Name Change and the adoption of the Amended and Restated M&A is in the best interests of the Company and the Shareholders and therefore recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

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

Yours faithfully,  
By Order of the Board  
**CAA Resources Limited**  
**Ng Khing Yeu**  
*Executive Director and Co-Chairman*

The explanatory statement set out below explains the reasons for the proposed adoption of the Amended and Restated M&A.

With a view to coping with the development needs and actual circumstances of the Company, incorporating certain housekeeping amendments and updating certain provisions, the Board proposes that the Amended and Restated M&A be adopted. A special resolution will be proposed at the EGM to adopt the Amended and Restated M&A.

A summary of the proposed changes made in the Amended and Restated M&A are set out below:

- (a) to update the name of the Company after the Proposed Name Change is approved at the EGM and by the Registrar of Companies in the Cayman Islands; and
- (b) to make other miscellaneous housekeeping amendments to update, modernise or clarify provisions where it is considered desirable.

Details of the proposed amendments made to the Existing M&A brought about by the adoption of the Amended and Restated M&A (marked up against the Existing M&A) are set out below:

#### **GENERAL AMENDMENTS**

Replacing the reference to the term “The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands” with “The Companies Act (2022 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.”

Replacing all references to the term “CAA Resources Limited” with “Grace Life-tech Holdings Limited 恩典生命科技控股有限公司”.

Replacing all references to “Companies Law (Revised)” or “Companies Law” with “Companies Act (As Revised)” and replacing all references to “Law” with “Act”.



## SPECIFIC AMENDMENTS

Currently in force	Proposed to be amended as
<b>Memorandum of Association</b>	
<p>2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.</p>	<p>2. The Registered Office of the Company shall be at the offices of <del>Codan</del> <b>Conyers</b> Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.</p>
<b>Articles of Association</b>	
Nil	<p>To add the following definition in Article 2(1)</p> <p>“Act” the Companies Act (2022 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor</p>
<p>“Law” The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands</p>	<p>To delete the following definition in Article 2(1)</p> <p><del>“Law” The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands</del></p>
Nil	<p style="text-align: center;"><b>FINANCIAL YEAR</b></p> <p><b>165. Unless otherwise determined by the Directors, the financial year of the Company shall end on the 31st day of December in each year.</b></p>

Currently in force	Proposed to be amended as
<p>165. No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.</p> <p style="text-align: center;"><u>INFORMATION</u></p> <p>166. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.</p>	<p><del>165</del><u>166</u>. No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.</p> <p style="text-align: center;"><u>INFORMATION</u></p> <p><del>166</del><u>167</u>. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.</p>

The Chinese translation of the proposed amendments made in the Amended and Restated M&A set out in the Chinese version of the explanatory statement in this circular is for your reference only. In the case of any discrepancy or inconsistency between the English and the Chinese versions, the English version shall prevail.

The proposed adoption of the Amended and Restated M&A is subject to the approval of the Shareholders by way of passing the relevant special resolution at the EGM.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### CAA Resources Limited

### 優庫資源有限公司\*

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

*(Joint Provisional Liquidators appointed)*

*(For restructuring purposes only)*

**(Stock Code: 02112)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “EGM”) of CAA Resources Limited (the “Company”) will be held at 2:00 p.m. on Wednesday, 21 September 2022 at Unit 2413A, 24/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong, for considering and, if thought fit, passing, with or without modifications, each of the following resolutions as a special resolution of the Company:

### SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “CAA Resources Limited” to “Grace Life-tech Holdings Limited” and the dual foreign name in Chinese of the Company of “恩典生命科技控股有限公司” be adopted (the “**Proposed Name Change**”) with effect from the date of entry of the new English name and the dual foreign name of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands and the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming the new name has been registered, and that any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Name Change and to attend to any necessary registration and/or filing for and on behalf of the Company.”

\* For identification only

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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2. “**THAT** subject to the passing of the resolution numbered 1 above, and the new Company name being entered into the register of companies by the Registrar of Companies in the Cayman Islands, the memorandum of association and the articles of association of the Company be amended in the manner as set out in the circular of the Company dated 29 August 2022 (the “**Circular**”); and the amended and restated memorandum of association and the amended and restated articles of association of the Company, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing memorandum of association and the existing articles of association of the Company with immediate effect and that any one of the directors of the Company be and he/she is hereby authorised to do all such acts and things and execute all such documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the adoption of the amended and restated memorandum of association and the amended and restated articles of association of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board  
**CAA Resources Limited**  
**Ng Khing Yeu**  
*Executive Director and Co-Chairman*

Hong Kong, 29 August 2022

*REGISTERED OFFICE:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*PRINCIPAL PLACE OF BUSINESS IN HONG KONG:*

Unit 1101, Tower 1,  
Cheung Sha Wan Plaza,  
833 Cheung Sha Wan Road,  
Lai Chi Kok,  
Kowloon, Hong Kong

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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The directors of the Company (the “**Directors**”) as at the date of this notice are:

*Executive Directors:*

Mr. Li Yang (*Co-Chairman and Chief Executive Officer*)

Mr. Ng Khing Yeu (*Co-Chairman*)

Ms. Li Xiaolan

Mr. Wang Er

*Independent non-executive Directors:*

Dr. Li Zhongquan

Dr. Wang Ling

Mr. Leung Yiu Cho

*Notes:*

- (1) Any shareholder of the Company (each, a “**Shareholder**”) entitled to attend and vote at the meeting is entitled to appoint one or and in the case where the Shareholders is a holder of two or more shares more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed (i.e. at 2:00 p.m. on Monday, 19 September 2022) for holding the meeting or any adjournment thereof.
- (3) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting convened and any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 16 September 2022 to Wednesday, 21 September 2022 (both days inclusive) during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the meeting, all share transfers accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 15 September 2022.
- (5) If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 8:00 a.m. on the day of the meeting, the meeting will be adjourned according to the articles of association of the Company and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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(6) **PRECAUTIONARY MEASURES FOR THE MEETING**

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

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue to the extent permissible by law.
- (ii) Each attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

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

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of Directors of the Company, he/she is welcome to send such question or matter in writing to the Company's registered office or the principal place of business in Hong Kong or to the email address of the Company at [hk-admin@caamine.com](mailto:hk-admin@caamine.com). If any Shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Tricor Investor Services Limited  
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: (852) 2980 1333  
Fax: (852) 2810 8185