
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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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.

Skymission Group Holdings Limited

天任集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1429)

PROPOSALS FOR THE GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Skymission Group Holdings Limited to be held at Room 3312, 33/F., Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 22 September 2023 at 2:00 p.m. ("AGM") is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed herein. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar 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 not less than 48 hours before the time appointed for holding of the meeting (i.e. before Wednesday, 20 September 2023 at 2:00 p.m.) or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

18 July 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 3312, 33/F., Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 22 September 2023 at 2:00 p.m.
“Articles” or “Articles of Association”	the second amended and restated articles of association of the Company, adopted and took effect on 23 September 2022
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“CEO”	chief executive officer of our Company
“Company”	Skymission Group Holdings Limited (天任集團控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 31 May 2019 under the Companies Act of the Cayman Islands
“Compliance Committee”	the compliance committee of the Board
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, collectively refers to Sky Mission and Mr. Leung Yam Cheung, who, together, control the exercise of 30% or more of the voting power at general meetings of the Company
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollar(s), 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 mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with Shares not exceeding of 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate

DEFINITIONS

“Kennex”	Kennex Scaffolding Systems Co., Limited (建力通架系統有限公司), a company incorporated in Hong Kong on 23 March 2015 with limited liability and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	11 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares not exceeding of 10% of the total number of issued Shares as at the date of passing of the resolution approving the Repurchase Mandate
“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)
“Sky Mission”	Sky Mission Group Limited (天任控股有限公司), a company incorporated in the BVI with limited liability on 12 February 2019 and wholly owned by Mr. Leung Yam Cheung
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“Temtex”	Temtex Engineering Limited (天美工程有限公司), a company incorporated in Hong Kong on 21 October 1998 with limited liability and an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“Temmex Brothers”

Temmex Brothers Engineering Limited (天美兄弟工程有限公司), a company incorporated in Hong Kong on 9 October 2008 with limited liability and an indirect wholly-owned subsidiary of the Company

“%”

per cent.

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

LETTER FROM THE BOARD

Skymission Group Holdings Limited

天任集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1429)

Executive Directors:

Mr. Leung Yam Cheung (*Chairman*)

Mr. Leung Wing Hoi (*CEO*)

Mr. Leung Wing Chun

Registered office:

Cricket Square Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Mr. Yau Sheung Hang

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

Room 3312, 33/F

Cable TV Tower

9 Hoi Shing Road

Tsuen Wan, New Territories

Hong Kong

Independent non-executive Directors:

Mr. Ng Lin Fung

Mr. Chu Hau Lim

Mr. Leung Ka Ho Raymond

18 July 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR THE GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for (i) the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; (ii) the re-election of Directors; and (iii) certain other resolutions, and to seek your approval at the AGM in connection with, inter alia, the aforesaid proposals, and to give you notice of the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE

The general mandate previously granted to the Directors at the annual general meeting of the Company held on 23 September 2022 to exercise the power of the Company to allot, issue and deal with the unissued Shares not exceeding 20% of the number of issued Shares as at the date of such annual general meeting will expire at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Issue Mandate will be proposed at the AGM to grant a general mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, the number of issued Shares was 1,600,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 320,000,000 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the resolution approving the Issue Mandate.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and authorise an extension of the limit of the Issue Mandate granted by adding to it an amount representing the Shares repurchased by the Company under the Repurchase Mandate.

Details of the Issue Mandate are set out in ordinary resolutions numbers 4 and 6 in the notice of AGM.

REPURCHASE MANDATE

The general mandate previously granted to the Directors at the annual general meeting of the Company held on 23 September 2022 to exercise the power of the Company to repurchase its own Shares on the Stock Exchange will expire at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Repurchase Mandate will be proposed at the AGM to grant a general mandate to Directors to exercise the power of the Company to repurchase Shares up to a limit equal to 10% of the total number of issued Shares as at the date of passing of the resolution approving the Repurchase Mandate.

As at the Latest Practicable Date, the number of the issued Shares was 1,600,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 160,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution number 5 in the notice of AGM.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular. This 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 resolution at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, Mr. Leung Yam Cheung, Mr. Leung Wing Hoi, Mr. Leung Wing Chun, Mr. Yau Sheung Hang, Mr. Ng Lin Fung, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond.

In accordance with Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Yau Sheung Hang, Mr. Ng Lin Fung and Mr. Chu Hau Lim will retire from office at the AGM and, being eligible, will offer themselves for re-election.

In considering the re-election of the retiring Directors, the Nomination Committee has taken into account of the nomination criteria set out in the nomination policy of the Company and given due regard to the board diversity policy of the Company. The Nomination Committee has considered factors including, among others, the relevant Director's cultural and educational background, skills and knowledge, experience, time commitment and contributions to the diversity of the Board.

The Nomination Committee had reviewed Mr. Yau Sheung Hang's personal profile and considered that he had extensive knowledge and experience in audit, tax, accounting and company secretarial matters. His experience and expertise are considered relevant to the Group's businesses and can enable him to bring valuable and diverse views in relation to the Group's businesses, operations, future development and strategy to the Board. The Board, on the recommendations of the Nomination Committee, is of the view that Mr. Yau Sheng Hang has the

LETTER FROM THE BOARD

character, integrity, ability and experience to continue to fulfill his role as required. Accordingly, the Board recommends Mr. Yau Sheng Hang for re-election as a non-executive Director at the AGM.

Mr. Ng Lin Fung had provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee had assessed and was satisfied with Mr. Ng Lin Fung's independence after taking into account of the independence guidelines set out in said Rule 3.13. The Nomination Committee had also reviewed Mr. Ng Lin Fung's personal profile and considered that he had extensive knowledge and experience in banking and financial industry. His experience and expertise are considered relevant to the Group's businesses and can enable him to bring valuable and diverse views in relation to the Group's businesses, operations, future development and strategy to the Board. The Board, on the recommendations of the Nomination Committee, is of the view that Mr. Ng Lin Fung has the character, integrity, ability and experience to continue to fulfill his role as required. Accordingly, the Board recommends Mr. Ng Lin Fung for re-election as an independent non-executive Director at the AGM.

Mr. Chu Hau Lim had provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee had assessed and was satisfied with Mr. Chu Hau Lim's independence after taking into account of the independence guidelines set out in said Rule 3.13. The Nomination Committee had also reviewed Mr. Chu Hau Lim's personal profile and considered that he had extensive knowledge and experience in auditing and business advisory services as well as corporate finance and financial management. His experience and expertise are considered relevant to the Group's businesses and can enable him to bring valuable and diverse views in relation to the Group's businesses, operations, future development and strategy to the Board. The Board, on the recommendations of the Nomination Committee, is of the view that Mr. Chu Hau Lim has the character, integrity, ability and experience to continue to fulfill his role as required. Accordingly, the Board recommends Mr. Chu Hau Lim for re-election as an independent non-executive Director at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve (i) the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; (ii) the re-election of the Directors; and (iii) certain other resolutions is set out on pages AGM-1 to AGM-5 of this circular.

VOTING BY WAY OF POLL

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, except where the chairman may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands pursuant to the Listing Rules.

LETTER FROM THE BOARD

Pursuant to Article 66 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares, at any general meeting on a poll every Shareholder present in person or by proxy (or in the case of a Shareholder being a corporation, by its duly authorised representative) shall have one vote for each Share registered in his/her/its name in the Company's register of members. Pursuant to Article 69 of the Articles of Association, a person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www1.hkexnews.hk>) and the Company (www.skymission.group). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar 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 not less than 48 hours before the time appointed for the holding of the AGM (i.e. before 20 September 2023 at 2:00 p.m.) or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.

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 Group. 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.

RECOMMENDATION

The Directors believe that the proposed resolutions mentioned in this circular are in the best interests of the Company as well as to its Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions.

Yours faithfully,
For and on behalf of the Board
Skymission Group Holdings Limited
Leung Yam Cheung
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against ordinary resolution number 5 in respect of the approval of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 1,600,000,000 Shares in issue at the Latest Practicable Date, could result in up to 160,000,000 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. UNDERTAKING

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. However, 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 on its gearing position, which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer under the Takeovers Code.

Sky Mission was interested in 1,200,000,000 Shares, representing 75% of the issued share capital of the Company. Sky Mission is a controlled corporation of Mr. Leung Yam Cheung, an executive Director and the chairman of the Board. In the event that the Repurchase Mandate was exercised in full, the aggregate percentage shareholding of Sky Mission, a company wholly owned by Mr. Leung Yam Cheung, would be increased to 83.33% of the issued Shares of the Company. Such an increase would not result in Sky Mission having to make a mandatory offer under the Takeovers Code, but would result in the aggregate amount of the issued shares of the Company in public hands being reduced to less than 25%. The Directors currently are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate and the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

6. SHARE PURCHASED MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The table below is a summary of the highest and lowest traded prices in each of the previous 12 months and up to the Latest Practicable Date:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
July	0.130	0.093
August	0.119	0.103
September	0.104	0.062
October	0.066	0.048
November	0.070	0.038
December	0.059	0.044
2023		
January	0.073	0.049
February	0.065	0.058
March	0.064	0.056
April	0.064	0.054
May	0.060	0.051
June	0.057	0.046
July (<i>up to the Latest Practicable Date</i>)	0.050	0.046

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of Mr. Yau Sheung Hang, Mr. Ng Lin Fung and Mr. Chu Hau Lim, all of whom will retire at the AGM and, being eligible, will offer themselves for re-election.

1. Mr. Yau Sheung Hang (丘尚衡)

Mr. Yau Sheung Hang (formerly known as Yau Ngan Fei (邱雁飛)) (“**Mr. Yau**”), aged 49, is a non-executive Director. He was appointed as a Director and re-designated as a non-executive Director on 4 November 2019. Mr. Yau is mainly responsible for providing strategic advice to the Board.

Mr. Yau has gained over 15 years of experience in audit, tax, accounting and company secretarial matters. In this regard, he worked as an audit clerk at Simon Choy & Co. from May 2009 to March 2013 and a senior audit manager at W.H. Shum & Co. from November 2017 to November 2018. He is a shareholder (who owns as to 50%) and since June 2007 has been a director of Charmway Strategic Limited (formerly known as Global Prospect Limited), which was the former corporate secretary of each of (i) Temmex from October 2010 to August 2018; (ii) Temmex Brothers from October 2008 to August 2018; and (iii) Kennex from March 2015 to January 2019. Mr. Yau was the sole director of Harold Accounting Services Limited from April 2016 to June 2021.

Mr. Yau obtained his bachelor of arts degree in translation from the Lingnan College Hong Kong (now known as the Lingnan University) in November 1997, and his master of science degree in professional accounting and corporate governance from the City University of Hong Kong in February 2009. Mr. Yau has been a member of the Hong Kong Institute of Certified Public Accountants since October 2017.

Mr. Yau was a director of the following company, which was incorporated in Hong Kong with limited liability and was dissolved by way of deregistration. As confirmed by Mr. Yau, the following company was solvent and inactive at the time it was dissolved and there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

Company name	Place of incorporation/ establishment	Nature of business before dissolution	Nature of proceeding	Date of dissolution
Laos and Overseas Services Association Limited	Hong Kong	Dormant	Dissolved by deregistration pursuant to section 751 of the Companies Ordinance	29 March 2019

Save as disclosed above, Mr. Yau does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

He does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Yau was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Yau has entered into an appointment letter with the Company for an initial term of three years commencing from 29 September 2020 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Yau is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The aggregate amount of remuneration paid to Mr. Yau for the year ended 31 March 2023 is approximately HK\$120,000 as set out in note 7 to the financial statements for the year ended 31 March 2023 in the Company's annual report. The remuneration of Mr. Yau has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Yau with the Company. Mr. Yau's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Yau involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

2. **Mr. Ng Lin Fung (吳連烽)**

Mr. Ng Lin Fung ("**Mr. Ng**"), aged 82, is an independent non-executive Director appointed on 7 September 2020. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. He is responsible for the supervision and provision of independent judgement to the Board.

Mr. Ng has over 52 years of experience in the banking and finance industry in Hong Kong. He worked at Nanyang Commercial Bank in Hong Kong from 1965 to 1999, with his last position being a deputy general manager. Mr. Ng has been the chairman of International Po Fung Finance Holdings Limited since 1999.

Mr. Ng has held and currently holds advisory positions in various institutions. In this regard, he (i) was the Hong Kong affairs adviser to each of the Hong Kong and Macao Affairs Office of the State Council and Xinhua News Agency (Hong Kong Branch) on Hong Kong affairs between 1995 to 1997; (ii) was a committee member of each of the 6th, 7th and 8th of the Fujian Province Committee of the Chinese People's Political Consultative Conference between 1992 to 2001; (iii) has been a member of the Election Committee of the Hong Kong

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Special Administrative Region of the National People's Congress since 1998; (iv) was the president and has been an honorary president of the Hong Kong Chinese Importers' & Exporters' Association from 1995 to 1998 and since 1999, respectively; (v) was a committee member and has been an honorary committee member of The Chinese General Chamber of Commerce, Hong Kong from 1999 to 2014 and since 2015, respectively; and (vi) has been the president of The Hong Kong Chi Tung Association Limited since 2017.

Mr. Ng attended the Beijing Institute of Physical Education (now known as the Beijing Sport University), majoring in physical education theory, from 1961 to 1962.

Mr. Ng was a director of the following companies each of which was incorporated in Hong Kong with limited liability and was dissolved by way of deregistration or striking off. As confirmed by Mr. Ng, each of the following companies was solvent and inactive at the time it was dissolved and there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

Company name	Place of incorporation/ establishment	Nature of business before dissolution	Nature of proceeding	Date of dissolution
Fukien Education Centre Limited	Hong Kong	Education service	Dissolved by deregistration pursuant to section 751 of the Companies Ordinance	8 September 2017
The Global Foundation of Distinguished Chinese Limited	Hong Kong	Non-profit making	Dissolved by striking off pursuant to section 291 of the Predecessor Companies Ordinance	17 June 2011
China and Regions ETTIL Services Limited	Hong Kong	Business service	Dissolved by striking off pursuant to section 291 of the Predecessor Companies Ordinance	10 July 2009

Mr. Ng does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed above, he does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

As at the Latest Practicable Date, Mr. Ng was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Ng has entered into an appointment letter with the Company for an initial term of three years commencing from 29 September 2020 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Ng is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The aggregate amount of remuneration paid to Mr. Ng for the year ended 31 March 2023 is approximately HK\$250,000 as set out in note 7 to the financial statements for the year ended 31 March 2023 in the Company's annual report. The remuneration of Mr. Ng has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Ng with the Company. Mr. Ng's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Ng involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

3. **Mr. Chu Hau Lim (朱孝廉)**

Mr. Chu Hau Lim ("**Mr. Chu**"), aged 57, is an independent non-executive Director appointed on 7 September 2020. He is also the chairman of the Audit Committee and the Nomination Committee, and a member of the Remuneration Committee and Compliance Committee. He is responsible for the supervision and provision of independent judgement to our Board.

Mr. Chu is a professional accountant with over 31 years of experience in auditing and business advisory services as well as corporate finance and financial management work. He was the Chief Financial Officer of companies listed in Hong Kong. In addition, he was an independent non-executive director of Power Financial Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 397) from September 2017 to April 2020.

Mr. Chu obtained his master of business administration (MBA) degree at the Heriot-Watt University in the United Kingdom in July 1997. Mr. Chu has been an associate of The Chartered Association of Certified Accountants (now known as the Association of Chartered Certified Accountants) from October 1990 to October 1995, and has then been a fellow of The Chartered Association of Certified Accountants since October 1995.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Chu was a director of the following company which was incorporated in Hong Kong with limited liability and was dissolved by way of deregistration. As confirmed by Mr. Chu, the following company was solvent and inactive at the time it was dissolved and there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution.

Company name	Place of incorporation/ establishment	Nature of business before dissolution	Nature of proceeding	Date of dissolution
H L Chu Management Consultants Limited	Hong Kong	Management consultants	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	4 June 2004

Mr. Chu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed above, he does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chu was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Chu has entered into an appointment letter with the Company for an initial term of three years commencing from 29 September 2020 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Chu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The aggregate amount of remuneration paid to Mr. Chu for the year ended 31 March 2023 is approximately HK\$150,000 as set out in note 7 to the financial statements for the year ended 31 March 2023 in the Company's annual report. The remuneration of Mr. Chu has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Chu with the Company. Mr. Chu's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Chu involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Skymission Group Holdings Limited

天任集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1429)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Skymission Group Holdings Limited (the “Company”) will be held at Room 3312, 33/F., Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 22 September 2023 at 2:00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor of the Company for the year ended 31 March 2023.
2.
 - (a) To re-elect Mr. Yau Sheung Hang as a non-executive director of the Company;
 - (b) To re-elect Mr. Ng Lin Fung as an independent non-executive director of the Company;
 - (c) To re-elect Mr. Chu Hau Lim as an independent non-executive director of the Company; and
 - (d) To authorise the board of directors of the Company to fix the remuneration of directors.
3. To re-appoint Mazars CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

SPECIAL BUSINESS

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

“**THAT:**

- (a) subject to paragraph (c) below and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal

NOTICE OF ANNUAL GENERAL MEETING

with any unissued shares or securities in the capital of the Company and to make or grant offers and agreements which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers and agreements which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares or securities allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any convertible securities or similar rights which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) any scrip dividend scheme 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 articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities by way of rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company 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 applicable to the Company.”

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

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

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

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

NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

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

“**THAT** subject to the passing of the resolutions numbers 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued Shares or securities pursuant to resolution number 4 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution number 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of total number of Shares in issue as at the date of passing of the said resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By Order of the Board
Skymission Group Holdings Limited
Leung Yam Cheung
Chairman

Hong Kong, 18 July 2023

Notes:

- (1) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.

In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or the adjourned meeting (as the case may be).

- (2) Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.
- (3) The register of members will be closed from Tuesday, 19 September 2023 to Friday, 22 September 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on Monday, 18 September 2023.

NOTICE OF ANNUAL GENERAL MEETING

- (4) With regard to Resolution no. 2 in this notice, the board of directors of the Company proposes that the directors of the Company, namely Mr. Yau Sheung Hang, Mr. Ng Lin Fung and Mr. Chu Hau Lim be re-elected as directors of the Company. Particulars of the said directors of the Company are set out in Appendix II to the circular to the shareholders of the Company dated 18 July 2023.
- (5) An explanatory statement containing further details regarding Resolution no. 5 as required by the Stock Exchange is set out in Appendix I to the circular to the shareholders of the Company dated 18 July 2023.
- (6) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), all votes of shareholders at the AGM will be taken by poll except where the chairman of the meeting, 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. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

As at the date of this notice, the Board comprises Mr. Leung Yam Cheung, Mr. Leung Wing Hoi and Mr. Leung Wing Chun as executive Directors; Mr. Yau Sheung Hang as non-executive Director; and Mr. Ng Lin Fung, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond as independent non-executive Directors.