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

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COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

PROPOSALS FOR

**(1) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES AND EXTENSION OF ISSUANCE MANDATE;**

(2) RE-ELECTION OF RETIRING DIRECTORS;

(3) DECLARATION OF FINAL DIVIDEND;

**(4) CONDITIONAL GRANT OF SHARE AWARDS TO
EXECUTIVE DIRECTORS;**

AND

(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Computime Group Limited to be held at Conference Hall 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 5 September 2024 at 9:30 a.m. is set out on pages 25 to 29 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.computime.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company 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 annual general meeting (i.e. not later than 9:30 a.m. on Tuesday, 3 September 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

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

* For identification purposes only

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DEFINITIONS

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

“2023 Share Award Plan”	the share award plan which is adopted by the Company on 7 September 2023;
“2023 Share Option Scheme”	the share option scheme which is adopted by the Company on 7 September 2023;
“2023 Share Schemes”	the 2023 Share Option Scheme and the 2023 Share Award Plan;
“Annual General Meeting/AGM”	an annual general meeting of the Company to be held at Conference Hall 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 5 September 2024 at 9:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 25 to 29 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Award”	a provisional award of the Awarded Shares made in accordance with the 2023 Share Award Plan;
“Awarded Shares(s)”	the Share(s) provisionally awarded to a Selected Participant pursuant to an Award;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Company”	Computime Group 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;
“Conditional Grant”	the conditional grant of 5,100,000 Awarded Shares to Mr. AUYANG Pak Hong Bernard, chairman of the Board, Executive Director and chief executive officer of the Company, and 3,200,000 Awarded Shares to Mr. WONG Wah Shun, Executive Director pursuant to the 2023 Share Award Plan;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2;
“Director(s)”	the director(s) of the Company;

DEFINITIONS

“Eligible Participant(s)”	means any person belonging to the following classes of participants: (a) Employee Participant; and (b) Related Entity Participant;
“Employee Participant(s)”	any director, executives, senior management and employee of the Company or the Group;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Shareholders”	any Shareholder who is not required to abstain from voting at the AGM, if necessary, and is required to vote at the AGM to approve the Conditional Grant;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	2 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum and Articles of Association”	the existing memorandum and articles of association of the Company;
“Nomination Committee”	The nomination committee of the Company;
“Related Entity”	the holding companies, fellow subsidiaries or associated companies of the Company;
“Related Entity Participant(s)”	directors and employees of the Related Entity;
“Remuneration Committee”	the remuneration committee of the Company;
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all options and awards to be granted under the 2023 Share Schemes and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the 2023 Share Schemes;
“Selected Participant(s)”	any Eligible Participant for whom Shares have been provisionally set aside pursuant to an Award;

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“SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	share(s) of HK\$0.1 each in the 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 share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended from time to time;
“Trustee”	Tricor Trust (Hong Kong) Limited, the trustee appointed by the Company for the administration of the 2023 Share Award Plan, an independent third party of the Company;
“Vesting Date”	in relation to any Selected Participants, the date on which the legal and beneficial ownership of the Awarded Shares are vested in such Selected Participants;
“%”	per cent.



COMPUTIME GROUP LIMITED
金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 320)

Executive Directors:

Mr. AUYANG Pak Hong Bernard
(Chairman and Chief Executive Officer)
Mr. WONG Wah Shun

Non-executive Directors:

Mr. KAM Chi Chiu, Anthony
Mr. WONG Chun Kong

Independent Non-executive Directors:

Mr. HO Pak Chuen Patrick
Mr. Roy KUAN
Ms. LEE Shang Yuee Christabel
Ms. MAY Man Yee Mariana

Registered Office:

190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

*Principal Place of Business in
Hong Kong:*

6/F, Building 20E, Phase 3
Hong Kong Science Park
20 Science Park East Avenue
Shatin, New Territories
Hong Kong

8 July 2024

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES AND EXTENSION OF ISSUANCE MANDATE;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND;
(4) CONDITIONAL GRANT OF SHARE AWARDS TO
EXECUTIVE DIRECTORS; AND
(5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Buyback Mandate

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to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company under the Buyback Mandate; (iv) the re-election of the retiring Directors; (v) the proposed declaration of final dividend; and (vi) the Conditional Grant of the share awards to Executive Directors.

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES AND EXTENSION OF THE ISSUANCE MANDATE

At the annual general meeting of the Company held on 7 September 2023, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates, to the extent not used by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 84,254,000 Shares on the basis that the existing issued share capital of the Company of 842,540,000 Shares remains unchanged as at the date of the Annual General Meeting) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 168,508,000 Shares on the basis that the existing issued share capital of the Company of 842,540,000 Shares remains unchanged as at the date of the Annual General Meeting) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 9 and 10 of the notice of the Annual General Meeting as set out on pages 25 to 29 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 86(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

Pursuant to Article 87 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

According to the above provisions, Mr. KAM Chi Chiu, Anthony, Mr. WONG Chun Kong, Mr. Roy KUAN, Ms. LEE Shang Yuee Christabel and Ms. MAY Man Yee Mariana shall retire from office by rotation at the Annual General Meeting. All of the above five retiring Directors are eligible for re-election at the Annual General Meeting. Mr. Roy KUAN has indicated that he will not offer himself for re-election and will therefore retire at the Annual General Meeting. Mr. KAM Chi Chiu, Anthony, Mr. WONG Chun Kong, Ms. LEE Shang Yuee Christabel and Ms. MAY Man Yee Mariana have indicated that they will offer themselves for re-election at the Annual General Meeting.

Nomination Committee has nominated Mr. KAM Chi Chiu, Anthony, Mr. WONG Chun Kong, Ms. LEE Shang Yuee Christabel and Ms. MAY Man Yee Mariana to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. The nomination was made in accordance with the nomination policy of the Company and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company (the “**Board Diversity Policy**”).

The Nomination Committee also took into account the extensive knowledge and business experience of the retiring Directors, the profile of which are set out in Appendix II to this circular, and their contributions to the Board. The Board accepted the nomination from the Nomination Committee and recommended Mr. KAM Chi Chiu, Anthony, Mr. WONG Chun Kong, Ms. LEE Shang Yuee Christabel and Ms. MAY Man Yee Mariana to stand for re-election by Shareholders at the Annual General Meeting. The Board considers that the re-election of Mr. KAM Chi Chiu, Anthony, Mr. WONG Chun Kong, Ms. LEE Shang Yuee Christabel and Ms. MAY Man Yee Mariana as Director is in the interests of the Company and the Shareholders as a whole.

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Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. KAM Chi Chiu, Anthony, Mr. WONG Chun Kong, Ms. LEE Shang Yuee Christabel and Ms. MAY Man Yee Mariana are set out in Appendix II to this circular.

4. PROPOSED DECLARATION OF FINAL DIVIDEND

Proposed Final Dividend

As disclosed in the announcement of the Company dated 27 June 2024, the Board recommends the payment of a final dividend of HK\$0.05 per Share for the year ended 31 March 2024. Subject to the approval by the Shareholders at the Annual General Meeting, the final dividend will be paid on or about Friday, 25 October 2024 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 9 October 2024.

Closure of Register of Members for Payment of Final Dividend

For the purpose of determining the entitlement of the Shareholders to receive the proposed final dividend, the register of members of the Company will be closed from Monday, 7 October 2024 to Wednesday, 9 October 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar of the Company 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 Friday, 4 October 2024.

5. CONDITIONAL GRANT OF THE SHARE AWARDS TO EXECUTIVE DIRECTORS

Reference is made to the Company's announcement dated 26 April 2024 in relation to the proposed grant of 5,100,000 and 3,200,000 Awarded Shares under the 2023 Share Award Plan to Mr. AU YANG Pak Hong Bernard, chairman of the Board, Executive Director and chief executive officer of the Company and Mr. WONG Wah Shun, Executive Director, respectively. The Conditional Grant is subject to the approval by the Independent Shareholders at the Annual General Meeting.

LETTER FROM THE BOARD

Details of the key terms of the 2023 Share Schemes are set out in the circular of the Company dated 25 July 2023. The key terms of the Conditional Grant are set out below:

Date of grant 26 April 2024

Grantees Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun

Number of Awarded Shares granted	Name of Director	Title	Number of Awarded Shares	Approximate percentage of the total issued Shares as at the Latest Practicable Date
	Mr. AUYANG Pak Hong Bernard	Chairman of the Board, Executive Director and chief executive officer	5,100,000	0.61%
	Mr. WONG Wah Shun	Executive Director	3,200,000	0.38%

The above Selected Participants have made significant contribution to or performed well in the Group.

Purchase price of Awarded Shares granted Nil

Closing price of the Awarded Shares on the grant date HK\$0.37 per Share

LETTER FROM THE BOARD

Vesting period of Awarded Shares

In accordance with the terms of the 2023 Share Award Plan and subject to the achievement of the performance targets, the vesting period of the Awarded Shares under the Conditional Grant is as follows:

The number of Awarded Shares grant to Mr. AUYANG Pak Hong Bernard will be 5,100,000 with three vesting periods:

Approximate % of the Awarded Shares granted	Date of vesting
33.33% (1,700,000 Awarded Shares)	12 months from the date of grant (i.e. 26 April 2025)
33.33% (1,700,000 Awarded Shares)	24 months from the date of grant (i.e. 26 April 2026)
33.33% (1,700,000 Awarded Shares)	36 months from the date of grant (i.e. 26 April 2027)

The number of Awarded Shares grant to Mr. WONG Wah Shun will be 3,200,000 with three vesting periods:

Approximate % of the Awarded Shares granted	Date of vesting
34.4% (1,100,000 Awarded Shares)	12 months from the date of grant (i.e. 26 April 2025)
34.4% (1,100,000 Awarded Shares)	24 months from the date of grant (i.e. 26 April 2026)
31.2% (1,000,000 Awarded Shares)	36 months from the date of grant (i.e. 26 April 2027)

Other than granting Awarded Shares to Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun, no Awarded Shares are granted to other Directors or senior management of the Company.

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Performance targets

The vesting of the Awards is subject to the fulfilment of certain performance targets and other requirements as set out in the grant notice to be entered into between the Company and each grantee. The performance targets shall include: financial targets such as net profit after tax for the year of the Group and management targets (such as stakeholder engagement, productivity, client satisfaction etc.) which shall be determined based on the (i) individual performance; (ii) performance of the Group and/or (iii) performance of business groups, business units, business lines, functional departments, projects and/or geographical area managed by the grantees.

The performance targets of the Conditional Grant of Awarded Shares include:

- (a) Operational performance targets: promote operational efficiency of the Company, strengthen the standard of corporate governance and maintain a healthy corporate culture, so as to improve the overall operational capacity and efficiency of the Company; and
- (b) Financial performance targets: the cash flow and profits of the Company for 2023 and first half of 2024 (unaudited).

If Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun achieve the abovementioned operational performance targets and financial performance targets in the vesting periods, the Awarded Shares will be vested to them.

The purpose of the Conditional Grant is to motivate and retain the Selected Participants by allowing them to share the results achieved by the Group as a result of their efforts and contributions.

LETTER FROM THE BOARD

Having considered that: (a) the grantees' experiences in the Group's business, contribution and dedication to the promotion of the Group's business and (b) they as the executive Directors directly and significantly contribute to the overall business performance, sustainable development and/or healthy corporate governance of the Group, the Remuneration Committee considers that the Conditional Grant to both Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun will align the long-term interests of the grantees with those of the Company and the Shareholders, motivate them to commit themselves to the Company's continued competitiveness, operating results and growth in the future and reinforce their commitment to the long-term service of the Company, and is therefore consistent with the objectives of the 2023 Share Award Plan.

Clawback mechanism for Awarded Shares

Subject to the rules under the 2023 Share Award Plan, any Award made to the Selected Participants shall automatically lapse prior to or on the Vesting Date which shall include, without limitation, where such person has been guilty of misconduct, or has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, or has been convicted any criminal offence involving his integrity or honesty, or the Selected Participant having done something which brings the Group into disrepute or cause damages to the Group (including, among others, causing material misstatement of the financial statements of the Company).

Financial assistance

The Group has not provided any financial assistance to the Selected Participants to facilitate the purchase of the Awarded Shares.

Pursuant to Rule 17.04(1) of the Listing Rules, the grant of Awards by the Company to a Director, chief executive or substantial Shareholder or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Directors who are the grantees of the Awards). On 26 April 2024, the independent non-executive Directors approved the Conditional Grant to Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun.

The Awarded Shares shall be subject to all the provisions of the Articles of Association and will rank pari passu with the fully paid Shares in issue on the date when such Awarded Shares are vested in the Selected Participant and accordingly will entitle the holders to all voting rights, transfer and other rights including those arising on liquidation and to participate in all dividends or other distributions paid or made on or after such Vesting Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the Vesting Date.

LETTER FROM THE BOARD

Conditions precedent

The proposed Conditional Grant shall be conditional upon the Independent Shareholders having passed all necessary resolution(s) at the Annual General Meeting approving the Conditional Grant.

Reasons for the Conditional Grant

The Company is an investment holding company. The Group is principally engaged in the research and development, design, manufacture and trading of electronic control products.

The reason for the grant of Awards is generally to (1) recognise and reward the contribution of certain Eligible Participants to the growth and development of the Group and to give incentives thereto in order to retain them for the continuous operation and development of the Group; and (2) attract suitable personnel for further development of the Group.

The Board believes that both Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun have made significant contributions to the Group. They are principally responsible for overseeing the overall management, business operation and development of the Group. Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun have leveraged their expertise in the industry and business management to strategically lead the Company in expanding the global business footprint. In particular, under their leadership, the Group was able to withstand recent challenges brought by the macroeconomic slowdown and COVID-19 pandemic. The Group has experienced steady growth from 2020 to 2022. The net profit for the year increased from approximately HK\$11.0 million in 2020 to approximately HK\$81.4 million in 2021 and further increased to approximately HK\$83.7 million in 2022. In addition, in respect of the Conditional Grant, the factors to be taken into consideration also include the contributions of both Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun throughout the past financial year, including capturing more market shares in European Union and North America and introducing new product categories, including energy management products like electric vehicle chargers and home battery storage solutions, artificial-intelligence-driven climate control systems, Matter-compatible thermostats and the ultra-quiet thermostatic radiator valves. Therefore, the Board considers that it is important to provide incentive awards to both Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun for their contribution to the continuous operation and development of the Group, and to further align the interests of the Group with theirs, thereby enhancing the value of the Shareholders.

The purpose of granting Awards by the Company to Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun is to recognise their outstanding performance in the Company and to provide incentives to retain them for the continuous operation and development of the Group. The Group has considered other alternatives to incentivize both Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun, including discretionary bonus and awarded cash, however, both of which only provide short-term incentives. In order to better align the Company's long-term strategy with the best interests of its Shareholders, the Awards granted are designed with a reasonable vesting period to incentivize the grantee to stay with the Company, which are consistent with the Company's long-term strategy and the interests of the Shareholders of the Company, and are intended to motivate them to continue to play an important role in the Company's financial operations and to contribute more to the Company's sustainable development, and is therefore consistent with the objectives of the 2023 Share Award Plan. In determining the number of the Awarded Shares granted to the grantees, the Board considered

LETTER FROM THE BOARD

factors such as time commitment, duties and responsibilities, past experiences, the contributions and expected future contributions of each of Mr. AU YANG Pak Hong Bernard and Mr. WONG Wah Shun. Given the important roles played by Mr. AU YANG Pak Hong Bernard and Mr. WONG Wah Shun in the Group, the Board believes that the Group will be able to grasp further potential business opportunities by leveraging their experience, business networks and management skills, which will be of critical importance to the future development of the Group.

The Board (save and except Mr. AU YANG Pak Hong Bernard and Mr. WONG Wah Shun) is of the view that the grant of Awarded Shares to both Mr. AU YANG Pak Hong Bernard and Mr. WONG Wah Shun which forms part of their respective remuneration package can serve to incentivize them to further contribute to the long-term development of the Group and align their interests with that of the Company and the Shareholders as a whole. Therefore, the Board (save and except Mr. AU YANG Pak Hong Bernard and Mr. WONG Wah Shun) considered that the terms and conditions of the Conditional Grant as well as the grant of Awarded Shares to both Mr. AU YANG Pak Hong Bernard and Mr. WONG Wah Shun are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

Effect on Shareholding Structure of the Company

As at the Latest Practicable Date, the Company has 842,540,000 Shares in issue. Save for the aforesaid, the Company does not have other classes of securities, derivatives, warrants or other securities which are convertible or exchangeable into Shares.

Set out below is a table showing the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after the full vesting of the Awarded Shares, assuming that there is no share option or share award being exercised and there is no other change to the share capital and shareholding structure of the Company from the Latest Practicable Date up to the proposed date for full vesting of such Awarded Shares:

Name	As at the Latest Practicable Date ⁽¹⁾		Immediately after the full vesting of the Awarded Shares ⁽¹⁾	
	Number of Shares	Approximate %	Number of Shares	Approximate %
<i>Substantial Shareholders</i>				
Solar Power Group Limited ⁽²⁾	352,500,000	41.84%	352,500,000	41.84%
Mr. AU YANG Ho ⁽⁵⁾	353,523,000	41.96%	353,523,000	41.96%
Ms. TSE Shuk Ming ⁽³⁾	353,523,000	41.96%	353,523,000	41.96%
Mr. HEUNG Lap Chi, Eugene	159,878,000	18.97%	159,878,000	18.97%
Ms. LEUNG YEE Li, Lana ⁽⁴⁾	159,878,000	18.97%	159,878,000	18.97%
<i>Directors</i>				
Mr. AU YANG Pak Hong Bernard	4,268,500	0.50%	9,368,500	1.11%
Mr. WONG Wah Shun	474,000	0.05%	3,674,000	0.44%

LETTER FROM THE BOARD

Notes:

1. All interests stated are long positions.
2. Solar Power Group Limited is a company incorporated in the British Virgin Islands with limited liability and wholly owned by Mr. AUYANG Ho.
3. Ms. TSE Shuk Ming and Mr. AUYANG Ho are spouses. They are deemed to be interested in the Shares held by each other.
4. Ms. LEUNG YEE Li, Lana and Mr. HEUNG Lap Chi, Eugene are spouses. They are deemed to be interested in the Shares held by each other.
5. Mr. AUYANG Ho directly holds 1,023,000 Shares of the Company, representing approximately 0.12% of the issued share capital of the Company as at the Latest Practicable Date.

Listing Rules Implications

Pursuant to Rule 17.04(1) of the Listing Rules, any grant of Awarded Shares to a Director, chief executive or substantial Shareholder of the Company, or any of their respective associates, under the 2023 Share Award Plan must be approved by the Independent Non-Executive Directors (excluding the Independent Non-Executive Director who is the grantee of the Awards (if any)). On 26 April 2024, the Conditional Grant to Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun were approved by all the Independent Non-Executive Directors.

Pursuant to Rules 17.04(2) and 17.04(4) of the Listing Rules, where any grant of Awarded Shares (excluding grant of options) to a Director (other than an Independent Non-Executive Director) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all Awarded Shares granted (excluding any Awarded Shares lapsed in accordance with the terms of the 2023 Share Award Plan) 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 relevant class of Shares in issue, such further grant of Awarded Shares must be approved by Shareholders in general meeting whereby such grantee and his/ her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

As the total number of Shares to be issued in respect of all Awarded Shares conditionally granted to Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun (representing approximately 0.61% and 0.38% of the total issued Shares, respectively, (assuming all Awarded Shares are issued to all Selected Participants)) would, in a 12-month period up to and including the date of such grant, represent over 0.1% of the Shares in issue, the Conditional Grant is subject to the approval by the Independent Shareholders, where Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun, their associates and all core connected persons of the Company shall abstain from voting in favour on the relevant resolution(s) at the AGM pursuant to the Listing Rules.

LETTER FROM THE BOARD

To the extent that the Company is aware having made all reasonable enquiries as at the Latest Practicable Date, Mr. AUYANG Pak Hong Bernard, Mr. WONG Wah Shun, Solar Power Group Limited, Mr. AUYANG Ho, Ms. TSE Shuk Ming, Mr. HEUNG Lap Chi, Eugene and Ms. LEUNG YEE Li, Lana are core connected persons of the Company, who are entitled to exercise control over the voting right in respect of an aggregate of 518,143,500 Shares and representing approximately 61.50% of the total number of Shares in issue as at the Latest Practicable Date, are thus required to abstain from voting in favour on the resolution in respect of the Conditional Grant as set out in the notice of the Annual General Meeting. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, save as disclosed above, no other Shareholders will be required to abstain from voting in favour on the resolution in respect of the Conditional Grant as set out in the notice of the Annual General Meeting.

As at the Latest Practicable Date, none of the Shareholders who are required to abstain from voting in favour of the resolutions approving the Conditional Grant have given the Company notice of their intention to vote against the resolutions at the Annual General Meeting.

Directors' Interest

Each of Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun have abstained from approving the relevant Board resolution on the Awards granted to each of them (or their associate) under the Conditional Grant. Save as disclosed, none of the other Directors have any interest in the Awards (including the Conditional Grant) and therefore no other Directors abstained from voting on the relevant Board resolution in respect of the Awards.

Further, none of the Directors is a trustee of the 2023 Share Award Plan nor has a direct or indirect interest in the Trustee of the 2023 Share Award Plan.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 25 to 29 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Buyback Mandate, the re-election of the retiring Directors, the declaration of final dividend, the Conditional Grant of the Share Awards to the Executive Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 2 September 2024 to Thursday, 5 September 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all share 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 not later than 4:30 p.m. on Friday, 30 August 2024.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.computime.com). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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, to the Branch Share Registrar of the Company 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 holding the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 3 September 2024) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish and in such event, your form of proxy shall be deemed to be revoked.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include 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.

8. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/ extension of the Issuance Mandate, the re-election of the retiring Directors, the Conditional Grant of the Share Awards to the Executive Directors are in the interests of the Company, the Group and the Shareholders. The Board (including all the independent non-executive Directors) is of the view that the terms of the Conditional Grant are fair and reasonable and the Conditional Grant is 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.

LETTER FROM THE BOARD

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement of the Buyback Mandate) and Appendix II (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By Order of the Board
Computime Group Limited
AUYANG Pak Hong Bernard
Chairman and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT OF THE BUYBACK MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them 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 Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/ or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 842,540,000 Shares.

Subject to the passing of the ordinary resolution set out in item 10 of the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, i.e. being 842,540,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, a total number of 84,254,000 Shares, representing 10% of the total number of issued Shares as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2024) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. AUYANG Ho personally held 1,023,000 Shares (representing approximately 0.12% of the total issued share capital of the Company) and Solar Power Group Limited, the controlling Shareholder, held 352,500,000 Shares (representing approximately 41.84% of the total issued share capital of the Company). Solar Power Group Limited was wholly owned by Mr. AUYANG Ho. Hence, Mr. AUYANG Ho was deemed to be interested in 353,523,000 Shares in total, representing approximately 41.96% of the total issued share capital of the Company. On the basis that both the issued share capital of the Company and the shareholdings of Mr. AUYANG Ho and Solar Power Group Limited remain unchanged immediately prior to the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the shareholding interests of Mr. AUYANG Ho and Solar Power Group Limited in the issued Shares would be increased to approximately 46.62% of the total issued share capital of the Company.

In the opinion of the Directors, such an increase of shareholding may give rise to an obligation for Mr. AUYANG Ho and Solar Power Group Limited to make a mandatory offer under the Takeovers Code. The Directors do not have any present intention to exercise the Buyback Mandate to such an extent as would give rise to such an obligation.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, 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 Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

APPENDIX I	EXPLANATORY STATEMENT OF THE BUYBACK MANDATE
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The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Buyback Mandate has unusual features.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
July	0.445	0.385
August	0.425	0.350
September	0.380	0.340
October	0.420	0.340
November	0.400	0.290
December	0.440	0.330
2024		
January	0.415	0.355
February	0.410	0.360
March	0.395	0.350
April	0.460	0.355
May	0.440	0.400
June	0.490	0.400
July (up to the Latest Practicable Date)	0.520	0.485

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting according to the Articles of Association, are provided below.

Mr. KAM Chi Chiu, Anthony

Mr. KAM Chi Chiu, Anthony (“**Mr. KAM**”), aged 62, is a non-executive Director and a member of the audit committee of the Company (the “**Audit Committee**”). Mr. KAM is a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow of the Institute of Chartered Accountants in England and Wales. He holds a Master’s degree in Mathematics from the University of Oxford in the United Kingdom. He is qualified as a chartered accountant in London and currently practices as a certified public accountant in Hong Kong.

Save as disclosed above, Mr. KAM has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the letter of appointment issued by the Company to Mr. KAM, his current term of appointment is from 9 October 2021 to 8 October 2024, which shall be terminable by two months’ prior notice in writing given by either party. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. KAM 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.

Pursuant to the letter of appointment issued by the Company to Mr. KAM, Mr. KAM is entitled to receive a fixed director’s fee of HK\$240,000 per annum. Except for the Company’s share option scheme and share award plan, Mr. KAM is not eligible to participate in any bonus schemes or other benefits of the kind available to Executive Directors. The above emoluments of Mr. KAM are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.

As far as the Directors are aware, Mr. KAM does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, there is no information of Mr. KAM to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. KAM that need to be brought to the attention of the Shareholders.

Mr. WONG Chun Kong

Mr. WONG Chun Kong (“**Mr. CK WONG**”), aged 63, is a non-executive Director and a member of the Nomination Committee. He is a solicitor of the High Court of Hong Kong. Mr. CK WONG was educated in both Hong Kong and England. He has substantial experience in civil litigation and deals mainly in commercial, personal injuries, banking and administrative law litigation, corporate acquisition, cross-border joint ventures etc. He had served as a Deputy Adjudicator of the Small Claims Tribunal of Hong Kong Special Administrative Region (the “HKSAR”) in 1998 and as an Adjudicator of the Registration of Persons Tribunal of HKSAR during the period from March 2005 to February 2011. He was also a panel member of the Municipal Services Appeals Board of HKSAR during period from January 2009 to December 2014. He is now a Chief Adjudicator of the Registration of Persons Tribunal of HKSAR.

Save as disclosed above, Mr. CK WONG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the letter of appointment issued by the Company to Mr. CK WONG, his current term of appointment is from 9 October 2021 to 8 October 2024, which shall be terminable by two months’ prior notice in writing given by either party. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. CK 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.

Pursuant to the letter of appointment issued by the Company to Mr. CK WONG, Mr. CK WONG is entitled to receive a fixed director’s fee of HK\$240,000 per annum. Except for the Company’s share option scheme and share award plan, Mr. CK WONG is not eligible to participate in any bonus schemes or other benefits of the kind available to Executive Directors. The above emoluments of Mr. CK WONG are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.

As far as the Directors are aware, Mr. CK WONG does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, there is no information of Mr. CK WONG to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. CK WONG that need to be brought to the attention of the Shareholders.

Ms. LEE Shang Yuee Christabel

Ms. LEE Shang Yuee Christabel (“**Ms. LEE**”), aged 51, is an independent non-executive Director, member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. She is an experienced business leader with a career focused in the finance industry in Hong Kong. She has over 25 years of experience in general management and corporate finance. Ms. LEE is currently the President of Toppan Nexus in Asia Pacific, which she joined in 2000. She spearheaded the growth of Toppan Merrill and Toppan Nexus into a recognized industry leader and the expansion of the group from Hong Kong to Singapore, China, the USA, and Europe over the past two decades. Prior to joining Toppan Nexus, Ms. LEE worked in the corporate finance team of Schroders Asia, where she worked on a variety of high-profile corporate restructuring, group reorganization, merger and acquisition and equity capital market transactions for blue-chip listed companies and multinational corporations in Hong Kong. Ms. LEE obtained a Bachelor of Science in Economics from the University College London in 1993. She attended The General Management Program at Harvard Business School in 2005.

Save as disclosed above, Ms. LEE has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the letter of appointment issued by the Company to Ms. LEE, her current term of appointment is from 7 September 2023 to 6 September 2026, which shall be terminable by two months’ prior notice in writing given by either party. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. LEE 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.

Pursuant to the letter of appointment issued by the Company to Ms. LEE, Ms. LEE is entitled to receive a fixed director’s fee of HK\$300,000 per annum. Except for the Company’s share option scheme and share award plan, Ms. LEE is not eligible to participate in any bonus schemes or other benefits of the kind available to Executive Directors. The above emoluments of Ms. LEE are determined with reference to her experience, duties and responsibilities and are subject to review by the Board from time to time.

As far as the Directors are aware, Ms. LEE does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, there is no information of Ms. LEE to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. LEE that need to be brought to the attention of the Shareholders.

Ms. MAY Man Yee Mariana

Ms. MAY Man Yee Mariana (“**Ms. MAY**”), aged 62, is an independent non-executive Director, member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. She is currently working in a boutique search firm specializing in the recruitment of information technology, financial and banking executives. Ms. MAY has over 20 years of experience as a senior banker with international corporate and investment banks covering conglomerates in the Greater China region. She was a director and Head of Conglomerates with Westpac in Hong Kong, a director of Global Corporates in Standard Chartered Bank, and worked in both the corporate finance and the debt capital markets divisions of Schroders Asia Limited. Ms. MAY is a qualified Canadian Chartered Professional Accountant and graduated from the University of British Columbia with a Bachelor of Commerce from the Sauder School of Business. She worked for KPMG in Vancouver and Hong Kong before pursuing her career in banking. Ms. MAY is also the Honorary Secretary of the Friends of Caritas in Hong Kong.

Save as disclosed above, Ms. MAY has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the letter of appointment issued by the Company to Ms. MAY, her current term of appointment is from 1 December 2023 to 30 November 2026, which shall be terminable by two months’ prior notice in writing given by either party. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. MAY 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.

Pursuant to the letter of appointment issued by the Company to Ms. MAY, Ms. MAY is entitled to receive a fixed director’s fee of HK\$300,000 per annum. Except for the Company’s share option scheme and share award plan, Ms. MAY is not eligible to participate in any bonus schemes or other benefits of the kind available to Executive Directors. The above emoluments of Ms. MAY are determined with reference to her experience, duties and responsibilities and are subject to review by the Board from time to time.

As far as the Directors are aware, Ms. MAY does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, there is no information of Ms. MAY to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. MAY that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Computime Group Limited (the “**Company**”) will be held at Conference Hall 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 5 September 2024 at 9:30 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the Directors and auditors for the year ended 31 March 2024;
2. To declare a final dividend of HK\$0.05 per share for the year ended 31 March 2024;
3. To re-elect Mr. KAM Chi Chiu, Anthony as a Non-Executive Director of the Company;
4. To re-elect Mr. WONG Chun Kong as a Non-Executive Director of the Company;
5. To re-elect Ms. LEE Shang Yuee Christabel as an Independent Non-Executive Director of the Company;
6. To re-elect Ms. MAY Man Yee Mariana as an Independent Non-Executive Director of the Company;
7. To authorise the Board of Directors of the Company to fix the respective directors’ remuneration;
8. To re-appoint Messrs Ernst & Young as auditors of the Company and to authorise the Board of Directors of the Company to fix auditors’ remuneration;

* For identification purposes only

NOTICE OF THE ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) 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.”;

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF THE ANNUAL GENERAL MEETING

(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (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 as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) 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

“Rights 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 recognised regulatory body or any stock exchange).”;

NOTICE OF THE ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of the resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the total number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”;

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

“**THAT** the grant of 5,100,000 and 3,200,000 Awarded Shares under the 2023 Share Award Plan to Mr. AUYANG Pak Hong Bernard, chairman of the Board, Executive Director and chief executive officer of the Company, and Mr. WONG Wah Shun, Executive Director, respectively, be and are hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the grant of 5,100,000 and 3,200,000 Awarded Shares under the 2023 Share Award Plan as and when practicable to a trustee to be appointed by the Company to hold on trust for Mr. AUYANG Pak Hong Bernard and Mr. WONG Wah Shun subject to satisfaction of the relevant vesting conditions.

By Order of the Board
Computime Group Limited
AUYANG Pak Hong Bernard
Chairman and Chief Executive Officer

Hong Kong, 8 July 2024

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. Any Member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a Member of the Company. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company 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 (i.e. not later than 9:30 a.m. on Tuesday, 3 September 2024) or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 2 September 2024 to Thursday, 5 September 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share 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 not later than 4:30 p.m. on Friday, 30 August 2024.
4. For determining the entitlement to the proposed final dividend for the year ended 31 March 2024, the register of members of the Company will also be closed from Monday, 7 October 2024 to Wednesday, 9 October 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the said proposed final dividend for the year ended 31 March 2024, unregistered holders of shares of the Company should ensure that all share 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 not later than 4:30 p.m. on Friday, 4 October 2024.
5. If a tropical cyclone warning signal number 8 or above is hoisted or a "black" rainstorm warning signal is in force at anytime between 7:30 a.m. and 9:30 a.m. on the day of the above meeting, the above meeting will be adjourned. The Company will post an announcement on the Company's website (www.computime.com) and the Stock Exchange's website (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned meeting. The above meeting will be held as scheduled when an "amber" or a "red" rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.
6. References to time and dates in this Notice are to Hong Kong time and dates.