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

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Radiance Holdings (Group) Company Limited
金輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9993)

**(I) PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE SHARES;
(II) PROPOSED RE-ELECTION OF DIRECTORS;
(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the AGM of Radiance Holdings (Group) Company Limited to be held at Unit 6709, 67/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. is set out on pages 24 to 29 of this circular. A proxy form for use at the AGM is also enclosed and published on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.radiance.com.cn.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 11:00 a.m. on Wednesday, 29 May 2024) or the adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the AGM or at any adjournment thereof if they so wish.

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

29 April 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held at Unit 6709, 67/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 24 to 29 of this circular, or any adjournment thereof
“Articles of Association”	the memorandum and articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Radiance Holdings (Group) Company Limited (金輝控股(集團)有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Articles of Association”	the existing second amended and restated memorandum and articles of association of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time
“New Articles of Association”	the third amended and restated memorandum and articles of association of the Company to be adopted by the Company upon the approval of the Shareholders at the Annual General Meeting
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus of the Company dated 16 October 2020 being issued in connection with the listing of the Shares on the Main Board of the Stock Exchange on 29 October 2020
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shares(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares with a total number of Shares of not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers contained in the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	percent

LETTER FROM THE BOARD



Radiance Holdings (Group) Company Limited
金輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9993)

Executive Directors:

LAM Ting Keung (*Chairman*)

LAM Yu

HUANG Junquan

XU Xiaodong

Independent Non-executive Directors:

ZHANG Huaqiao

TSE Yat Hong

CHUNG Chong Sun

Registered Office:

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal Place of Business and

Headquarters in the PRC:

42/F, Radiance Plaza

Qiyang Road, Wangjing

Chaoyang District, Beijing

PRC

Principal Place of Business

in Hong Kong:

Unit 6709, 67/F

The Center, 99 Queen's Road Central

Central, Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE SHARES;
(II) PROPOSED RE-ELECTION OF DIRECTORS;
(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting to be convened and held on Friday, 31 May 2024. A notice convening the Annual General Meeting is set out on pages 24 to 29 of this circular.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 18 May 2023, a general unconditional mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, with a total number of Shares of not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 24 to 29 of this circular.

Assuming no further Shares are issued or bought back prior to the Annual General Meeting and based on the issued share capital of the Company of 4,045,227,000 Shares as at the Latest Practicable Date and the Company has no treasury shares, the Directors would be allowed to buy back a maximum of 404,522,700 Shares under the Share Buy-back Mandate. The Share Buy-back Mandate will expire upon whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Directors have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required to be sent to the Shareholders pursuant to the Listing Rules containing requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In addition, at the annual general meeting of the Company held on 18 May 2023, a general unconditional mandate was also granted to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules). Such mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 24 to 29 of this circular. An ordinary resolution to extend the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

Assuming no further Shares are issued or bought back prior to the Annual General Meeting and based on the issued share capital of the Company of 4,045,227,000 Shares as at the Latest Practicable Date and the Company does not have any treasury shares, and, the Directors would be allowed to allot and issue new Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) involving a maximum of 809,045,400 Shares under the Issue Mandate. The Issue Mandate will expire upon whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Directors have no immediate plan to allot and issue any additional Shares pursuant to the Issue Mandate.

4. PROPOSED RE-ELECTION OF DIRECTORS

The Board currently comprises seven Directors, of which four are executive Directors, namely Mr. Lam Ting Keung, Mr. Lam Yu, Mr. Huang Junquan and Mr. Xu Xiaodong; and three are independent non-executive Directors, namely Mr. Zhang Huaqiao, Mr. Tse Yat Hong and Mr. Chung Chong Sun.

In accordance with Article 16.17 of the Articles of Association, Mr. Huang Junquan, Mr. Xu Xiaodong and Mr. Chung Chong Sun, shall retire by rotation. All of them, being eligible, have offered themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

The Board has received from Mr. Chung Chong Sun a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers Mr. Chung Chong Sun to be independent under the Listing Rules.

The Board considers that the aforesaid Directors, subject to re-election at the Annual General Meeting, will continue to contribute to the Board with their understanding of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Board. The Board also believes that the valuable knowledge and experience of the Directors in the businesses of the Group and their general business acumen will continue to generate significant contribution to the Company and the Shareholders as a whole.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination policy, and the independence of the independent non-executive Directors. The Nomination Committee is of the view that each of the retiring Directors has provided valuable contributions and objective and balanced views to the Board in relation to the Company's affairs and, having considered the depth and breadth of professional experiences, skills and knowledge of each of them, is satisfied that each of them will continue to bring valuable experience in corporate governance to the Board and contribute to the diversity of the Board.

In particular, the Nomination Committee has taken into account Mr. Chung Chong Sun's contribution to the Board, his commitment to his role, as well as the perspective, skills and experience that he can bring to the Board, including his extensive corporate financing and accounting experiences.

The Nomination Committee and the Board also consider that Mr. Chung Chong Sun has the required character and integrity to act as an independent non-executive Director, and possesses broad and extensive experience and professional knowledge to bring objective and independent judgement to the Board.

Accordingly, the Nomination Committee has nominated, and the Board has recommended, the re-election of all the aforesaid Directors who, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 28 March 2024. The Board proposed to put forward to the Shareholders for approval at the 2024 AGM a special resolution to amend the Existing Articles of Association and to adopt the New Articles of Association in substitution for, and to the exclusion of, the Existing Articles of Association. The proposed amendments to the Existing Articles of Association (the “**Proposed Amendments**”) are for the purposes of, among others, (i) reflecting and aligning with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and (ii) making certain minor housekeeping amendments and other consequential changes to the Existing Articles of Association. In light of the number of amendments proposed to be made to the Existing Articles of Association, the Board proposed to put forward to the Shareholders the adoption of the New Articles of Association with the Proposed Amendments in substitution for, and to the exclusion of, the Existing Articles of Association. The Proposed Amendments are set out in Appendix III to this circular. The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

The New Articles of Association are prepared and written in English. As such, any Chinese translation shall be for reference only. In the event of any inconsistency, the English version shall prevail. After the Proposed Amendments and the adoption of the New Articles of Association come into effect, the full text of the New Articles of Association will be published on the websites of the Stock Exchange and the Company.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 24 to 29 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A proxy form for use at the Annual General Meeting is enclosed with this circular and is also published on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.radiance.com.cn. To be valid, the proxy form must be 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 certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 29 May 2024) or the adjourned meeting (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting or at any adjournment thereof if you so wish.

7. RECOMMENDATION

The Directors consider that the proposed granting of the Share Buy-back Mandate and the Issue Mandate, and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

Radiance Holdings (Group) Company Limited

Lam Ting Keung

Chairman

This appendix serves an explanatory statement required to be sent to the Shareholders pursuant to the Listing Rules containing requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,045,227,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back or cancelled following the Latest Practicable Date and up to the date of the Annual General Meeting, exercise in full of the Share Buy-back Mandate could accordingly result in up to 404,522,700 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting, being bought back by the Company during the period from the passing of the Share Buy-back Mandate at the Annual General Meeting up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the passing of an ordinary resolution by Shareholders in a general meeting of the Company revoking or varying the Share Buy-back Mandate, whichever occurs first.

2. REASONS FOR SHARE BUY-BACKS

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole and would provide the Directors with flexibility to buy back Shares if and when appropriate. When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands, Share buy-backs will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such buy-backs in accordance with its Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACKS

There might be a material adverse effect on the working capital or gearing position of the Group, as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023, in the event that the Share Buy-back Mandate is exercised in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or its gearing levels.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy-back of its own shares by a company is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back may (i) be treated by the Company as cancelled; or (ii) be held by the Company as treasury shares, and in each case the aggregate amount of authorised share capital would not be reduced.

5. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

The Directors confirmed that neither this explanatory statement nor the proposed share repurchase has any unusual features.

6. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, 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. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, Glowing Shine Limited was interested in 3,400,000,000 Shares, representing approximately 84.05% of the issued share capital of the Company. Glowing Shine Limited is wholly owned by Radiance Group Holdings Limited, which in turn is owned as to 64.97% by Mr. Lam Ting Keung, the chairman of the Company and an executive Director, and 35.03% by Ms. Lam Fung Ying, the spouse of Mr. Lam Ting Keung. By virtue of the SFO, each of Mr. Lam Ting Keung, Ms. Lam Fung Ying and Radiance Group Holdings Limited is deemed to be interested in the Shares held by Glowing Shine Limited.

In the event that the Directors exercise the proposed Share Buy-back Mandate in full, and assuming that (i) there is no change in the number of the issued Shares after the Latest Practicable Date; (ii) the total number of issued Shares held by Mr. Lam Ting Keung and Ms. Lam Fung Ying remains unchanged; and (iii) the Company does not have any treasury shares, the aggregate shareholding of Mr. Lam Ting Keung and Ms. Lam Fung Ying, through Radiance Group Holdings Limited and Glowing Shine Limited, would be increased to approximately 93.39% of the issued share capital of the Company.

To the best knowledge of the Directors, such increase in shareholding of Mr. Lam Ting Keung and Ms. Lam Fung Ying would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Share Buy-back Mandate.

As disclosed in the Prospectus and the announcement of the Company dated 20 November 2020, the Stock Exchange has granted the Company a waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules, pursuant to which the minimum percentage of the Shares from time to time held by the public shall be 15.95% of the total issued share capital of the Company (excluding treasury shares) after the exercise of the Over-allotment Option (as defined in the Prospectus). The Directors do not intend to exercise the Share Buy-back Mandate to such extent as would result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage as approved by the Stock Exchange.

7. BUY-BACKS OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company did not buy back any of the Shares (whether on the Stock Exchange or otherwise).

8. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	4.62	4.01
May	4.10	3.43
June	4.12	3.42
July	5.16	3.65
August	4.39	3.58
September	4.27	2.85
October	3.50	2.89
November	3.68	3.04
December	3.84	3.41
2024		
January	3.90	2.65
February	4.20	2.12
March	2.50	1.68
April (up to and including the Latest Practicable Date)	2.52	1.95

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors proposed to be re-elected at the Annual General Meeting.

Mr. Huang Junquan (黃俊泉), aged 51, was appointed as our Director on 17 October 2019 and was redesignated as our executive Director on 16 March 2020. Mr. Huang joined our Group in January 2009 as the vice president and director of Radiance Group, and was responsible for the Group's architectural design, project operations, brand marketing and cost control of our Group. He was redesignated as the General Manager of our Fujian company and is primarily responsible for the operation and management of our Fujian company in August 2023.

From September 1995 to December 2005, Mr. Huang served in Xiamen Zhongjian Northeast Architectural Design & Research Institute Co., Ltd. (廈門中建東北設計院有限公司) with his last position as the director in a branch office, where he was primarily responsible for the design management of the Fuzhou branch. From January 2006 to December 2008, he served as a director in the Fuzhou branch of Beijing Zhonghuajian Planning and Design Institute Co., Ltd. (北京中華建規劃設計研究院有限公司福建分公司), where he was primarily responsible for the design business and overall operation of such company.

Mr. Huang obtained a bachelor's degree in architecture from Tianjin University (天津大學) in the PRC in July 1995. He obtained qualifications for Class 1 Registered Architect (一級註冊建築師) granted by MOHURD, Ministry of Human Resource and Social Security of the People's Republic of China (中華人民共和國人力資源和社會保障部) formerly known as Ministry of Personnel of the People's Republic of China (中華人民共和國人事部) and Fujian Provincial Department of Human Resource and Social Security in April 2001. He obtained the qualification of Senior Architect (高級建築師) granted by 中國建築東北設計研究院 (China Construction Northeast Architectural Design & Research Institute) in September 2002. He is the vice president of Fuzhou Real Estate Association (福州房地產業協會).

Save as disclosed above, Mr. Huang (i) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years; (ii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Huang has entered into a service contract with the Company for a fixed term of three years starting from 29 October 2023 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Huang will not receive any remuneration pursuant to the service contract. Mr. Huang is entitled to receive a discretionary bonus to be determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions.

Save for the information disclosed above, Mr. Huang confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters in relation to his standing for re-election as Director that need to be brought to the attention of the Shareholders.

Mr. Xu Xiaodong (徐小冬), aged 41, was appointed as our executive Director on 25 March 2022. Mr. Xu joined the Group in December 2016 and was promoted as assistant executive president of the Group in November 2020. In September 2021, Mr. Xu was appointed and is currently serving as a director of Radiance Group, an indirect non-wholly owned subsidiary of the Company. Mr. Xu is primarily responsible for the financial and treasury management of the Group.

Mr. Xu has over 17 years of experience in financial management, treasury management, capital market financing, risk management and internal control management. Prior to joining the Group, Mr. Xu worked at Deloitte Touche Tohmatsu Certified Public Accountants LLP, Deloitte & Touche LLP (Singapore), China Resources Land Limited, the shares of which are listed on the Stock Exchange (stock code: 1109), Sincere Holding Group Co., Ltd., Hopson Development Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 754). Mr. Xu is a non-practicing member of the Chinese Institute of Certified Public Accountants (CICPA), a fellow member of the Chartered Institute of Management Accountants (CIMA) and a member of China Certified Tax Agents Association (CCTAA). Mr. Xu is also a qualified practitioner under the Securities Association of China (SAC) and Asset Management Association of China (AMAC).

Mr. Xu holds a bachelor's degree in science and management from Nanjing University, a master's degree in professional accounting and a master's degree in economics from Peking University and an MBA degree from Tsinghua University. He is currently pursuing a doctorate degree at Emlyon business school.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Xu (i) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years; (ii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Xu has entered into a service contract with the Company for a fixed term of three years starting from 25 March 2022 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Xu will not receive any remuneration pursuant to the service contract. Mr. Xu is entitled to receive a discretionary bonus to be determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions.

Save for the information disclosed above, Mr. Xu confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters in relation to his standing for re-election as Director that need to be brought to the attention of the Shareholders.

Mr. Chung Chong Sun (鍾創新), aged 48, was appointed as our independent non-executive Director on October 5, 2020. Mr. Chung is primarily responsible for providing independent advice on the operations and management of our Group.

From July 1997 to May 2000, Mr. Chung worked as an associate of the investment bank department in Standard Chartered Bank (Hong Kong) as his last position, where he was primarily responsible for the projects of initial public offering, corporate finance and financial advice. From May 2000 to July 2001, Mr. Chung worked as a senior executive in Deloitte & Touche Corporate Finance Limited, where he was primarily responsible for the projects of initial public offering, corporate finance and financial advice. From August 2001 to August 2003, Mr. Chung worked as an associate director of merger and acquisition department in Cooperative Rabobank U.A. Hong Kong Branch, a Dutch multinational banking and financial services company. From August 2003 to December 2005, Mr. Chung worked as an investor support officer in InvestHK of the government of Hong Kong. From December 2005 to September 2018, Mr. Chung worked as senior vice president of Issuer Services, Market Development Department in Hong Kong Exchanges and Clearing Limited. From September 2018 to July 2019, Mr. Chung worked as a chief financial officer in Xiaoi Robot Technology (H.K.) Limited, where he was primarily responsible for financial functions, risk management, fund raising, capital market operation and investor relations. He has been the director of Resourceful Minds Limited (滙路有限公司) since September 2019, a consulting company, where he has been primarily responsible for the development strategies and daily operation of such company.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Chung is currently an independent non-executive director of Strawbear Entertainment Group (稻草熊娛樂集團), the shares of which are listed on the Stock Exchange (stock code: 2125) and an independent non-executive director of Zhong An Intelligent Living Service Limited (眾安智慧生活服務有限公司), the shares of which are listed on the Stock Exchange (stock code: 2271).

Mr. Chung obtained a bachelor's degree in business administration from the Chinese University of Hong Kong in Hong Kong in May 1997. He is also a CPA of American Institute of Certified Public Accountants, a CPA of Washington State Board of Accountancy and a CFA of CFA Institute. Mr. Chung has been appointed as a member of the Advisory committee of IT Innovation Lab in Secondary School Initiative of Hong Kong secondary schools by the government of Hong Kong since September 2020.

Save as disclosed above, Mr. Chung (i) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years; (ii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Chung has entered into a letter of appointment with the Company for a fixed term of three years starting from 29 October 2023, and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Chung is entitled to receive a director's fee of HK\$300,000 per annum, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Director and performance of the Group.

Save for the information disclosed above, Mr. Chung confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters in relation to his standing for re-election as Director that need to be brought to the attention of the Shareholders.

The following are the Proposed Amendments to the Existing Articles of Association brought about by the adoption of the New Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing Articles of Association. If the serial numbering of the clauses of the Existing Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Existing Articles as so amended shall be changed accordingly, including cross references.

Heading of the
Memorandum
and Articles of
Association

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

~~SECOND~~ THIRD AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Radiance Holdings (Group) Company Limited
金輝控股(集團)有限公司

(adopted by special resolution passed on ~~18 May 2023~~[•] 2024)

THE MEMORANDUM AND ASSOCIATION

Heading

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

~~SECOND~~ THIRD AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF

Radiance Holdings (Group) Company Limited
金輝控股(集團)有限公司

(adopted by special resolution passed on ~~18 May 2023~~[•] 2024)

Memorandum
No. 7

Capitalised terms that are not defined in this ~~Second~~ Third Amended and Restated Memorandum of Association bear the respective meanings given to them in the ~~Second~~ Third Amended and Restated Articles of Association of the Company.

THE ARTICLES OF ASSOCIATION

Heading

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

~~SECOND~~ THIRD AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF

Radiance Holdings (Group) Company Limited
金輝控股(集團)有限公司

(adopted by special resolution passed on ~~18 May 2023~~^[•] 2024)

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Article No. 2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:	
	<u>“Corporate Communication”</u>	<u>has the same meaning as in the Listing Rules.</u>

- 3.7 Subject to the Companies Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that (a) the manner of purchase has first been authorised by an ordinary resolution, and (b) any such purchase shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise ~~acquired rateably or in any other manner as between the holders of shares or warrants of~~ of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

- 4.8 The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article and the Listing Rules.
- 6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as ~~herein~~ provided in Article 30.1.
- ~~6.5 In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.~~

30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules, may be served by the Company and any notices may be served by the Board on any member ~~either personally or by~~ in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

- (a) personally by leaving it at the registered address of such member as appearing in the register;
- (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);
- (c) ~~by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;~~
- (d) by placing it on the Company’s Website and the Exchange’s website; or
- (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

30.4 ~~A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

30.4 Any notice or document, including any Corporate Communication:

- (a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;

- (d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and
- (e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

~~30.5 Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.~~

~~30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~

~~30.7 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).~~

~~30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~

NOTICE OF ANNUAL GENERAL MEETING



Radiance Holdings (Group) Company Limited **金輝控股(集團)有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9993)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting (the “**Annual General Meeting**”) of Radiance Holdings (Group) Company Limited (the “**Company**”) will be convened and held at Unit 6709, 67/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31 December 2023.
2.
 - (A) To re-elect Mr. Huang Junquan as an executive Director.
 - (B) To re-elect Mr. Xu Xiaodong as an executive Director.
 - (C) To re-elect Mr. Chung Chong Sun as an independent non-executive Director.
 - (D) To authorize the Board to fix the Directors’ remuneration.
3. To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. **“THAT:**
- (a) subject to item 4(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations;
 - (b) the total number of shares of the Company to be bought back pursuant to the mandate in item 4(a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in item 4(a) above as a percentage of the total number of issued shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (c) for the purpose of this resolution:

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

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**

- (a) subject to item 5(c) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the Company and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)), and to make or grant offers, agreements, options and rights which might require the exercise of such powers;
- (b) the mandate in item 5(a) above shall authorize the Directors to make or grant offers, agreements, options and rights during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted together with the treasury shares of the Company resold by the Directors pursuant to the mandate in item 5(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme 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,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued together with the treasury shares which may be resold (if permitted under the Listing Rules) under the mandate in item 5(a) above as a percentage of the total number of issued shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Right Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. “**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued together with the treasury shares which may be resold (if permitted by the Listing Rules) by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution as a special resolution:

7. **“THAT**
- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing second amended and restated memorandum and articles of association of the Company as set out in Appendix III to the circular of the Company dated 29 April 2024 (the **“Circular”**) be and are hereby approved and THAT the third amended and restated memorandum and articles of association of the Company, a copy of which has been produced to the meeting and marked **“A”** and initialled by the Chairman of the meeting, which consolidates all the Proposed Amendments mentioned in the Circular, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company in force immediately before the passing of this special resolution; and
 - (b) the Directors be and are hereby authorised to do all such acts, deeds, matters and things and to sign and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By Order of the Board
Radiance Holdings (Group) Company Limited
Lam Ting Keung
Chairman

Hong Kong, 29 April 2024

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Stock Exchange’s website at www.hkexnews.hk and on the Company’s website at www.radiance.com.cn.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution as a special resolution:

7. **“THAT**
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 - (b) the Directors be and are hereby authorised to do all such acts, deeds, matters and things and to sign and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By Order of the Board
Radiance Holdings (Group) Company Limited
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2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, 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 Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 29 May 2024) or the adjourned meeting (as the case may be). Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or at any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 27 May 2024.
5. A circular containing further details concerning the resolutions set out in this notice will be sent to all shareholders of the Company together with the annual report of the Company for the year ended 31 December 2023.
6. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal or extreme conditions caused by super typhoons is in force at or at any time after 7:00 a.m. on the date of the Annual General Meeting, subject to consent of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.radiance.com.cn. to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. As at the date of this notice, the Board comprises four executive Directors, namely, Mr. Lam Ting Keung, Mr. Lam Yu, Mr. Huang Junquan and Mr. Xu Xiaodong and three independent non-executive Directors, namely, Mr. Zhang Huaqiao, Mr. Tse Yat Hong and Mr. Chung Chong Sun.