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



萬城
MILLION CITIES

萬城控股有限公司

MILLION CITIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2892)

**(1) NOTICE OF ANNUAL GENERAL MEETING;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

Capitalised terms used in this circular shall have meanings as defined in the section headed “Definitions” in this circular.

A notice convening the AGM to be held at Unit D, 21/F, Block 1, Tai Ping Industrial Centre, 57 Ting Kok Road, Tai Po, New Territories, Hong Kong on Monday, 17 June 2024 at 10:30 a.m. is set out on pages 17 to 22 of this circular.

A form of proxy for the AGM is also enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting (no later than 10:30 a.m. on 15 June 2024 (Hong Kong time)), or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish. In such event, the form of proxy shall be deemed to be revoked.

26 April 2024

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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 Unit D, 21/F, Block 1, Tai Ping Industrial Centre, 57 Ting Kok Road, Tai Po, New Territories, Hong Kong on Monday, 17 June 2024 at 10:30 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 17 to 22 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Cheer Happy”	Cheer Happy (H.K.) Limited (怡展(香港)有限公司), a company incorporated in Hong Kong with limited liability on 22 April 2005, a wholly-owned subsidiary of Million Cities BVI as at the Latest Practicable Date
“China Field”	China Field Investment Limited (漢基投資有限公司), a company incorporated in Hong Kong with limited liability on 17 January 2003, a wholly-owned subsidiary of Million Cities BVI as at the Latest Practicable Date
“close associates”	has the meaning ascribed thereto in the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as amended and revised) of the Cayman Islands
“Company”	Million Cities Holdings Limited (萬城控股有限公司), a company incorporated in the Cayman Islands and whose Shares are listed on the Main Board of the Stock Exchange (stock code: 2892)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and for the purposes of this circular, means each of Happy Family BVI, Winnermax Management, Fortune Speed, Mr. Wong Ting Chung, Mr. Wong Ting Kau, Mr. Wong Ting Chun and Ms. Wong Wai Ling
“core connected person”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Executive Committee”	the executive committee of the Board
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Fortune Speed”	Fortune Speed Investments Limited, a company incorporated in the BVI with limited liability. Fortune Speed is a company wholly owned by Winnermax Management, which is in turn wholly owned by Happy Family Assets Limited, a company wholly owned by East Asia International Trustees Limited. East Asia International Trustees Limited is the trustee of the Happy Family Trust, a trust established by Mr. Wong Ting Chung as the settlor, the protector and one of the beneficiaries of the Happy Family Trust
“Group”	the Company and its subsidiaries
“Happy Family BVI”	Happy Family Assets Limited (庭槐資產有限公司), a company incorporated in the BVI with limited liability on 23 February 2015 and is wholly-owned by East Asia International Trustees Limited. Happy Family BVI is one of the Controlling Shareholders as at the Latest Practicable Date
“Happy Family Trust”	a trust established on 1 June 2015 by Mr. Wong Ting Chung (as the settlor, the protector and one of the beneficiaries of the Happy Family Trust) and East Asia International Trustees Limited, an independent trustee incorporated in the BVI (as the trustee) for the benefit of Wong’s Family. The beneficiaries of the Happy Family Trust are members of the Wong’s Family
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huizhou Cheer Happy”	Huizhou Cheer Happy Real Estate Development Company Limited* (惠州怡展房地產開發有限公司), a company established in the PRC with limited liability on 6 April 2006, a wholly-owned subsidiary of Cheer Happy as at the Latest Practicable Date
“Huizhou China Field”	Huizhou China Field Real Estate Development Company Limited* (惠州漢基房地產開發有限公司), a company established in the PRC with limited liability on 8 April 2003, a wholly-owned subsidiary of China Field as at the Latest Practicable Date

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares in the manner as set out in resolution no. 5(1) in the AGM Notice
“Join Kong”	Join Kong (H.K.) Limited (津港(香港)有限公司), a company incorporated in Hong Kong with limited liability on 23 June 2010, an indirectly non-wholly-owned subsidiary of the Company, which was owned by the Company as to approximately 55.0% as at the Latest Practicable Date
“Latest Practicable Date”	17 April 2024, being the latest practicable date before the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Million Cities BVI”	Million Cities Development Limited, a company incorporated in the BVI with limited liability on 4 August 2016, a wholly-owned subsidiary of the Company as at the Latest Practicable Date
“Mr. Lau”	Mr. Lau Ka Keung, one of the executive Directors who will retire from office by rotation and offer himself for re-election at the AGM
“Mr. Li”	Mr. Li Wa Tat, Benedict, one of the executive Directors who will retire from office by rotation and offer himself for re-election at the AGM
“Nameson”	Nameson Holdings Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1982) and was owned by Happy Family Trust as to approximately 65.8% and Mr. Wong Ting Chung as to approximately 8.8% as at the Latest Practicable Date, a connected person of the Company
“Nameson Group”	Nameson, together with its subsidiaries as at the Latest Practicable Date
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China (for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in resolution no. 5(2) in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Option Scheme”	a share option scheme approved and adopted by the Company on 26 November 2018
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“Tianjin Jianji”	Million Cities Jianji Real Estate (Tianjin) Company Limited* (萬城建基置業(天津)有限公司), a company established in the PRC with limited liability on 18 August 2010, an indirectly non-wholly-owned subsidiary of the Company, which was owned by the Company as to approximately 55.0% as at the Latest Practicable Date
“Winnermax Management”	Winnermax Management Limited, a limited liability company incorporated in the BVI on 12 March 2015 and ultimately wholly owned by Happy Family Trust. Winnermax Management is one of the Controlling Shareholders as at the Latest Practicable Date
“Wong’s Family”	(i) Mr. Wong Ting Chung; (ii) Mr. Wong Ting Kau (brother of Mr. Wong Ting Chung); (iii) Mr. Wong Ting Chun (brother of Mr. Wong Ting Chung); and (iv) Ms. Wong Wai Ling (sister of Mr. Wong Ting Chung)
“%”	per cent.



萬城控股有限公司
MILLION CITIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2892)

Executive Directors:

Mr. Wong Ting Chung (*Chairman*)
Mr. Lau Ka Keung
Mr. Li Wa Tat, Benedict

Independent non-executive Directors:

Mr. Ip Shu Kwan, Stephen
Mr. Li Yinquan
Mr. Chan Hiu Fung, Nicholas

Registered Office:

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

Principal place of business in Hong Kong:

Unit D, 21/F., Block 1
Tai Ping Industrial Centre
57 Ting Kok Road
Tai Po, New Territories, Hong Kong

26 April 2024

Dear Sir/Madam,

**(1) RE-ELECTION OF RETIRING DIRECTORS;
AND
(2) GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the forthcoming AGM in relation to (i) the re-election of Directors; and (ii) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate. An AGM Notice is set out on pages 17 to 22 of this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with articles 109(a) and 109(b) of the Articles, each of Mr. Lau and Mr. Li will retire from office by rotation, and being eligible, offer themselves for re-election at the AGM.

Given the extensive knowledge and experience of each of Mr. Lau and Mr. Li, the Nomination Committee and the Board believe that their respective re-election as a Director is in the best interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect each of Mr. Lau and Mr. Li as a Director. Separate resolution will be proposed for the re-election of each of Mr. Lau and Mr. Li at the AGM.

The particulars of these Directors which are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

GRANTING OF THE ISSUE MANDATE, THE REPURCHASE MANDATE AND THE EXTENSION MANDATE

By ordinary resolutions of the Shareholders passed on 19 June 2023, the Directors were granted general mandates to issue Shares and repurchase Shares.

Each such mandate will expire at the conclusion of the AGM. In this regard, at the AGM, the following resolutions, amongst others, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot and issue and otherwise deal with the Shares up to an amount not exceeding 20% of the number of issued Shares as at the date of passing of the resolution at the AGM (details of which are set out as resolution no. 5(1) in the AGM Notice);
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares on the Stock Exchange up to an amount not exceeding 10% of the number of the issued Shares as at the date of passing the resolution at the AGM (details of which are set out as resolution no. 5(2) in the AGM Notice); and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased by the Company under the Repurchase Mandate (if granted to the Directors at the AGM) (details of which are set out as resolution no. 5(3) in the AGM Notice).

Based on the issued share capital of 750,000,000 Shares as at the Latest Practicable Date, on the assumption that there will not be any change to the issued share capital of the Company between the Latest Practicable Date and the AGM, the number of Shares that may fall to be issued under the Issue Mandate will be 150,000,000 Shares, representing 20% of the issued share capital of the Company as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Issue Mandate, the Repurchase Mandate and the Extension Mandate, if approved at the AGM, will continue in force until (a) the conclusion of the next annual general meeting of the Company held after the AGM; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or other applicable laws; or (c) when revoked or varied by an ordinary resolution passed in a general meeting of the Company prior to the next annual general meeting of the Company, whichever occurs first.

The Directors have no current plans to issue any new Shares or repurchase Shares pursuant to the relevant mandates, other than such Shares which may fall to be allotted and issued upon the exercise of any share options granted under the Share Option Scheme.

In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase by it of Shares, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which were outstanding prior to that purchase of its own securities, without the prior approval of the Stock Exchange.

An explanatory statement containing the information as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM will be held at Unit D, 21/F, Block 1, Tai Ping Industrial Centre, 57 Ting Kok Road, Tai Po, New Territories, Hong Kong on Monday, 17 June 2024 at 10:30 a.m., at which, *inter alia*, ordinary resolutions will be proposed to the Shareholders to consider the re-election of Directors and the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate. The AGM Notice is set out on pages 17 to 22 of this circular.

Closure of register of members for attending and voting at the AGM

In order to determine the Shareholders who are eligible to attend the AGM, the register of members of the Company will be closed from 12 June 2024 to 17 June 2024, both days inclusive. During such period, no transfer of the Shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 11 June 2024.

TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 7:30 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on its website (www.millioncities.com.cn) and designated website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

LETTER FROM THE BOARD

VOTING PROCEDURES

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be published by the Company on websites of the Company and the Stock Exchange after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

PROXY

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM (no later than 10:30 a.m. on 15 June 2024 (Hong Kong time)), or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish. In such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Board believes that (i) the re-election of the Directors; and (ii) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the ordinary resolutions in connection with the re-election of the Directors, and the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate as set out in the AGM Notice.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Million Cities Holdings Limited
Wong Ting Chung
Chairman and executive Director

The particulars of Mr. Lau and Mr. Li, who will retire from office by rotation, and being eligible, offer themselves for re-election at the AGM, required to be disclosed pursuant to Rule 13.74 of the Listing Rules are as follows:

Mr. Lau Ka Keung (樓家強先生) *BBS, MH, JP*, aged 48, has been a Director since 15 November 2016, and is redesignated as an executive Director on 19 June 2018. He is an executive Director, the chairman of the Executive Committee and the chief executive officer of the Company. He has appointed as a member of the Remuneration Committee and the Nomination Committee with effect from 18 June 2021. Mr. Lau is responsible for execution of strategic planning and general management of the Group.

Mr. Lau has served as an executive director and the chief executive officer of Million Cities Development Limited since August 2016. From January 2006, Mr. Lau has assumed various directorships in the Group, including China Lands Investments Limited, Join Kong, Cheer Happy, Huizhou Cheer Happy, Huizhou China Field and Tianjin Jianji. Mr. Lau held several positions in the Nameson Group from August 1999 to March 2013, including information technology manager, vice president, and executive director. From August 2015 to April 2018, Mr. Lau served as a non-executive director in Nameson. Mr. Lau has been serving as an independent non-executive director of two other companies listed on the Main Board of the Stock Exchange, namely OrbusNeich Medical Group Holdings Limited (stock code: 6929) since September 2021 and Tianjin Development Holdings Limited (stock code: 882) since March 2023.

Mr. Lau received his bachelor's degree in information technology from Manchester Metropolitan University, the United Kingdom, in July 1997 and obtained his master's degree in business administration from University of Leicester, the United Kingdom, in July 2008. Mr. Lau is currently a delegate of the Hong Kong Special Administrative Region to the 14th National People's Congress of the PRC (中華人民共和國香港特別行政區第十四屆全國人民代表大會), an executive committee member of the 15th Tianjin Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議天津市第十五屆常務委員會) and the vice chairman of Tianjin Federation of Industry and Commerce (天津市工商業聯合會). Mr. Lau had served as a member of the 13th National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十三屆全國委員會), an executive member of the 13th of All China Youth Federation (中華全國青年聯合會第十三屆常務委員會) as well as the Chairman of the 28th Hong Kong United Youth Association. Mr. Lau is brother-in-law of Mr. Wong Ting Chung. Mr. Wong Ting Chung is the Chairman and an executive Director.

Mr. Lau has entered into a service contract with the Company for an initial fixed term of three years with effect from 20 December 2018 and he is subject to retirement by rotation and re-election at the AGM in accordance with the Articles, provided that either party may terminate the service contract by three months' notice. Mr. Lau is entitled to a director's fee of HK\$300,000 per annum under his service contract with the Company subject to authorisation given by the Shareholders in general meeting. For the year ended 31 December 2023, Mr. Lau received a total remuneration of approximately RMB4.3 million.

His remuneration included director's fee, salaries, allowances, benefits in kind, pension scheme contributions and share options. His emolument is determined by the Board having regard to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Lau was interested in an aggregate of 565,500,000 Shares within the meaning of Part XV of the SFO. These Shares comprised (i) 3,000,000 underlying Shares which may be allotted to him upon exercise in full of the share options granted to him under the Share Option Scheme; and (ii) 562,500,000 Shares held by Fortune Speed, as his spouse, namely Ms. Wong Wai Ling, is one of the beneficiaries of the Happy Family Trust, and therefore he is deemed to be interested in 565,500,000 Shares within the meaning of Part XV of the SFO.

Mr. Li Wa Tat, Benedict (李華達), aged 57, is the chief financial officer and company secretary of the Company. He was appointed as an executive Director and a member of the Executive Committee with effect on 26 August 2021. Mr. Li is responsible for overseeing financial management, formulating financial strategies and managing company secretarial matters of the Company.

Mr. Li has extensive experience in finance management. Prior to joining the Group, he held senior finance positions in various multi-national corporations either listed in the United States of America, Australia, Japan or Hong Kong. Mr. Li earns his exposures in different industries including property, manufacturing, logistics, energy as well as banking.

Mr. Li received his master degree in E-Business from City University of Hong Kong in 2002 and master degree in business administration from University of Warwick in the United Kingdom in 1997. He is also a fellow of The Association of Chartered Certified Accountants, an associate of each of The Hong Kong Institute of Certified Public Accountants, and The Hong Kong Chartered Governance Institute.

Mr. Li has entered into a service contract with the Company for an initial fixed term of three years with effect from 26 August 2021 and he is subject to retirement by rotation and re-election at the AGM in accordance with the Articles, provided that either party may terminate the service contract by three months' notice. Mr. Li is entitled to a director's fee of HK\$300,000 per annum under his service contract with the Company subject to authorisation given by the Shareholders in general meeting. For the year ended 31 December 2023, Mr. Li received a total remuneration of approximately RMB1.6 million. His remuneration included director's fee, salaries, allowances, benefits in kind and pension scheme contributions. His emolument is determined by the Board having regard to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Li was interested in 8,000 Shares within the meaning of Part XV of the SFO.

APPENDIX I INFORMATION ON THE DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed, each of the above Directors: (i) does not have any other relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders; (ii) has not held any other directorship in any other listed company in Hong Kong or overseas in the past three years before the Latest Practicable Date; and (iii) does not have any other interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, there are no other matters relating to the Directors that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders relating to the Directors' re-election.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide you with the information necessary for your consideration of the Repurchase Mandate to be granted to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 750,000,000 Shares.

Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 75,000,000 Shares (representing not more than 10% of the number of issued shares of the Company as at the date of passing the resolution to approve the Repurchase Mandate).

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders that they should have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. 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 earning per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the applicable laws and regulations of the Cayman Islands, any repurchase by the Company may be made out of the profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles and subject to the applicable laws and regulations of the Cayman Islands, out of capital. Any premium payable on a

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles and subject to the provisions of the applicable laws and regulations of the Cayman Islands, out of capital.

On the basis of the current financial position of the Company as disclosed in its annual report for the year ended 31 December 2023 and taking into account the Company's current working capital position, the Directors consider that, if the Repurchase Mandate is exercised in full, it may have a material adverse effect on the Company's working capital and/or gearing position as compared with the financial position of the Company as at 31 December 2023 (being the date to which the latest audited financial statements of the Company have been made up). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, currently intends to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person has notified the Company that he or she has 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.

TAKEOVERS CODE

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

As at the Latest Practicable Date, Fortune Speed directly held 562,500,000 Shares, representing approximately 75.0% in the issued share capital of the Company. Fortune Speed is a wholly-owned subsidiary of Winnermax Management, which is in turn wholly-owned by Happy Family BVI, which is wholly-owned by East Asia International Trustees Limited. Accordingly, each of Winnermax Management, Happy Family BVI and East Asia International Trustees Limited is deemed to be interested in 562,500,000 Shares held by Fortune Speed, representing approximately 75.0% in the issued share capital of the Company.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

In addition, Mr. Wong Ting Chung, Mr. Wong Ting Kau, Mr. Wong Ting Chun and Ms. Wong Wai Ling are beneficiaries of the Happy Family Trust, a trust established by Mr. Wong Ting Chung as the settlor with East Asia International Trustees Limited as the trustee, they are deemed to be interested in 562,500,000 Shares held by Fortune Speed, representing approximately 75.0% in the issued share capital of the Company as at the Latest Practicable Date.

In the event that the Directors exercise in full the Repurchase Mandate, on the basis that there were 750,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no other change in the issued share capital of the Company and the number of Shares held by Mr. Wong Ting Chung, the interest of each of Mr. Wong Ting Chung, Mr. Wong Ting Kau, Mr. Wong Ting Chun, Ms. Wong Wai Ling, Fortune Speed, Winnermax Management, Happy Family BVI, East Asia International Trustees Limited in the issued share capital of the Company would be increased to approximately 83.3% of the existing issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent which would trigger the obligations under the Takeovers Code or result in less than 25% of the Shares being held by the public. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

SHARE PRICES

The highest and lowest traded prices for the Shares recorded on the Stock Exchange in each of the last twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.55	0.55
May	0.55	0.55
June	0.55	0.5
July	0.5	0.5
August	0.5	0.5
September	0.5	0.46
October	0.46	0.42
November	0.41	0.305
December	0.455	0.38
2024		
January	0.55	0.36
February	0.49	0.375
March	0.5	0.375
April (up to the Latest Practicable Date)	0.66	0.5

No repurchase of Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



萬城
MILLION CITIES

萬城控股有限公司 MILLION CITIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2892)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Million Cities Holdings Limited (the “Company”) will be held at Unit D, 21/F, Block 1, Tai Ping Industrial Centre, 57 Ting Kok Road, Tai Po, New Territories, Hong Kong on Monday, 17 June 2024 at 10:30 a.m. (the “Annual General Meeting”) for the following purposes:

Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 26 April 2024 to the Shareholders (the “Circular”) unless otherwise specified.

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2023.
2. (a) To re-elect Mr. Lau Ka Keung as an executive director of the Company (the “Director”);

(b) To re-elect Mr. Li Wa Tat, Benedict as an executive Director.
3. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider, and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

(1) **“THAT:**

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such securities of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or 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 and issued (whether pursuant to an option, warrant or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iii) the exercise of any options granted under any share option scheme(s) or similar arrangement(s) for the time being adopted by the Company; or (iv) the exercise of any rights under the bonds, warrants and debentures convertible into shares of the Company; or (v) 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, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued shares of the Company as at the date of passing of this resolution,
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders) the aggregate number of any share of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company on the date of the passing of this resolution),

NOTICE OF ANNUAL GENERAL MEETING

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 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 applicable law or the articles of association of the Company to be held; and
- iii. the date of revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

“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 of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of such shares of the Company as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, 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 in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(2) “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase its own fully paid up issued shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with the laws of the Cayman Islands and rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares of the Company which may be repurchased or agreed to be repurchased by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of 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 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 applicable law or the articles of association of the Company to be held; and
- iii. the date of revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

(3) “**THAT:**

conditional upon the passing of ordinary resolutions Nos. 5(1) and 5(2) as set out in the notice convening this meeting, the general unconditional mandate granted to the Directors pursuant to Ordinary Resolution No. 5(1) as set out in the notice convening this meeting be extended by the addition to the aggregate number of shares the Company which may be allotted or agreed to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority to repurchase shares granted pursuant to ordinary resolution No. 5(2) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this resolution.”

By order of the Board of
Million Cities Holdings Limited
Wong Ting Chung
Chairman and executive Director

Hong Kong, 26 April 2024

Notes:

1. Ordinary resolution numbered 5(3) will be proposed to the Shareholders for approval provided that ordinary resolutions numbered 5(1) and 5(2) are passed by the Shareholders.
2. For the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from 12 June 2024 to 17 June 2024, both days inclusive. During such period, no transfer of the Company’s shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 11 June 2024.
3. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his or her proxy to attend and vote on behalf of him or her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.

NOTICE OF ANNUAL GENERAL MEETING

4. Where there are joint registered Shareholders, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Shares as if he or she was solely entitled to do so. However, if more than one of such joint Shareholders be present at any meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.
5. In order to be effective, the proxy form in prescribed form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (no later than 10:30 a.m. on 15 June 2024 (Hong Kong time), or adjournment thereof).
6. In accordance with articles 109(a) and 109(b) of the Articles, each of Mr. Lau Ka Keung and Mr. Li Wa Tat, Benedict will retire as Directors by rotation and being eligible, offer themselves for re-election at the AGM. Particulars of the said Directors are set out in the Appendix I to the Circular.
7. If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 7:30 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on its website (www.millioncities.com.cn) and designated website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.