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If you have sold or transferred all your shares in **EGL Holdings Company Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank or licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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EGL Holdings Company Limited
東瀛遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6882)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF DIRECTOR,
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
ADOPTION OF NEW SHARE OPTION SCHEME,
ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 5/F, Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. (the “AGM”) is set out on pages 50 to 58 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the AGM.

26 April 2024

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DEFINITIONS

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

“Adoption Date”	31 May 2024, the date on which the New Share Option Scheme is conditionally adopted by resolution of the Shareholders
“AGM”	the annual general meeting of the Company to be held at 5/F, Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 50 to 58 of this circular
“Allotment Date”	the date on which Shares are allotted (or transferred out of treasury) to a Grantee pursuant to the exercise of an Option under the New Share Option Scheme
“Amendments”	the proposed amendments to the Articles of Association as set out in Appendix V to this circular
“Applicable Laws”	any applicable laws and regulations of Hong Kong or other relevant jurisdictions (including but not limited to the Listing Rules)
“Articles of Association”	the second amended and restated articles of association of the Company, currently effective as at the date of this circular
“associate”	shall have the meaning ascribed to it in the Listing Rules
“associated corporation”	has the meaning ascribed to it under the SFO
“Auditors”	the auditors of the Company for the time being
“Board”	the board of Directors
“business day”	shall have the meaning ascribed to it in the Listing Rules
“CCASS”	The Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited

DEFINITIONS

“chief executive”	shall have the meaning ascribed to it in the Listing Rules
“close associate”	shall have the meaning ascribed to it in the Listing Rules
“Commencement Date”	in respect of any particular Option, the business day on which that Option is deemed to have been granted in accordance with the New Share Option Scheme
“Company”	EGL Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	shall have the meaning ascribed to it in the Listing Rules
“controlling shareholder”	shall have the meaning ascribed to it in the Listing Rules
“core connected person”	shall have the meaning ascribed to it in the Listing Rules
“Culpable Termination”	in relation to a Grantee who is an Employee Participant or Related Entity Participant, the termination of the employment of such Grantee (being an Employee or an employee of any of the Related Entities) by the relevant company (or companies) or the removal of such Grantee (being a director of any member of the Group or any of the Related Entities) from the office of a director on the grounds that he or she has been guilty of serious misconduct, or there exist grounds allowing summary dismissal under the relevant employment contract or under common law, or he or she has been convicted of any criminal offence involving his or her integrity or honesty
“Director(s)”	the director(s) of the Company from time to time
“Effective Date”	the date on which the conditions referred to in paragraph 2 in Appendix IV to this circular are fulfilled
“Eligible Participant(s)”	a person who is an Employee Participant, Related Entity Participant and/or Service Provider Participant provided that the Board shall have absolute discretion to determine whether or not one falls within the above categories

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“Employee”	any employee employed by the Company or any of its subsidiaries (whether full time or part time), including persons who are granted Options under the New Share Option Scheme as an inducement to enter into employment contracts with any of such companies
“Employee Participant”	any director of the Company or of any of its subsidiaries or any Employee from time to time
“Exercise Period”	in respect of any particular Option, the period (which shall not be more than ten (10) years from the Commencement Date) to be notified by the Board to each Grantee which the Board may in its absolute discretion determine
“Exercise Price”	the price per Share at which a Grantee may subscribe for Shares upon the exercise of an Option pursuant to the terms and conditions of the New Share Option Scheme
“Existing Share Option Scheme”	the existing share option scheme conditionally adopted on 13 November 2014
“Grantee”	any Eligible Participant who accepts an Offer pursuant to the terms and conditions of the New Share Option Scheme or (where the context permits) the Personal Representative of that Eligible Participant (being an individual) or the Permitted Transferee
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC Nominees”	HKSCC Nominees Limited
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“New Articles of Association”	the third amended and restated articles of association of the Company to be considered and approved for adoption by the Shareholders at the AGM incorporating and consolidating all the proposed Amendments and all previous amendments to the Articles of Association approved by the Company in compliance with the applicable laws
“New Share Option Scheme”	the New Share Option Scheme which is proposed to be adopted by the Company at the AGM, the principal terms of which are set out in Appendix IV to this circular
“Offer”	an offer of the grant of an Option by the Company to an Eligible Participant pursuant to the terms and conditions of the New Share Option Scheme
“Offer Letter”	a document containing an Offer to an Eligible Participant pursuant to the terms and conditions of the New Share Option Scheme
“Option”	a right to subscribe for Shares granted pursuant to the terms and conditions of the New Share Option Scheme
“Option Holder(s)”	holder(s) of the Option(s)
“Other Schemes”	schemes involving the grant of awards or options over Shares of the Company, other than the New Share Option Scheme
“Permitted Transferee”	shall have the meaning ascribed to it in paragraph 7 in Appendix IV to this circular
“Personal Representative(s)”	the person or persons who, in accordance with the laws of succession applicable in respect of the death of a Grantee (being an individual), is or are entitled to exercise any Option granted to such Grantee (to the extent not already exercised)

DEFINITIONS

“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing of the resolution granting the Proposed Repurchase Mandate
“Related Entities”	the Company’s holding companies, fellow subsidiaries and associated companies
“Related Entity Participant”	any director or employee (whether full time or part time) of any of the Related Entities
“Remuneration Committee”	the remuneration committee of the Board
“Scheme Mandate Limit”	the maximum number of Shares issuable pursuant to the New Share Option Scheme and any Other Schemes (if any) in aggregate, being 10% of the Shares in issue (excluding treasury Shares, if any) as at the Adoption Date (subject to renewal from time to time in accordance with the rules of the New Share Option Scheme)
“Service Provider Participant”	any person (whether a natural person, a corporate entity or otherwise) who provides services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, including but not limited to person(s) who work for the Group as independent contractors where the continuity and frequency of their services are similar to those of employees, but excluding placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, and professional service providers such as auditors or valuers who are required to perform their services with impartiality and objectivity, provided that only persons who fall within the categories set out in paragraph 4.5 of Appendix IV to this Circular may be considered as Eligible Participants

DEFINITIONS

“Service Provider Sublimit”	the maximum number of Shares which may be issued in respect of all options and awards to be granted to all Service Provider Participants under the New Share Option Scheme and any Other Schemes (if any) in aggregate, being 1% of the Shares in issue (excluding treasury Shares, if any) as at the Adoption Date (subject to renewal from time to time in accordance with the rules of the New Share Option Scheme)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“treasury Shares”	Shares repurchased and held by the Company in treasury as authorised by the laws of the Cayman Islands and the Articles of Association including Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company conferring one vote per share on any resolution tabled at the Company’s general meeting (save for any treasury Shares, the holders of which shall abstain from voting at the Company’s general meeting)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	shall have the meaning ascribed to it in the Listing Rules
“substantial shareholder”	shall have the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



EGL Holdings Company Limited **東瀛遊控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6882)

Executive Directors:

Mr. Yuen Man Ying (*Chairman*)
Mr. Huen Kwok Chuen
Mr. Leung Shing Chiu
Ms. Lee Po Fun
Ms. Yuen Ho Yee
Mr. Cheang Chuen Hon

Independent Non-executive Directors:

Mr. Chan Kim Fai
Mr. Tang Koon Hung Eric
Ms. Wong Lai Ming

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

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

15/F, EGL Tower
83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

26 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF DIRECTOR,
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
ADOPTION OF NEW SHARE OPTION SCHEME AND
ADOPTION OF NEW ARTICLES OF ASSOCIATION**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of AGM and the following proposals to be put forward at the AGM: (i) the adoption of the audited consolidated financial statements of the Group and the reports of the Directors and Auditor for the year ended 31 December 2023; (ii) the re-election of retiring Directors; (iii) the appointment of Director; (iv) to authorise the Board to fix the Directors' remuneration; (v) the re-appointment of BDO Limited as the Auditor and to authorise the Board to fix their remuneration; (vi) the granting to the Directors of general mandates to issue new Shares (including any sale or transfer of treasury Shares) and repurchase Shares; (vii) the adoption of New Share Option Scheme and termination of the Existing Share Option Scheme; (viii) the approval of the Scheme Mandate Limit and the Service Provider Sublimit; and (ix) the adoption of the New Articles of Association incorporating the Amendments.

LETTER FROM THE BOARD

ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITOR

The annual report of the Company for the year ended 31 December 2023 incorporating the audited consolidated financial statements of the Group and the reports of the Directors and the Auditor for the year ended 31 December 2023 is sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Group for the year ended 31 December 2023 have been reviewed by the audit committee of the Board.

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

The general mandate granted to the Directors at the annual general meeting of the Company held on 31 May 2023 to allot and issue and deal with the unissued Shares not exceeding 20% of the number of issued Shares as at the date of the annual general meeting of the Company held on 31 May 2023 and the general mandate granted to the Directors to repurchase Shares will expire at the conclusion of the AGM.

General Mandate to Issue Shares

In order to ensure greater flexibility for the Company to issue new Shares (including any sale or transfer of treasury Shares), an ordinary resolution no. 6(a) will be proposed at the AGM to approve the granting of a general and unconditional mandate to the Directors to exercise the powers of the Company to allot and issue new Shares (including any sale or transfer of treasury Shares) up to 20% of the number of the issued Shares (excluding treasury Shares, if any) as at the date of the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 502,450,000 Shares and there are no treasury Shares. Subject to the passing of ordinary resolution no. 6(a) and on the basis that no further Shares are issued (or transferred out of treasury) or repurchased before the AGM, the Company will be allowed to issue (or transfer out of treasury) a maximum of 100,490,000 Shares. In addition, subject to a separate approval of the ordinary resolution no. 6(c), the number of Shares purchased by the Company under ordinary resolution no. 6(b) will also be added to the 20% general mandate as mentioned in the ordinary resolution no. 6(a). The Directors wish to state that they have no immediate plans to issue any new Shares (including any sale or transfer of treasury Shares) pursuant to such general mandate.

Subject to the approval of Shareholders, the Company may only use the general mandate for the sale or transfer of treasury Shares after the amendments to the Listing Rules relating to treasury shares come into effect.

LETTER FROM THE BOARD

General Mandate to Repurchase Shares

In addition, an ordinary resolution will be proposed at the AGM to approve the granting of the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of the issued Shares (excluding treasury Shares, if any) as at the date of the passing of the resolution in relation to such Proposed Repurchase Mandate. Subject to the passing of ordinary resolution no. 6(b) and on the basis that no further Shares will be issued (or transferred out of treasury) or repurchased before the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 50,245,000 Shares. The Directors wish to state that they have no immediate plans to repurchase any Shares pursuant thereto.

An explanatory statement required by the Listing Rules in connection with the Proposed Repurchase Mandate is set out in Appendix III 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 RETIRING DIRECTORS

Pursuant to Article 108 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 three or a multiple of three, then 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 by rotation at least once every three years. Any further Directors to retire shall be those who have been the longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Accordingly, Ms. Yuen Ho Yee, Mr. Cheang Chuen Hon, Mr. Tang Koon Hung Eric and Ms. Wong Lai Ming (“**Ms. Wong**”) will retire by rotation at the AGM. Ms. Yuen Ho Yee, Mr. Cheang Chuen Hon and Ms. Wong, being eligible, will offer themselves for re-election at the AGM. Due to other business commitments which require more of his dedications, Mr. Tang Koon Hung Eric, though being eligible, will not offer himself for re-election at the AGM.

Ms. Wong, being an independent non-executive Director, has given to the Company her annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Ms. Wong meets the requirements of the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the independence guidelines.

LETTER FROM THE BOARD

The nomination committee of the Board (the “**Nomination Committee**”) has considered the background, skills, knowledge and experience of the nominated independent non-executive Director, having regard to the board diversity policy of the Board (the “**Board Diversity Policy**”).

The Board Diversity Policy sets out that board appointments are based on objective criteria, having due regard for the benefits of diversity on the Board including, but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge.

Although Ms. Wong has served the Board as an independent non-executive Director for over nine years, the Board, taking into account the professional experience of Ms. Wong in the legal industry, is of the view that she can continue to bring objective and independent judgement to the Board and contribute to the diversity of the Board. During the years of Ms. Wong’s appointment as an independent non-executive Director, she has demonstrated her ability to provide an independent view to the Company’s matters. She has in-depth understanding of the operation and business of the Group and has also demonstrated strong independence by providing impartial comments and views at Board meetings and Board committees meetings during her tenure. As such, the Board is satisfied that Ms. Wong has the required character, integrity, perspectives, skills and experience to continuously fulfill her role as an independent non-executive Director effectively. The Board believes that the re-election of Ms. Wong as an independent non-executive Director would be in the interests of the Company and the Shareholders as a whole.

The Nomination Committee had reviewed Ms. Wong’s skills, knowledge and experience having regard to the Board Diversity Policy and nomination policy of the Company. The Nomination Committee, taking into account of Ms. Wong’s characters, integrity, expertise and cumulated experience with the Company, is also of the view that (i) Ms. Wong was not involved in the daily management of the Company nor in any relationship or circumstances which would materially interfere with her exercise of independent judgement during her tenure; (ii) there is no evidence that her tenure of over nine years has compromised or would compromise her continued independence; and (iii) Ms. Wong would be able to continue to bring in fresh perspectives, objective insights and independent judgment to the Board and independent and external dimension as well as constructive and informed comments on issues of the Company’s sustainability strategy and policy, performance, accountability, resources and key appointments. The Board, having considered the recommendation of the Nomination Committee, is of the view that Ms. Wong continues to be independent and should be re-elected despite her length of service.

Details of the above named Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF DIRECTOR

Pursuant to Article 111 of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Subject to the approval by the Shareholders at the AGM, the Board proposed to appoint Mr. Lo Kam Cheung Patrick (“**Mr. Lo**”) as an independent non-executive Director with effect from the conclusion of the AGM.

Mr. Lo has given to the Company a written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Lo has confirmed that (a) he is independent having regard to each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (c) there are no other factors that may affect his independence. The Company is of the view that Mr. Lo meets the requirements of the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the independence guidelines.

The Nomination Committee had reviewed Mr. Lo’s background, skills, knowledge and experience having regard to the Board Diversity Policy and nomination policy of the Company, and the Nomination Committee considered that Mr. Lo will bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Accordingly, the Nomination Committee has recommended the proposed appointment of Mr. Lo as an independent non-executive Director to the Board.

The details of the proposed appointment of Director at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the audit committee of the Board) recommended that, subject to the approval of the Shareholders at the AGM, BDO Limited be re-appointed as the Auditor for the ensuing year.

PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME

The Company adopted the Existing Share Option Scheme pursuant to an ordinary resolution passed by the shareholders of the Company on 13 November 2014, which is valid and effective for a period of 10 years from the date of listing of the Shares i.e. 28 November 2014, subject to early termination by the Company in a general meeting or by the Board. Following the amendments to Chapter 17 of the Listing Rules effective 1 January 2023, the Board proposes to terminate the Existing Share Option Scheme and replace it with the New Share Option Scheme.

LETTER FROM THE BOARD

Since the adoption of the Existing Share Option Scheme until the Latest Practicable Date, no option was granted by the Company under the Existing Share Option Scheme. As at the Latest Practicable Date, the total number of Shares available for issue under the Existing Share Option Scheme was 50,000,000 Shares, representing approximately 9.95% of the issued share capital of the Company.

As of the Latest Practicable Date, the Company does not have any outstanding options, convertible securities, or warrants allowing the right to subscribe for Shares.

As per the terms of the Existing Share Option Scheme, the Company may by resolution in general meeting terminate the operation of the Existing Share Option Scheme and in such event no further options will be offered after the Existing Share Option Scheme is terminated. As the Board has no intention of granting any further options under the Existing Share Option Scheme during the period from the Latest Practicable Date and the date of the AGM, no option will remain outstanding after the Existing Share Option Scheme is terminated.

Ordinary resolutions will be proposed at the AGM for Shareholders to consider and approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme subject to and conditional upon the New Share Option Scheme becoming effective.

The New Share Option Scheme is in compliance with the latest requirements under Chapter 17 of the Listing Rules. The purpose of the New Share Option Scheme is to attract and retain the best quality personnel for the development of the Group's businesses, to motivate Eligible Participants and give them incentive to contribute to the Group's continued growth and success, and to promote the long-term financial success of the Group by aligning the interests of Grantees with Shareholders.

Participants of the New Share Option Scheme include the Employee Participants, the Related Entity Participants and the Service Provider Participants. The Directors (including the independent non-executive Directors) consider that it is beneficial to include the Related Entity Participants and the Service Provider Participants since a sustainable and stable relationship with them is essential to the business development of the Group, and that the grant of Options to these non-Employee participants will align their interests with the Group's, incentivising them to provide better services to, create more opportunities for and/or contribute to the success of the Group in the long run.

LETTER FROM THE BOARD

Despite that the Related Entity Participants include directors and employees of holding companies, fellow subsidiaries and associated companies of the Company who are not directly employed by the members of the Group, the Related Entity Participants are nonetheless valuable human resources to the Group given their involvement in work projects of the Group from time to time. In particular, for those Related Entities in which the Group has significant interest (such as the Group's associated companies in Japan and Korea which are principally engaged in the business of providing inbound package tours), their growth and development would contribute to the financial performance of the Group. Therefore, the Directors (including the independent non-executive Directors) are of the view that it is in the interest of the Company and the Shareholders, and is in line with the purpose of the New Share Option Scheme to include the Related Entity Participants, who the Company can incentivise with the grant of Options in order to strengthen their loyalty with the Group, and to in turn facilitate a higher degree of collaboration and closer business relationships and ties between the Related Entities and the Group.

Service Provider Participants only include persons who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group. The three categories of Service Provide Participants who will be considered as Eligible Participants include:

- (a) suppliers of products or services, distributors and agents which support the Group's businesses for the time being and the future, namely, the provision of package tours, free-independent travellers packages, individual travel elements, ancillary travel related products and services, sale of merchandises, hotel ownership, development and management and/or other business(es) that may be carried out by the Group from time to time;
- (b) advisers, consultants and professional firms engaged by the Group to provide advisory services, consultancy services and/or other professional services on areas relating to the Group's business activities for the time being and the future, or on areas that are desirable and necessary from a commercial perspective to help maintain or enhance the competitiveness of the Group by way of introducing new business opportunities to the Group and/or applying their specialised/professional skills and/or knowledge in such areas; and
- (c) business partners, joint venture partners or other contractual parties collaborating with the Group on ongoing projects which support the Group's businesses for the time being and the future, namely, the provision of package tours, free-independent travellers packages, individual travel elements, ancillary travel related products and services, sale of merchandises, hotel ownership, development and management and/or other business(es) that may be carried out by the Group from time to time.

LETTER FROM THE BOARD

The Group has, in its ordinary and usual course of business and as an industry norm, always collaborated with these categories of Service Provider Participants, and the high quality of goods and services provided by such Service Provider Participants has contributed to the Group's success over the years. Currently, Service Provider Participants which fall into the above categories and may be considered Eligible Participants include local land operators or handling agents engaged by the Group on a continuing basis which provide local touring services for non-Japan destinations, as well as selected travel agencies outside Hong Kong which have been collaborating with the Group on a recurring basis. These Service Provider Participants are closely connected to and crucial to the Group's day-to-day operations, and their contribution directly impacts the results of operations of the Group. They contribute to the long-term growth of the Group by advising or consulting on a set of specialized skills and knowledge in the business activities of the Group. As they possess industry-specific knowledge or expertise and often have extensive experience and understanding of the market, they are able to provide insight on areas such as market development and marketing. The Directors (including the independent non-executive Directors) are of the view that the services, strategic advice, contribution, value and guidance provided by engaging the Service Provider Participant benefit the Group in its ordinary and usual course of business and often allows it to more effectively plan its future business strategies for long-term growth.

In view of the above, it is in the interest of the Company and the Shareholders and in line with the purpose of the New Share Option Scheme to include the Service Provider Participants. The Company will be able to incentivise such Service Provider Participants with the grant of Options to strengthen their devotion to the Group, and in turn facilitate a higher degree of collaboration and closer business relationships and ties between them and the Group. It should be noted that Service Provider Participants expressly excludes placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, and professional service providers such as auditors or valuers who are required to perform their services with impartiality and objectivity. In addition, the Board in determining whether the Service Provider Participants are eligible to participate in the New Share Option Scheme will consider whether the relevant services provided are in line with the Company's business need, desirable and necessary from a commercial perspective and help maintain or enhance the competitiveness of the Group, having regard to the Group's key business and market focuses from time to time. For details of the eligibility of each category of Eligible Participants, please refer to Appendix IV to this circular.

LETTER FROM THE BOARD

Although no share options have been granted by the Group to Related Entity Participants and Service Provider Participants before under the Existing Share Option Scheme or otherwise, the Directors (including independent non-executive Directors) are of the view that the various criteria for determining the eligibility of the Related Entity Participants and Service Provider Participants under the New Share Option Scheme will ensure that the grant of Options under the New Share Option Scheme will be in line with the purpose of the New Share Option Scheme and the long term interests of the Company and its Shareholders. The Directors (including independent non-executive Directors) are also of the view that the inclusion of the Related Entity Participants and the Service Provider Participants under the New Share Option Scheme are in line with the Company's business needs and the industry norm, and are desirable and necessary from a commercial perspective in order to enhance the competitiveness of the Group, and is therefore in the interest of the Company and its Shareholders as a whole.

Further, the Board is of the view that the independence and impartiality of the independent non-executive Directors will not be impaired by any potential grant of the Options under the New Share Option Scheme for the following reasons: (i) approval by independent Shareholders in the manner prescribed under Rule 17.04(4) of the Listing Rules will be required if any Option is to be granted to independent non-executive Directors (or any of their respective associates) which would result in the total number of Shares issued and to be issued in respect of the Options or awards granted and to be granted to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding treasury Shares, if any); (ii) the independent non-executive Directors are required to comply with the independence requirement under Rule 3.13 of the Listing Rules; (iii) Remuneration Committee and the Board will consider whether the remuneration package offered to independent non-executive Directors may affect the independent non-executive Directors' objectivity and independence. It is expected that any equity-based remuneration that may be granted to any independent non-executive Director will make reference to the prevailing market benchmark as well as the time and effort devoted by the independent non-executive Director and such grant (if any) will only form part of (but not the integral of) the independent non-executive Director's remuneration package; and (iv) the Board will be mindful of the recommended best practice under E.1.9 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, which recommends that issuers generally should not grant equity-based remuneration with performance-related elements to independent non-executive directors when considering any future grants of options or awards to the independent non-executive Directors. As at the Latest Practicable Date, the Company has no plan or intention to grant Options to the independent non-executive Directors under the New Share Option Scheme.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 502,450,000 Shares in issue and there are no treasury Shares. Assuming there is no change in the number of issued Shares and treasury Shares during the period from the Latest Practicable Date to the Adoption Date, the Scheme Mandate Limit will be 50,245,000 Shares, which represents 10% of the total number of Shares in issue on the Adoption Date (excluding treasury Shares, if any). Should the Company hold any treasury Shares at the time an Option is exercised by a Grantee, it is the intention of the Company that the Board may at its discretion decide to satisfy the same using treasury Shares in accordance with the provisions of the Scheme Rules.

The Board has also set the Service Provider Sublimit in respect of the total number of new Shares which may be issued upon exercise of all options and awards to be granted under the New Share Option Scheme and Other Schemes (if any), to be 1% of the total number of Shares in issue (excluding treasury Shares, if any) on the Adoption Date. Assuming there is no change in the number of issued Shares and treasury Shares during the period from the Latest Practicable Date to the Adoption Date, the maximum number of Shares that can be issued under the Service Provider Sublimit upon exercise of the options under the New Share Option Scheme and Other Schemes is 5,024,500 Shares, representing 1% of the Shares in issue (excluding treasury Shares, if any).

The basis for determining the Service Provider Sublimit (namely, 1% of the total number of Shares in issue on the Adoption Date (excluding treasury Shares, if any)) includes (i) the potential dilution effect arising from grants to the Service Provider Participants; (ii) the importance of striking a balance between achieving the purpose of the New Share Option Scheme and protecting the Shareholders from the dilution effect from granting a substantial amount of options and awarded shares to the Service Provider Participants; (iii) the extent of use of the Service Provider Participants in the Group's businesses, the current payment and/or settlement arrangement with the Service Provider Participants; (iv) the expected contribution to the development and growth of the Company attributable to the Service Provider Participants; and (v) the fact that the Company expects that a majority of Share Options and awarded shares will be granted to the Employee Participants and Related Entity Participants and as such there is a need to reserve a larger portion of the Scheme Mandate Limit for grants to the Employee Participants and Related Entity Participants. Given the above, the Board considers that a Service Provider Sublimit of 1% would not lead to an excessive dilution of shareholding of the existing Shareholders and is appropriate and reasonable.

LETTER FROM THE BOARD

Further, taking into account that (i) the Company has no other share schemes other than the New Share Option Scheme; and (ii) the assessment criteria for determining the eligibility of Service Provider Participants as disclosed in Appendix IV to this circular allows the flexibility for the Board to consider and evaluate a variety of factors at its discretion to ensure the grant of Options are to eligible Service Provider Participants, the Board (including the independent non-executive Directors) is of the view that the Service Provider Sublimit is in line with the Company's business needs, and aligns with the purpose of the New Share Option Scheme and the long term interests of the Company and the Shareholders as a whole. The Service Provider Sublimit is subject to separate approval by the Shareholders at the AGM.

Subject to the provisions of the New Share Option Scheme and the Applicable Laws, the Board may, on a case-by-case basis, impose any conditions, restrictions or limitations in relation thereto in addition to those expressly set forth in the New Share Option Scheme as it may think fit. Save as determined by the Board and provided in the offer letter of the grant of the relevant Option, there is no performance target which must be achieved before an Option can be exercised under the terms of the New Share Option Scheme nor any clawback mechanism for the Company to recover or withhold any Options granted to any Eligible Participant, whether in the event of serious misconduct, a material misstatement in the issuer's financial statements or other circumstances.

The Board considers that it is impractical to establish a standardised set of performance targets within the New Share Option Scheme due to the varying roles and contributions of each Grantee to the Group. The Board is of the view that that retaining flexibility in determining suitable conditions for performance targets on a case-by-case basis is more beneficial to the Company. In the event that performance targets are to be imposed, the Board will consider factors such as cash flow, earnings, earnings per share, market value, economic value added, profits, return on assets, return on equity, return on investment, sales, revenue, customer satisfaction metrics, operating results, and any other goals determined by the Board. The Group will assess and evaluate the performance targets on a case-by-case basis using its internal assessment system. Past contributions and future value potential of each Eligible Participant will be considered, taking into account factors such as their nature of duties, position within the Group, geographical location, corporate culture, and business strategy focus. The assessment will assign specific weightings to these factors to ensure fair and objective evaluation before granting Options. The management will propose the performance targets for each Eligible Participant to the Board or the Remuneration Committee (if the Grantee is a director or senior manager), who will assess the reasonableness and suitability of the proposed targets. The Remuneration Committee is of the view that the New Share Option Scheme offers flexibility in setting performance targets that align with the individual circumstances of each of the Grantees, thereby incentivising their long-term contribution to the Group's growth and profitability. The Board considers that this is in line with the purposes of the New Share Option Scheme and is in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

While there is no established clawback mechanism under the Scheme Rules, the Board may on a case-by-case basis include provisions in the relevant offer letter stating that any Option may, prior to its exercise, be subject to clawback under any circumstances specified, including but not limited to events of serious misconduct (such as fraud, gross negligence, persistent misconduct, or wilful misconduct) or material misstatement in the Group's financial statements. The Board is of the view that such flexibility in imposing clawback provisions based on the individual circumstances of the relevant Grantee will enable the Board to better protect the interests of the Company and its Shareholders as a whole.

The Board believes that the authority and flexibility given to the Board under the New Share Option Scheme, including but not limited to the selection of Grantees, determination of vesting period, performance targets and clawback mechanism on a case-by-case basis, will serve to protect the value of the Company as well as to achieve the purpose of the New Share Option Scheme.

Eligible Participants to whom Options shall be granted, are entitled to subscribe for the number of Shares at the Exercise Price, which shall be at least the higher of: (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the Offer; (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the Offer; and (c) the nominal value of a Share. The Directors consider that such basis for determining the Exercise Price will serve to preserve the value of the Company and encourage the Eligible Participants to acquire proprietary interests in the Company.

Based on the above, the Board considers that the adoption of the New Share Option Scheme is in the interests of the Company and the Shareholders as a whole, and would enable the purpose of the New Share Option Scheme as set out above to be achieved.

The New Share Option Scheme does not have a trustee and hence none of the Directors is and will be a trustee of the New Share Option Scheme. As at the Latest Practicable Date, the Company has no other share option schemes or share award schemes other than the Existing Share Option Scheme.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder has any material interest in the proposed adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme. As such, no Shareholder is required to abstain from voting on the relevant resolutions to be proposed at the AGM. The Company will, where applicable, comply with the applicable requirements under Chapter 17 of the Listing Rules in respect of the operation of the New Share Option Scheme from time to time.

A summary of the principal terms of the New Share Option Scheme is set out in the Appendix IV to this circular. This serves as a summary of the terms of the New Share Option Scheme but does not constitute the full terms of the same.

LETTER FROM THE BOARD

Conditions

The New Share Option Scheme shall take effect upon (a) the passing of the necessary resolution(s) by the Shareholders in general meeting for approving the adoption of the New Share Option Scheme, and (b) the Stock Exchange granting approval for the listing of and permission to deal in the Shares to be allotted and issued by the Company pursuant to the exercise of the Options in accordance with the terms of the New Share Option Scheme.

Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the exercise of any Option that may be granted under the New Share Option Scheme.

Value of the Options

The Directors consider that it is not appropriate to state the value of all the Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date, given that various factors (such as the Exercise Price and other terms and conditions to which an Option may be subject) crucial for valuation cannot be predicted or ascertained and may vary from case to case. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on assumptions would be speculative and not meaningful, and indeed might be misleading to the Shareholders.

PROPOSED AMENDMENTS AND ADOPTION OF NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 20 March 2024. The Board has proposed to amend the existing Articles of Association for the purpose of, among others, bringing the Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023, as well as other housekeeping changes. As such, the Board has proposed to adopt the New Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

The Amendments proposed to be made to the existing Articles of Association are set out in Appendix V to this circular. Shareholders are advised that the New Articles of Association are in English only and that the Chinese translation of the “Changes introduced by the New Articles of Association” contained in Appendix V to this circular is for reference only. In the event of inconsistency, the English version shall prevail.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws have confirmed that the Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to the Cayman Islands laws have confirmed that the Amendments conform with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the New Articles of Association for a company listed in Hong Kong.

The Amendments and the proposed adoption of the New Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM, full text of such resolution is set out in the resolution numbered 9 as set out in the notice of the AGM contained in pages from 50 to 58 of this circular.

CLOSURE OF REGISTER OF MEMBERS FOR THE AGM

For the purposes of determining Shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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 not later than 4:30 p.m. on Monday, 27 May 2024.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 50 to 58 of this circular is the notice of AGM at which, inter alia, (1) ordinary resolutions will be proposed to the Shareholders to consider and approve (a) the adoption of the audited consolidated financial statements of the Group and the reports of the Directors and the Auditor for the year ended 31 December 2023; (b) the re-election of retiring Directors; (c) the appointment of Director; (d) the authorisation to the Board to fix the Directors' remuneration; (e) the re-appointment of BDO Limited as the Auditor and to authorise the Board to fix their remuneration; (f) the granting to the Directors of general mandates to issue new Shares and repurchase Shares; (g) termination of Existing Share Option Scheme and adoption of New Share Option Scheme; and (h) the Scheme Mandate Limit and the Service Provider Sublimit; and (2) a special resolution will be proposed to the Shareholders to consider and approve the Amendments and the adoption of the New Articles of Association incorporating the Amendments.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman 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 Chairman of the AGM shall therefore demand voting on all resolutions set out in the notice of AGM be taken by way of poll pursuant to Article 72 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

Holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

DOCUMENT ON DISPLAY

A copy of the rules of the New Share Option Scheme will be published on the respective websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.egltours.com/travel/pages/investor_relations/#eng) for display for a period of not less than fourteen (14) days before the date of the AGM and the rules of the New Share Option Scheme will be made available for inspection at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the above proposals, including but not limited to, the proposed resolutions for the granting to the Directors of the general mandate to issue new Shares, the Proposed Repurchase Mandate, the re-election of the retiring Directors, the appointment of Director, the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme, the Amendments and the adoption of the New Articles of Association incorporating the Amendments are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
On behalf of the Board
EGL Holdings Company Limited
Yuen Man Ying
Chairman and Executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.

Save as disclosed herein for and as at the Latest Practicable Date, each of the Directors (i) had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (ii) did not hold any other directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein, as at the Latest Practicable Date, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Ms. Yuen Ho Yee (袁灝頤) (“**Ms. Yuen**”), aged 35, has been an Executive Director since 28 May 2021. Ms. Yuen joined the Group in November 2011. She serves as a director of EGL Tours Company Limited and subsidiaries of the Company. She is responsible for overseeing the operations in the marketing and public relations department, product development department, information technology department, free independent travellers products and customer services. She is also responsible for formulating strategies for promoting the Group’s image and business and developing new products for the future development of the Group. She has over 12 years of experience in the tourism industry. Ms. Yuen graduated in July 2010 from the University of Nottingham, United Kingdom with a Bachelor of Arts Degree in Management Studies. Ms. Yuen is the daughter of Mr. Yuen Man Ying, the Chairman and an Executive Director, and Ms. Lee Po Fun, an Executive Director.

Ms. Yuen entered into a service contract with the Company for a period of three years commencing from 28 May 2021 which can be terminated by either party upon giving to the other party three months’ prior written notice. Ms. Yuen also has an employment contract with a subsidiary of the Company, which has no fixed term but can be terminated by either party upon giving to the other party three months’ prior written notice. Pursuant to the aforesaid contracts, Ms. Yuen is entitled to a salary of approximately HK\$1,129,752 per annum (which was determined with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions) and discretionary bonus(es). The amount of the discretionary bonus(es) will be determined by the Board upon recommendation from the Remuneration Committee of the Board, having regard to the performance of Ms. Yuen and the overall performance of the Group.

As at the Latest Practicable Date, Ms. Yuen was interested in 7,950 shares of Evergloss Management Group Company Limited (“**Evergloss**”), an associated corporation of the Company, representing approximately 23.98% interest in Evergloss. Out of the 7,950 shares in Evergloss, 5,850 shares were held by Likang Limited, a wholly-owned subsidiary of Alpadis Trust (HK) Limited which is the trustee of The Yuen Family 2014 Trust. Ms. Yuen is one of the beneficiaries of the trust. The remaining 2,100 shares in Evergloss were held by Ms. Yuen as the beneficial owner. As at the Latest Practicable Date, Evergloss held and controlled 301,642,000 Shares, representing approximately 60.03% of the entire issued share capital of the Company.

As at the Latest Practicable Date, save as disclosed above, Ms. Yuen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Cheang Chuen Hon (鄭存漢) (“**Mr. Cheang**”), aged 59, has been an Executive Director since 28 May 2021. Mr. Cheang is the financial controller of the Group. He is responsible for supervision and management of the Group’s financial issues. He joined the Group in June 2001 as a finance manager before being promoted as the financial controller of EGL Tours Company Limited in April 2004. Mr. Cheang has over 35 years of extensive accounting and financial experience, in which 10 years in another public listed company (whose shares are listed on the Main Board of the Stock Exchange), with latest position as accounting manager. Mr. Cheang graduated from the University of Hong Kong with a bachelor degree in social sciences in November 1988 and later obtained a master degree of science in accountancy from the Hong Kong Polytechnic University in November 2001. Mr. Cheang is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Mr. Cheang entered into a service contract with the Company for a period of three years commencing from 28 May 2021 which can be terminated by either party upon giving to the other party three months’ prior written notice. Mr. Cheang also has an employment contract with a subsidiary of the Company, which has no fixed term but can be terminated by either party upon giving to the other party three months’ prior written notice. Pursuant to the aforesaid contracts, Mr. Cheang is entitled to a salary of approximately HK\$1,413,720 per annum (which was determined with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions) and discretionary bonus(es). The amount of the discretionary bonus(es) will be determined by the Board upon recommendation from the Remuneration Committee of the Board, having regard to the performance of Mr. Cheang and the overall performance of the Group.

As at the Latest Practicable Date, Mr. Cheang was interested in 6,000 Shares, representing approximately 0.001% of the entire issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Cheang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Ms. Wong Lai Ming (黃麗明) (“**Ms. Wong**”), aged 65, has been an Independent Non-executive Director since 13 November 2014. She is also a member of the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee of the Board. She is responsible for overseeing the management of the Group independently. Ms. Wong has over 23 years of experience in the legal industry. Ms. Wong is a non-practicing solicitor in Hong Kong.

Ms. Wong has entered into a renewed letter of appointment with the Company for a further term of three years commencing from 28 November 2023 which can be terminated by either party upon giving to the other party not less than three months’ prior written notice. Ms. Wong is entitled to a director’s fee of HK\$186,360 per annum, which is based on the estimated time to be spent by Ms. Wong for her duties as an independent non-executive Director.

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

APPENDIX II DETAILS OF PROPOSED APPOINTMENT OF DIRECTOR

Mr. Lo Kam Cheung Patrick (勞錦祥) (“Mr. Lo”), aged 70, is a Chartered Professional Accountant under The Institute of Chartered Accountants of Ontario, a fellow of the Association of Chartered Certified Accountants and a fellow of The Hong Kong Institute of Certified Public Accountants, with extensive experience in auditing and risk advisory.

Mr. Lo had served with a big 4 accounting firm for over 10 years, and had managed the internal audit and risk management functions of a fully licensed bank and a mobile operator in Hong Kong respectively for a total of over 15 years. Mr. Lo joined RSM Hong Kong in 2007 as a partner overseeing its Risk Advisory Services Department. Before retiring from the firm in 2019, Mr. Lo had participated in initial public offering assignments of over 50 successfully listed companies. The team led by Mr. Lo at the firm had also provided internal audit, risk management and corporate governance advisory services to more than 20 companies listed in Hong Kong, Singapore, the United States, and the United Kingdom respectively. Mr. Lo is currently a Senior Advisor of RSM Hong Kong.

Mr. Lo is currently an independent non-executive director of Multifield International Holdings Limited (Stock Code: 898) and Oriental Explorer Holdings Limited (Stock Code: 430), both of which are companies listed on the Main Board of The Stock Exchange of Hong Kong Limited. He was an independent non-executive director of Da Sen Holdings Group Limited (Stock Code: 1580), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, from May 2021 to March 2022.

Subject to the approval by the Shareholders of the proposed appointment of Mr. Lo as an independent non-executive Director at the AGM, Mr. Lo will enter into a letter of appointment with the Company for a period of three years from the date of his appointment. The letter of appointment can be terminated by either party upon giving to the other party three months’ prior written notice. Mr. Lo is entitled to a director’s fee of HK\$197,916 per annum, which is based on the estimated time to be spent by Mr. Lo for his duties as an independent non-executive Director.

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

Save as disclosed above and as at the Latest Practicable Date, Mr. Lo (i) had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (ii) did not hold any other directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, as at the Latest Practicable Date, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Lo which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 502,450,000 Shares in issue. Subject to the passing of the resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 50,245,000 Shares, which represent 10% of the number of Shares in issue (excluding treasury Shares, if any) as at the date of passing the relevant resolution, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

SOURCE OF FUNDS

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles of Association and all applicable laws and regulation of the Cayman Islands. A listed company may not repurchase 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. Under the laws of Cayman Islands, any repurchases by the Company may be made out of profits of the Company 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 of Association and subject to the provisions of the laws of the Cayman Islands, out of capital.

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

REASONS FOR REPURCHASES

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have 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 per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

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

On the basis of the current financial position of the Group as disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up, the Directors consider that, if the Proposed Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2023. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries.

The Directors will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands and in accordance with the regulations set out in the Articles of Association. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel any repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC Nominees to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of such Shareholders' interest, could obtain or consolidate control of the Company and may become obliged under Rule 26 of the Takeovers Code to make a mandatory offer unless a whitewash waiver is obtained. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Proposed Repurchase Mandate.

As at the Latest Practicable Date, the Company did not hold any treasury Shares, and (i) Evergloss Management Group Company Limited ("**Evergloss**"), held and controlled 301,642,000 Shares, representing approximately 60.03% of the total number of issued Shares; (ii) Mr. Yuen Man Ying ("**Mr. Yuen**"), executive Director, held 840,000 Shares, representing approximately 0.17% of the total number of issued Shares; (iii) Mr. Huen Kwok Chuen ("**Mr. Huen**"), executive Director, held 17,228,000 Shares, representing approximately 3.43% of the total number of issued Shares; (iv) Mr. Leung Shing Chiu ("**Mr. Leung**"), executive Director, held 7,216,000 Shares, representing approximately 1.44% of the total number of issued Shares; (v) Ms. Lee Po Fun ("**Mrs. Yuen**"), executive Director, held 656,000 Shares, representing approximately 0.13% of the total number of issued Shares; and (vi) Mr. Cheang Chuen Hon ("**Mr. Cheang**"), executive Director, held 6,000 Shares, representing approximately 0.00% of the total number of issued Shares. If the Proposed Repurchase Mandate is exercised in full and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, the controlling interests of Evergloss, Mr. Yuen, Mr. Huen, Mr. Leung, Mrs. Yuen and Mr. Cheang altogether in the Company will be increased from approximately 65.20% to approximately 72.44%. Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchases made under the Proposed Repurchase Mandate. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Proposed Repurchase Mandate to such an extent as would result in the level of shareholdings in the Company held by public Shareholders falling below 25% of the Company's total number of issued Shares (after deducting treasury Shares, if any). The Company will comply with the public float requirement under the Listing Rules.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is approved by the Shareholders.

SHARE REPURCHASE MADE BY THE COMPANY

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

SHARE PRICES

During each of the previous 12 months prior to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	0.870	0.730
May	0.770	0.640
June	0.770	0.650
July	0.730	0.600
August	0.720	0.550
September	0.610	0.520
October	0.580	0.500
November	0.570	0.500
December	0.654*	0.448*
2024		
January	0.660	0.520
February	0.590	0.520
March	0.730	0.550
April (up to the Latest Practicable Date)	0.670	0.590

* Adjusted for the special dividend was declared by the Board on 14 December 2023.

The following is a summary of the principal terms of the rules of the New Share Option Scheme. It does not form part of, nor is it intended to be part of the rules of the New Share Option Scheme and it should not be taken as affecting the interpretation of the rules of the New Share Option Scheme.

1. PURPOSE OF THE NEW SHARE OPTION SCHEME

The purpose of the New Share Option Scheme is to attract and retain the best quality personnel for the development of the Group's businesses, to motivate Eligible Participants and give them incentive to contribute to the Group's continued growth and success, and to promote the long-term financial success of the Group by aligning the interests of Grantees with Shareholders.

2. CONDITIONS OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme shall take effect upon the fulfillment of the following conditions: (a) the passing of the necessary resolution(s) by the Shareholders in general meeting for approving the adoption of the New Share Option Scheme; and (b) the Stock Exchange granting approval for the listing of and permission to deal in the Shares to be allotted and issued by the Company pursuant to the exercise of the Options in accordance with the terms and conditions of the New Share Option Scheme.

3. DURATION

The New Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on the Effective Date and shall expire on the 10th anniversary thereof (unless otherwise terminated in accordance with the rules of the New Share Option Scheme), after which no further Options may be offered or granted under the New Share Option Scheme but the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the terms and conditions of the New Share Option Scheme.

4. ELIGIBLE PARTICIPANTS

- 4.1 Participants of the New Share Option Scheme include the Employee Participants, the Related Entity Participants and the Service Provider Participants. The Board shall have the absolute discretion to determine whether a person is qualified to be (or, where applicable, continues to qualify to be) an Eligible Participant.

- 4.2 In determining the eligibility of Employee Participants, the Board will take into account various factors that it in its absolute discretion considers relevant in assessing the contribution of the individual to the long term growth of the Group, including: (a) the length of engagement of the Employee Participant with the Group; (b) the amount of support, assistance, guidance, advice, efforts and contributions the Employee Participant has exerted and given towards the success of the Group; (c) the amount of potential support, assistance, guidance, advice, efforts and contributions the Employee Participant is likely to be able to give or make towards the success of the Group in the future.
- 4.3 In determining the eligibility of Related Entity Participants, the Board will take into account various factors that it in its absolute discretion considers relevant in assessing the contribution of the individual to the long term growth of the Group, including: (a) the length of engagement of the Related Entity Participant with the Group and/or the Related Entity; (b) the amount of support, assistance, guidance, advice, efforts and contributions the Related Entity Participant has exerted and given towards the success of the Group; (c) the amount of potential support, assistance, guidance, advice, efforts and contributions the Related Entity Participant is likely to be able to give or make towards the success of the Group in the future.
- 4.4 In determining the eligibility of Service Provider Participants, the Board will take into account various factors that it in its absolute discretion considers relevant in assessing the contribution of the individual to the long term growth of the Group, including, among others: (a) the length of engagement or collaboration of the Service Provider Participant with the Group; (b) industry experience of the Service Provider Participant; (c) the amount of support, assistance, guidance, advice, efforts and contributions the Service Provider Participant has exerted and given towards the success of the Group; (d) the amount of potential support, assistance, guidance, advice, efforts and contributions the Service Provider Participant is likely to be able to give or make towards the success of the Group in the future.

- 4.5 In addition to but without prejudice to paragraphs 4.1 and 4.4, only Service Provider Participants falling within the following categories may be considered as Eligible Participants:
- (a) suppliers of products or services, distributors and agents which support the Group's businesses for the time being and the future, namely, the provision of package tours, free-independent travellers packages, individual travel elements, ancillary travel related products and services, sale of merchandises, hotel ownership, development and management and/or other business(es) that may be carried out by the Group from time to time. When assessing the eligibility and terms of Grant for such Service Provider Participants, the Board will take into account factors such as: (i) the nature, scope, and frequency of the supplied products and/or services; (ii) the reliability and quality of the supplied products and/or services; (iii) the background, reputation and track record of the supplier, distributor or agent; and (iv) the potential and/or actual contribution or significance to the financial performance and business development of the Group. This assessment will involve considering the revenue generated from the supply, the aggregate supply volume, the procurement cost, the contract value, and the relative concentration in the specific supply category during the relevant engagement period (or the corresponding growth rate compared to the previous period); or
 - (b) advisers, consultants and professional firms engaged by the Group to provide advisory services, consultancy services and/or other professional services on areas relating to the Group's business activities for the time being and the future, or on areas that are desirable and necessary from a commercial perspective to help maintain or enhance the competitiveness of the Group by way of introducing new business opportunities to the Group and/or applying their specialised/professional skills and/or knowledge in such areas. When assessing the eligibility and terms of Grant for such Service Provider Participants, the Board will take into account factors such as: (i) individual performance of the relevant adviser, consultant or professional firm; (ii) their knowledge, experience and network in the relevant industry; (iii) the frequency of engagement and length of business relationship with the Group; (iv) the materiality and nature of the business relationship with the Group (such as whether they relate to the core business(es) of the Group and whether such business dealings could be readily replaced by third parties); (v) the background, reputation and track record of the relevant adviser, consultant or professional firm; (vi) their potential and/or actual contribution or impact on the financial performance and business development of the Group; and (vii) other factors, including but not limited to the capability, expertise, technical know-how and/or business connections of the relevant adviser, consultant or professional firm;

- (c) business partners, joint venture partners or other contractual parties collaborating with the Group on ongoing projects which support the Group's businesses for the time being and the future, namely, the provision of package tours, free-independent travellers packages, individual travel elements, ancillary travel related products and services, sale of merchandises, hotel ownership, development and management and/or other business(es) that may be carried out by the Group from time to time. When assessing the eligibility and terms of Grant for such Service Provider Participants, the Board will consider factors such as: (i) the frequency of collaboration and length of business relationship with the Group; (ii) the materiality and nature of the business relationship with the Group (such as whether they relate to the core business(es) of the Group and whether such partnership or collaborative relationship could be readily replaced by third parties); (iii) the potential and/or actual contribution or significance to the financial performance and business development of the Group; and (iv) the Group's future business plans in relation to further collaboration with such business partners, joint venture partners and contractual parties, and the long-term support that the Group may receive accordingly. This assessment will involve evaluating the revenue generated from the engagement, the expenses associated with establishing and maintaining the collaboration, the contract value, and the number or variety of deliverables produced during the relevant engagement period (or the corresponding growth rate compared to the previous period).

For the avoidance of doubt, Service Provider Participants do not include placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, and professional service providers such as auditors or valuers who are required to perform their services with impartiality and objectivity.

5. GRANT OF OPTIONS

- 5.1 Subject to the terms and conditions of the New Share Option Scheme, the Board shall be entitled at any time on a business day within a period of 10 years commencing on the Effective Date to make an Offer or Offers to any Eligible Participant(s) as the Board may in its absolute discretion select.

- 5.2 An Offer shall be made to an Eligible Participant in writing on a business day in such form as the Board may from time to time determine.
- 5.3 An Offer cannot be accepted by an Eligible Participant who ceases to be qualified as an Eligible Participant after the Offer has been made.
- 5.4 An Offer shall be deemed to have been accepted when the Company receives a duplicate Offer Letter duly signed from the Grantee together with a remittance of HK\$1.00 (or such other nominal sum in any currency as the Board may determine) in favour of the Company as consideration for the grant thereof. Such remittance shall in no circumstances be refundable. Once accepted, the Option shall be deemed to have been granted as from the date on which it was offered to the relevant Eligible Participant. The Offer Letter shall specify the last date by which the Offer shall be accepted by the Grantee, which shall not be earlier than three business days from the date of the Offer, provided that no Offer shall be capable of or open for acceptance after the expiry of 10 years from the Effective Date.
- 5.5 Unless otherwise stated in the Offer Letter, any Offer may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in respect of a board lot for dealings in Shares on the Stock Exchange or an integral multiple thereof. To the extent that the Offer is not accepted in the manner set out in the Offer Letter or the Eligible Participant ceases to be qualified after the Offer has been made, it shall be deemed to have been irrevocably declined and lapsed automatically without notice.
- 5.6 Subject to the provisions of the New Share Option Scheme and the Applicable Laws, the Board may, on a case-by-case basis and at its absolute discretion when offering the grant of an Option, impose any conditions, restrictions or limitations in relation thereto in addition to those expressly set forth in the New Share Option Scheme as it may think fit, including but not limited to (i) the vesting period of the Option, (ii) any performance targets which must be achieved before an Option can be exercised, which may include factors such as cash flow, earnings, earnings per share, market value, economic value added, profits, return on assets, return on equity, return on investment, sales, revenue, customer satisfaction metrics, operating results, and any other goals determined by the Board, and (iii) any clawback mechanism for the Company to recover or withhold any Options granted to any Grantee under any specified circumstances, including but not limited to events of serious misconduct (such as fraud, gross negligence, persistent misconduct, or wilful misconduct) or material misstatement in the Group's financial statements.

- 5.7 Save as may be determined by the Board and provided in the offer letter of the grant of the relevant Option, there is no performance target nor clawback mechanism attached to the Options.
- 5.8 The vesting period of any particular Option shall not be less than 12 months.
- 5.9 The Board may grant Options in respect of which the Exercise Price is fixed on the date of grant of the Options at different prices for different periods during the Exercise Period.

6. EXERCISE PRICE

The Exercise Price in respect of any particular Option (subject to any adjustment in accordance with the rules of the New Share Option Scheme) shall be a price determined by the Board and stated in the Offer Letter, and shall be at least the higher of: (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the Offer; (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the Offer; and (c) the nominal value of a Share.

7. TRANSFERABILITY OF OPTIONS

An Option shall be personal to the Grantee. No Option shall be transferred or assigned, and no Grantee shall in any way sell, transfer, assign, charge, mortgage, encumber or create any interest over or in relation to any Option in favour of any third party, provided that the Board may at its absolute discretion allow a Grantee to transfer or assign an Option to a vehicle (such as a trust or a private company) for the benefit of the Grantee and/or any of the family members of such Grantee for estate planning or tax planning purposes (the "**Permitted Transferee**") if:

- (a) the Grantee provides all such information in relation to the proposed transferee or assignee as the Board may request for the purpose of establishing to the Board's satisfaction that the proposed transferee or assignee is a Permitted Transferee;

- (b) each of the Grantee and the proposed transferee or assignee undertakes and warrants that the proposed transferee or assignee (i) will not in any way sell, transfer, assign, charge, mortgage, encumber or create any interest over or in relation to any Option so transferred or assigned to it in favour of any third party (unless such third party is also a Permitted Transferee and all the conditions in this paragraph which shall apply mutatis mutandis to such further transfer or assignment are satisfied); and (ii) will at all times be a Permitted Transferee; and
- (c) a waiver is granted by the Stock Exchange to permit such a transfer or assignment.

8. EXERCISE OF OPTIONS

- 8.1 Subject to the relevant Exercise Period and the other terms and conditions of the grant, an Option shall be exercised in whole or in part by the Grantee by giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised.
- 8.2 Each such notice shall be accompanied by a remittance for the full amount of the Exercise Price for the Shares in respect of which the notice is given. Any notice given without such relevant remittance in full shall be invalid. Within 21 business days (excluding any period(s) of closure of the Company's share registers) after receipt of the notice together with remittance of the relevant Exercise Price in full and, where appropriate, receipt of the certificate given by the Auditor or an independent financial adviser, the Company shall allot and issue (or transfer out of treasury) the relevant number of Shares to the Grantee credited as fully paid and issue to the Grantee a share certificate in respect of the Shares so allotted and issued (or transferred out of treasury).

9. RIGHTS ON DEATH

In the event of death of the Grantee (being an individual) before exercising the Option in full, his or her Personal Representative(s) may exercise the Option (to the extent exercisable and not already exercised as at the date of his/her death) either in full or in part within 12 months following his or her death or such longer period as the Board may determine.

10. RIGHTS ON TERMINATION DUE TO DISABILITY

In the event of the Grantee being an Employee Participant and/or a Related Entity Participant at the time of the grant of the relevant Option ceasing to be an Employee Participant or a Related Entity Participant by reason of disability, the Grantee may exercise the Option (to the extent exercisable and not already exercised as at the date of such cessation) either in full or in part within 6 months following the date of such cessation or such longer period as the Board may determine.

11. RIGHTS ON TERMINATION FOR OTHER REASONS

In the event of the Grantee being an Employee Participant and/or a Related Entity Participant at the time of the grant of the relevant Option ceasing to be an Employee Participant or a Related Entity Participant for any reason other than his or her death or disability, bankruptcy or Culpable Termination, the Grantee may exercise the Option (to the extent exercisable and not already exercised as at the date of such cessation) either in full or in part within 30 days following the date of such cessation or such longer period as the Board may determine.

12. RIGHTS IN THE EVENT OF GENERAL OFFER

In the event of a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) being made to all the holders of Shares (or all such holders other than the offeror and/or any person acting in concert with the offeror) and such offer becomes or is declared unconditional (in the case of a takeover offer) or is approved by the requisite resolutions of shareholders of the Company in general meeting (in the case of a scheme of arrangement), the Company shall forthwith give notice thereof to all Grantees, and thereupon the Grantees may exercise the Options (to the extent exercisable and not already exercised as at the date on which the offer becomes or is declared unconditional (in the case of a takeover offer) or is approved by the requisite resolutions of shareholders of the Company in general meeting (in the case of a scheme of arrangement)) either in full or in part at any time up to the close of such offer (or any revised offer) unless the Board shall determine to the contrary (in the case of a takeover offer) or within such period as shall be notified by the Company to the Grantees (in the case of a scheme of arrangement).

13. RIGHTS IN THE EVENT OF WINDING UP

In the event of a notice being given by the Company to its shareholders to convene a shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall forthwith give notice thereof to all Grantees, and thereupon the Grantees may exercise the Options (to the extent exercisable and not already exercised as at the date of the notice to the Grantee) either in full or in part not later than three business days (excluding any period(s) of closure of the Company's share registers) immediately preceding the date of the proposed shareholders' meeting, and the Company shall, as soon as possible and in any event no later than the business day (excluding any period(s) of closure of the Company's share registers) immediately preceding the date of the proposed shareholders' meeting, allot and issue (or transfer out of treasury) such number of Shares to the Grantees which falls to be issued upon such exercise.

14. RIGHTS IN THE EVENT OF COMPROMISE OR ARRANGEMENT

In the event of a compromise or arrangement between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company (other than any scheme of arrangement referred to in paragraph 12 above or any relocation schemes as contemplated in Rule 7.14(3) of the Listing Rules), the Company shall give notice thereof to all Grantees on the same date as it gives notice of the meeting to its members or creditors to consider such a scheme, and thereupon the Grantees may exercise the Options (to the extent exercisable and not already exercised as at the date of the notice to the Grantee) either in full or in part not later than three business days (excluding any period(s) of closure of the Company's share registers) immediately preceding the date of the proposed meeting, and the Company shall, as soon as possible and in any event no later than the business day (excluding any period(s) of closure of the Company's share registers) immediately preceding the date of the proposed meeting, allot and issue (or transfer out of treasury) such number of Shares to the Grantees which falls to be issued on such exercise.

15. RANKING OF SHARES

The Shares to be allotted and issued (or transferred out of treasury) upon the exercise of an Option shall be subject to all the provisions of the Articles and the Applicable Laws in force as at the Allotment Date and shall rank *pari passu* in all respects with the existing fully paid Shares in issue (excluding treasury Shares, if any) on the Allotment Date and accordingly shall entitle the holder to participate in all dividends or other distributions paid or made on or after the Allotment Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor is before the Allotment Date.

16. LAPSE OF OPTION

An Option (to the extent not already exercised) shall automatically lapse on the earliest of:

- (a) the expiry of the Exercise Period;
- (b) the expiry of any of the periods referred to in paragraphs 9 to 14 above;
- (c) subject to paragraph 13, the date of the commencement of the winding-up of the Company;
- (d) the date when the proposed compromise or arrangement becomes effective in respect of the situation contemplated in paragraph 14;

- (e) in the case of the Grantee being an Employee Participant or a Related Entity Participant, the date on which he or she ceases to be an Employee Participant or a Related Entity Participant by reason of Culpable Termination;
- (f) the occurrence of bankruptcy of the Grantee, unless otherwise resolved to the contrary by the Board;
- (g) the date on which the Grantee commits a breach of any terms or conditions attached to the grant of the Option, unless otherwise resolved to the contrary by the Board; and
- (h) the date on which the Board resolves that the Grantee has failed or otherwise is or has been unable to meet the continuing eligibility criteria as may be prescribed pursuant to the terms of the New Share Option Scheme.

17. SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT

17.1 Subject to paragraphs 17.2 and 17.3 below:

- (a) the total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Option Scheme and Other Schemes (if any) i.e. the Scheme Mandate Limit shall not, in aggregate, exceed 10% of the Shares in issue (excluding treasury Shares, if any) as at the Adoption Date; and
- (b) the total number of Shares which may be issued in respect of all options and awards to be granted to all Service Provider Participants under the New Share Option Scheme and Other Schemes (if any) i.e. the Service Provider Sublimit shall not, in aggregate, exceed 5,024,500 Shares, which represents 1% of the Shares in issue (excluding treasury Shares, if any) as at the Adoption Date and 10% of the Scheme Mandate Limit,

provided that if the Company conducts a share consolidation or subdivision after the Scheme Mandate Limit or the Service Provider Sublimit has been approved in general meeting, the maximum number of Shares that may be issued in respect of all options and awards to be granted under the New Share Option Scheme and Other Schemes under the Scheme Mandate Limit or the Service Provider Sublimit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share. Options lapsed in accordance with the terms of the New Share Option Scheme will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit or the Service Provider Sublimit.

- 17.2 Subject to paragraph 17.3, the Company may seek approval by its Shareholders in general meeting for renewing the Scheme Mandate Limit and/or the Service Provider Sublimit (the “**Renewal Mandate**”) from time to time, provided that:
- (a) if the Renewal Mandate is sought within three years from the Adoption Date or the date on which the last Renewal Mandate was granted (as the case may be), any controlling shareholders of the Company and their associates (or if there is no controlling shareholder, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) shall abstain from voting in favour of the relevant resolution at the general meeting; and the Company shall comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules, unless the Renewal Mandate is sought immediately after an issue of securities by the Company to its shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the relevant class of shares in issue but excluding treasury shares, if any) upon renewal is the same as the unused part of the Scheme Mandate Limit immediately before the issue of securities, rounded to the nearest whole Share;
 - (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Option Scheme and Other Schemes after renewal of the Scheme Mandate Limit shall not exceed 10% of the Shares in issue (excluding treasury Shares, if any) as at the date on which the Renewal Mandate is obtained;
 - (c) if the Company conducts a share consolidation or subdivision after the Renewal Mandate is obtained, the maximum number of Shares that may be issued in respect of all options and awards to be granted under the New Share Option Scheme and Other Schemes under the renewed Scheme Mandate Limit and/or the Service Provider Sublimit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share; and
 - (d) the Company shall send a circular to its Shareholders containing the number of Options that were already granted under the then existing Scheme Mandate Limit and the then existing Service Provider Sublimit and the reason for the renewal.

- 17.3 The Company may seek separate approval by its Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit (or the renewed Scheme Mandate Limit) provided that:
- (a) the Options in excess of the Scheme Mandate Limit (or the renewed Scheme Mandate Limit) shall be granted only to the Eligible Participants specifically identified by the Company before such shareholders' approval is sought;
 - (b) the Company shall issue a circular to its Shareholders containing the name of each specified Eligible Participant who may be granted such Options, the number and terms of the Options to be granted to each such specified Eligible Participants, and the purpose of granting Options to each such specified Eligible Participants with an explanation as to how the terms of the Options serve such purpose;
 - (c) the number and terms of Options to be granted to each such specified Eligible Participant shall be fixed before such Shareholders' approval; and
 - (d) for the purpose of calculating the minimum Exercise Price in respect of any Options to be so granted to each such specified Eligible Participant, the date of the Board meeting for proposing such grant shall be taken as the date of the Offer of such Options.

18. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

Where any grant of Option to an Eligible Participant would result in the Shares issued and to be issued in respect of all options and awards granted under the New Share Option Scheme and Other Schemes to such Eligible Participant (excluding any options and awards lapsed in accordance with the terms of the New Share Option Scheme and Other Schemes) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue (excluding treasury Shares, if any) as at the date of such grant, such grant shall be subject to the following requirements:

- (a) approval of the Shareholders in general meeting with such Eligible Participant and his or her close associates (or associates if such Eligible Participant is a connected person of the Company) abstaining from voting;

- (b) the Company shall send a circular to its Shareholders disclosing the identity of such Eligible Participant, the number and terms of the further Options to be granted (and those previously granted to such Eligible Participant in the 12-month period), the purpose of granting further Options to such Eligible Participant and an explanation as to how the terms of the further Options serve such purpose; and
- (c) the number and terms of the further Options to be granted to such Eligible Participant shall be fixed before the Shareholders' approval mentioned in (a) above.

19. GRANT OF OPTIONS TO CONNECTED PERSONS

Without prejudice to the provisions summarised in paragraph 5, (a) any grant of Options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates shall be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed Grantee of such Options); and (b) where any grant of Options to an independent non-executive Director or a substantial shareholder of the Company, or any of their respective associates would result in the Shares issued and to be issued in respect of all options and awards granted under the New Share Option Scheme and/or Other Schemes (excluding any options or awards lapsed in accordance with the terms of the New Share Option Scheme or the Other Schemes, as the case may be) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding treasury Shares, if any), such further grant of Options shall be approved by the shareholders of the Company in general meeting. The Company shall send a circular to its shareholders containing such information as required under the Applicable Laws. The relevant Grantee, his or her associates and all core connected persons of the Company shall abstain from voting in favour at such general meeting. The Company shall comply with the requirements under Rules 13.40, 13.41 and 13.42 of the Listing Rules.

20. EFFECT OF ALTERATIONS TO SHARE CAPITAL

In the event of any alteration in the capital structure of the Company while any Option remains exercisable, and such event arises from a capitalisation issue, rights issue, subdivision or consolidation of Shares, or reduction of capital of the Company, the Board may, if it deems appropriate, direct that such corresponding adjustments (if any) be made (i) in the number of Shares subject to the Options so far as unexercised and/or (ii) the Exercise Price. Any adjustments required shall be made in accordance with the following requirements:

- (a) the adjustments shall give a Grantee the same proportion of the equity capital, rounded to the nearest whole Share, as that to which that Grantee was previously entitled, but no such adjustments may be made to the extent that Shares would be issued at less than their nominal value; and

- (b) the adjustments shall be made in accordance with the Listing Rules and any other requirements or guidance by the Stock Exchange from time to time (including the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 relating to New Share Option Schemes), if applicable.

Save in the case of capitalisation issue, the Auditors or an independent financial adviser appointed by the Company shall certify the Directors in writing that the adjustments satisfy the requirements set out above.

21. ALTERATION OF TERMS OF OPTIONS AND THE NEW SHARE OPTION SCHEME

Any change to the terms of the Options granted to a Grantee (except where the changes take effect automatically under the existing terms of the New Share Option Scheme) shall be approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Options was approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be).

The New Share Option Scheme may be altered in any respect by resolution of the Board save for the following alterations which may be effected only with the prior approval of the Shareholders in general meeting: (a) any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature; (b) any alterations to the provisions relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the Grantees; and (c) any change to the authority of the Board to alter the terms of the New Share Option Scheme, provided always that the amended terms of the New Share Option Scheme shall continue to comply with the relevant provisions of the Listing Rules and any other Applicable Laws.

22. TERMINATION OF THE NEW SHARE OPTION SCHEME

The Company by resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event, no further Options may be offered or granted under the New Share Option Scheme but the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior to the termination or otherwise as may be required in accordance with the terms and conditions of the New Share Option Scheme.

23. CANCELLATION OF OPTIONS GRANTED

- 23.1 Any Option may be cancelled in whole or in part and at any time: (a) if agreed between the Company and the relevant Grantee; or (b) if the Board offers to grant to the Grantee replacement Options of equivalent value of the Options being cancelled; or (c) if the Company pays or procures to be paid to the Grantee an amount equal to the cash value of the Options being cancelled as at the date of cancellation as determined by the Board by reference to the difference between the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of the cancellation and the Exercise Price.
- 23.2 Where an Option granted to a Grantee is cancelled and a new grant is made to the same Grantee under the New Share Option Scheme, such new grant may only be made under the Scheme Mandate Limit (or the renewed Scheme Mandate Limit) and, if applicable, the Service Provider Sublimit (or the renewed Service Provider Sublimit) available at the time of such new grant. The Options cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit (or the renewed Scheme Mandate Limit) and the Service Provider Sublimit (or the renewed Service Provider Sublimit).

24. RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

The Board shall not make any Offer:

- (a) after inside information (as defined under the SFO) has come to its knowledge until (and including) the trading day after the Company has announced such inside information pursuant to the relevant requirements of the Applicable Laws; or
- (b) during the period commencing 30 days immediately before the earlier of:
 - (1) the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

- (2) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, or during any period of delay in publication of a results announcement; or

- (c) during any period of time which the Company is prohibited from any such Offer under the Listing Rules or other Applicable Laws; or
- (d) to an Eligible Participant who is a Director during the periods or times in which the Directors are prohibited from dealing in Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company, including the following periods or times:
- (1) at any time when a Director possesses inside information in relation to the Shares, or where clearance to deal is not otherwise conferred upon him under the Model Code;
- (2) when by virtue of a Director’s position as a director of another issuer, he possesses inside information in relation to the Shares;
- (3) on any day on which the Company’s financial results are published and: (i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (ii) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results, in each case unless the circumstances are exceptional, subject always to the rules of the Model Code.

The followings are the Amendments to the existing Articles of Association introduced by the New Articles of Association:

	Article	Proposed Amendment(s)
1.	Article 1	To be amended by replacing the reference to “Article 180(B)” with “Article 180”.
2.	Article 180	<p>To be amended as follows:-</p> <p>“(1) Any Notice or document (including any <u>“corporate communication”</u> and <u>“actionable corporate communication”</u> within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Shareholder shall be in writing, and/or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, <u>subject to compliance with the Listing Rules</u>, any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purposes;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appropriate Newspapers or other publication and where applicable, in accordance with the requirements of the stock exchange in the Relevant Territory;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 180(4)(A)(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p>

	Article	Proposed Amendment(s)
		<p>(f) by publishing it on the Company's website <u>and the website of the stock exchange in the Relevant Territory</u> to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of availability"); or</p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p> <p>(2) The notice of availability may be given to the shareholder by any of the means set out above other than by posting it on a website.</p> <p>(32) In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p>(43) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</p>

	Article	Proposed Amendment(s)
		<p>(54) Every shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.</p> <p>(65) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 175(Bb), 175(Cc) and 180 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.”</p>
3.	Article 182	<p>To be amended by:</p> <p>(a) revising Article 182(b) as follows:-</p> <p>“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, <u>document or publication placed on both the Company’s website or and the website of the stock exchange in the Relevant Territory, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules by the Company to a shareholder on the day following that on which a notice of availability is deemed served on the shareholder;”</u></p> <p>(b) deleting Article 182(c) in its entirety as follows and renumbering Articles 182(d) and 182(e) as Articles 182(c) and 182(d) respectively:</p> <p>“(c) if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;”</p>
4.	Article 186	<p>To be amended as follows:-</p> <p>“The signature to any notice or document to be given by the Company may be written, or printed <u>or in electronic form.</u>”</p>

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EGL Holdings Company Limited **東瀛遊控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6882)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of EGL Holdings Company Limited (the “**Company**”) will be held at 5/F, Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2023.
2. To re-elect the following persons as directors of the Company:
 - (a) To re-elect Ms. Yuen Ho Yee as an executive director of the Company.
 - (b) To re-elect Mr. Cheang Chuen Hon as an executive director of the Company.
 - (c) To re-elect Ms. Wong Lai Ming as an independent non-executive director of the Company.
3. To appoint Mr. Lo Kam Cheung Patrick as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company.
5. To re-appoint BDO Limited as the auditor of the Company and authorise the Board to fix their remuneration.

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6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(a) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares, including any sale and transfer of shares out of treasury that are held as treasury shares (which shall have the meaning ascribed to it under the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the **“Stock Exchange”**) coming into effect on 11 June 2024), in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements, options and other rights (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved, provided that the power to sell or transfer treasury shares may only be exercised on or after 11 June 2024;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and other rights which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

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- (iii) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to paragraphs (i) and (ii) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) 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 in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of (aa) 20 per cent of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company under the authority granted to the Directors as referred to in resolution numbered 6(b) below, and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:
- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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

(b) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) 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 (as hereinafter defined) to procure the Company to purchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company which are authorised to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;

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(iv) for the purpose of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(c) “**THAT** conditional upon the resolutions numbered 6(a) and 6(b) set out above being passed, the general mandate granted to the Directors pursuant to the ordinary resolution numbered 6(a) above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors (including any sale and transfer of shares out of treasury that are held as treasury shares) pursuant to and in accordance with such general mandate an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6(b) above, provided that such amount shall not exceed 10 per cent of the aggregate number of shares of the Company in issue (excluding treasury shares, if any) at the date of passing of the said resolutions.”

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7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

“THAT:

- (a) conditional upon the New Share Option Scheme (as hereinafter defined) becoming effective, the share option scheme adopted by ordinary resolution of the shareholders of the Company on 13 November 2014 (the “**Existing Share Option Scheme**”) be and is hereby terminated pursuant to paragraph 16 of the rules of the Existing Share Option Scheme upon the New Share Option Scheme coming into effect;
- (b) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the New Share Option Scheme of the Company (the “**New Share Option Scheme**”), the rules of which have been produced to the AGM and marked “A” and initialed by the chairman of the AGM for identification purpose, the rules of the New Share Option Scheme be and are hereby approved and adopted; and
- (c) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and to enter into all such arrangements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation to: (i) administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares; (ii) modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment; (iii) grant options to subscribe for Shares under the New Share Option Scheme and to allot and issue (or transfer out of treasury) from time to time such number of Shares as may be required to be issued (or transferred out of treasury) pursuant to the exercise of the options under the New Share Option Scheme and subject to the Listing Rules; (iv) make application at the appropriate time or times to the Listing Committee of the Stock Exchange and any other stock exchanges upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and (v) consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

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8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:
- (a) “**THAT**, conditional upon the resolution numbered 7 set out above being passed, the Scheme Mandate Limit (as defined in the rules of the New Share Option Scheme), being 10 per cent of the Shares in issue (excluding treasury Shares, if any) as at the date of passing of this resolution, be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”
 - (b) “**THAT**, conditional upon the resolution numbered 7 set out above being passed, the Service Provider Sublimit (as defined in the New Share Option Scheme), being 1 per cent of the Shares in issue (excluding treasury Shares, if any) as at the date of passing of this resolution, be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

SPECIAL RESOLUTION

9. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT**:

- (a) the proposed amendments to the existing articles of association of the Company (the “**Amendments**”), the details of which are set out in Appendix V to the circular of the Company dated 26 April 2024, be and are hereby approved;

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- (b) the third amended and restated articles of association of the Company incorporating and consolidating all the Amendments and all previous amendments to the articles of association of the Company approved by the Company in compliance with the applicable laws (the “**New Articles of Association**”), a copy of which has been produced to this meeting marked “B” and initialled by the Chairman of this meeting for the purpose of identification, be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company; and
- (c) any one of the Directors or the company secretary of the Company be and is hereby authorized to do all such acts and things necessary to effect and record the adoption of the New Articles of Association.”

On behalf of the Board
EGL Holdings Company Limited
Yuen Man Ying
Chairman and Executive Director

Hong Kong, 26 April 2024

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

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

15/F, EGL Tower
83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Notes:

- (i) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he/she/it is the holder of two or more shares of the Company, more proxies to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, at 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 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person if he/she (or in the case of a corporations, its duly authorised representative) is subsequently able to be present.

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- (iii) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorised to sign the same.
- (iv) In the case of joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Meeting, either personally or by proxy, the joint holder whose name stands first in the register of members of the Company will alone be entitled to vote in respect of such shares.
- (v) On a poll, every shareholder of the Company present at the Meeting shall be entitled to one vote for every fully paid-up share of which he/she/it is the holder. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so required or demanded.
- (vi) For the purposes of determining shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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 not later than 4:30 p.m. on Monday, 27 May 2024.
- (vii) In respect of the ordinary resolution numbered 6(a) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").
- (viii) In respect of ordinary resolution numbered 6(b) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix III to the accompanied circular dated 26 April 2024.
- (ix) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting, subject to the consent of the Meeting, will be adjourned. The Company will post an announcement on the Company's website (https://www.egltours.com/travel/pages/investor_relations/#eng) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned meeting.
- (x) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises six Executive Directors, namely Mr. Yuen Man Ying (Chairman), Mr. Huen Kwok Chuen, Mr. Leung Shing Chiu, Ms. Lee Po Fun, Ms. Yuen Ho Yee and Mr. Cheang Chuen Hon and three Independent Non-executive Directors, namely Mr. Chan Kim Fai, Mr. Tang Koon Hung Eric and Ms. Wong Lai Ming.