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

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Kato (Hong Kong) Holdings Limited

嘉濤 (香港) 控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2189)

PROPOSALS FOR

- (1) GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;**
 - (2) EXTENSION OF ISSUE MANDATE;**
 - (3) RE-ELECTION OF RETIRING DIRECTORS;**
 - (4) DECLARATION OF FINAL DIVIDEND;**
 - (5) RE-APPOINTMENT OF INDEPENDENT AUDITOR;**
- AND**
- NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) to be held at Shop No. 9 on G/F., Hing Tin Commercial Centre Complex, Hing Tin Estate, 8 Lin Tak Road, Lam Tin, Kowloon, Hong Kong on Friday, 30 August 2024 at 5:00 p.m. or any adjournment thereof is set out on pages N-1 to N-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and website of the Company (www.elderlyhk.com).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. If you attend and vote at the AGM, the instrument appointing your proxy will be deemed to have been revoked.

31 July 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
Introduction	5
Granting of the Issue Mandate and the Repurchase Mandate	5
Extension of Issue Mandate to Issue Shares	6
Re-election of Retiring Directors	6
Declaration of Final Dividend	7
Re-appointment of Independent Auditor	8
AGM and Proxy Arrangement	8
Voting by Poll	8
Responsibility of Directors	9
Recommendation	9
General	9
Miscellaneous	9
APPENDIX I — EXPLANATORY STATEMENT	I-1
APPENDIX II — PARTICULARS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	II-1
NOTICE OF ANNUAL GENERAL MEETING	N-1

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Shop No. 9 on G/F., Hing Tin Commercial Centre Complex, Hing Tin Estate, 8 Lin Tak Road, Lam Tin, Kowloon, Hong Kong on Friday, 30 August 2024 at 5:00 p.m. (or adjournment thereof) to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages N-1 to N-5 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Kato (Hong Kong) Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Stock Exchange (stock code: 2189)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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

DEFINITIONS

“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate number of the Share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	25 July 2024, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Company
“Notice of AGM”	the notice dated 31 July 2024 convening the AGM as set out on pages N-1 to N-5 of this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise power of the Company to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the Share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Share Option Scheme”	the share option scheme which was approved and adopted under Chapter 17 of the Listing Rules by written resolutions of all the Shareholders on 20 May 2019
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“Year”	the year ended 31 March 2024
“%”	per cent

LETTER FROM THE BOARD



Kato (Hong Kong) Holdings Limited
嘉濤 (香港) 控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2189)

Executive Directors:

Ms. Ngai Ka Yee
Mr. Ngai Shi Shing Godfrey (*Chairman*)
Mr. Lau Kwok Wo

Independent non-executive Directors:

Mr. Or Kevin
Mr. Wong Vinci
Ms. Wu Wing Fong
Ms. Lo Ning

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

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

1st Floor, Tung Wai Court
No. 3 Tsing Ling Path
Tuen Mun
New Territories
Hong Kong

31 July 2024

Dear Shareholders,

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) EXTENSION OF ISSUE MANDATE;
(3) RE-ELECTION OF RETIRING DIRECTORS;
(4) DECLARATION OF FINAL DIVIDEND;
(5) RE-APPOINTMENT OF INDEPENDENT AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The Directors will propose at the AGM the resolutions for, among other matters, (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) the declaration of final dividend; and (v) the re-appointment of independent auditor and to give the Shareholders the Notice of AGM.

The purpose of this circular is to give you the Notice of AGM and provide you with the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

2. GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

Issue Mandate

The Company's existing mandate to issue Shares was approved by the Shareholders at the annual general meeting of the Company held on 11 August 2023. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 200,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate, if granted at the AGM, will end at 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 1,000,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 100,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

3. EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were three executive Directors, namely Ms. Ngai Ka Yee, Mr. Ngai Shi Shing Godfrey and Mr. Lau Kwok Wo; and four INEDs, namely Mr. Or Kevin, Mr. Wong Vinci, Ms. Wu Wing Fong and Ms. Lo Ning.

According to Article 84 (1) and (2) of the Articles of Association, one-third of the Directors for the time being, (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation at every annual general meeting of the Company. 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. A retiring Director shall be eligible to offer himself for re-election. Accordingly,

LETTER FROM THE BOARD

Ms. Ngai Ka Yee and Ms. Lo Ning, shall retire as the Directors and being eligible, offer themselves for re-election at the AGM. Ms. Ngai Ka Yee will offer herself for re-election as Director at the AGM; and Ms. Lo Ning will not offer herself for re-election as Director at the AGM.

According to Article 83(3) of the Articles of Association, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board, shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Lau Kwok Wo, shall retire as the Director and, being eligible, offer himself for re-election at the AGM.

In considering the re-elections of the retiring Directors, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, geographical background, length of service and the professional experience, skills and expertise that a Director can provide.

The Nomination Committee has recommended to the Board on re-election of Ms. Ngai Ka Yee and Mr. Lau Kwok Wo to retire at the AGM. The Board, taking into account the above factors, as well as Ms. Ngai Ka Yee and Mr. Lau Kwok Wo attribute to enhancing the Board's diversity and optimal composition (details as set out in their respective biography in Appendix II hereto), believes that their re-elections are in the best interests of the Company and the Shareholders. The Board accepted the recommendations from the Nomination Committee and recommends to the Shareholders the proposed re-election of Ms. Ngai Ka Yee and Mr. Lau Kwok Wo at the AGM.

The biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the Listing Rules.

5. DECLARATION OF FINAL DIVIDEND

The Board has proposed a final dividend of HK2.0 cents per Share for the Year. Subject to the approval of the Shareholders at the AGM, the proposed final dividend will be payable on Thursday, 19 September 2024 to the Shareholders whose names appear on the register of members of the Company on Monday, 9 September 2024.

LETTER FROM THE BOARD

6. RE-APPOINTMENT OF INDEPENDENT AUDITOR

The Board proposes to re-appoint PricewaterhouseCoopers as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorise the Board to fix its remuneration. PricewaterhouseCoopers has indicated its willingness to be re-appointed as the independent auditor of the Company for the said period.

7. AGM AND PROXY ARRANGEMENT

The Company will convene the AGM at Shop No. 9 on G/F., Hing Tin Commercial Centre Complex, Hing Tin Estate, 8 Lin Tak Road, Lam Tin, Kowloon, Hong Kong on Friday, 30 August 2024 at 5:00 p.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) the declaration of final dividend; and (v) the re-appointment of independent auditor. The Notice of AGM is set out on pages N-1 to N-5 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.elderlyhk.com). Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the AGM, the instrument appointing the proxy will be deemed to have been revoked.

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the Notice of AGM will be voted by way of a poll by the Shareholders.

LETTER FROM THE BOARD

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

9. RESPONSIBILITY OF DIRECTORS

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

10. RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) the declaration of final dividend; and (v) re-appointment of independent auditor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the Notice of AGM on pages N-1 to N-5 of this circular.

11. GENERAL

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

12. MISCELLANEOUS

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

Yours faithfully,
For and on behalf of the Board
Kato (Hong Kong) Holdings Limited
Ngai Shi Shing Godfrey
Chairman and executive Director

This appendix serves as an explanatory statement as required by the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM granting the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

To the best knowledge of the Directors, having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed to repurchase up to a maximum of 100,000,000 Shares, representing 10% of the entire issued share capital of the Company as at the date of passing the relevant resolution, until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or

- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or
- (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the applicable laws of the Cayman Islands and the Articles of Association for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2024, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on the Stock Exchange since the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Share Price (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	0.630	0.600
August	0.630	0.590
September	0.620	0.600
October	0.620	0.590
November	0.600	0.540
December	0.550	0.495
2024		
January	0.540	0.500
February	0.570	0.500
March	0.580	0.530
April	0.570	0.530
May	0.550	0.520
June	0.570	0.510
July (up to and including the Latest Practicable Date)	0.560	0.530

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company any of the Shares in the event that the Repurchase Mandate is approved at the AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

In addition, the Company has confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, information on the substantial Shareholders was as follows:

Name of Shareholders	Nature of Interests	Number of Shares Held	Approximate	Approximate
			Percentage of Shareholding in the Company's Issued Share Capital (%), Should the Repurchase Mandate be Exercised in Full	Percentage of Shareholding in the Company's Issued Share Capital (%)
Ms. Ngai Ka Yee ("Ms. Ngai")	Settlor of a family trust	624,000,000 (L) ⁽¹⁾	63.40	70.45
	Beneficiary owner	10,000,000 (L) ⁽²⁾		
Mr. Ngai Shi Shing Godfrey	Beneficiary of a family trust	624,000,000 (L) ⁽¹⁾	64.42	71.58
	Beneficial owner	20,244,000 (L) ⁽³⁾		
Sheung Fung Limited ("Sheung Fung")	Beneficial owner	624,000,000 (L)	62.40	69.34
Shi Fung (PTC) Limited	Trustee	624,000,000 (L) ⁽¹⁾	62.40	69.34
Ms. Wei Xiaoling	Interest of spouse	644,244,000 (L) ⁽⁴⁾	64.42	71.58
Mr. Lam Kong	Beneficial owner	70,202,000 (L) ⁽⁵⁾	7.02	7.80

(L) denotes a long position in the Shares.

Notes:

- (1) These Shares were held by Sheung Fung, which is wholly owned by Shi Fung (PTC) Limited (the “**Trustee**”), the trustee of a family trust, namely The Kwong and Ngai Family Trust which was established pursuant to the trust deed dated 19 March 2018 as amended and supplemented by a deed of variation of removal of beneficiaries dated 17 July 2018 (the “**Family Trust**”). Ms. Ngai is the settlor of the Family Trust and Mr. Ngai Shi Shing Godfrey is the sole beneficiary of the Family Trust. By virtue of the SFO, the Trustee, Ms. Ngai and Mr. Ngai Shi Shing Godfrey are deemed to be interested in the Shares held by Sheung Fung.
- (2) It represents the interest in the 10,000,000 underlying Shares in respect of the share options granted by the Company to Ms. Ngai under the Share Option Scheme.
- (3) It represents 10,244,000 Shares held by Mr. Ngai Shi Shing Godfrey and 10,000,000 underlying Shares in respect of the share options granted by the Company under the Share Option Scheme.
- (4) Ms. Wei Xiaoling is the spouse of Mr. Ngai Shi Shing Godfrey and is deemed to be interested in the Shares which are interested by Mr. Ngai Shi Shing Godfrey under the SFO.
- (5) It represents 60,202,000 Shares held by Mr. Lam Kong and 10,000,000 underlying Shares in respect of the share options granted by the Company under the Share Option Scheme.

In the event that the Directors exercise the Repurchase Mandate in full, the increase in above shareholdings in the Company will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in a certain part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Listing Rules. The Directors do not intend to repurchase Shares which would result in a public shareholding of less than the prescribed minimum percentage of Share in public hands.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Save as disclosed herein, each of the following Directors proposed for the re-election at the AGM:

- (a) does not hold 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, and does not have other major appointments and professional qualifications;
- (b) does not have any interest or short position in any Shares, underlying Shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Group nor does he has any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

In addition, there are no other matter concerning the proposed re-election of each of the retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

PROPOSED RE-ELECTION OF DIRECTORS

The following are the biographical details of the retiring Directors proposed to be re-elected at the AGM:

(1) Ms. Ngai Ka Yee

Ms. Ngai Ka Yee (“**Ms. Ngai**”), aged 78, is the founder of the Group. Ms. Ngai was appointed as a Director on 2 October 2018 and was designated as an executive Director on 2 October 2018. Ms. Ngai founded the Group through the establishment of the first care and attention home for the elderly in May 1991. She has over 32 years of experience in the RCHE industry in Hong Kong.

Ms. Ngai is the director of, inter alia, Crawfield International Limited, Happy Luck Elderly Home Limited, Jane’s Home Limited, Kato Kung Limited, Oriental Chinese Medicine Limited and Tsuen Wan Elderly Centre Limited, each a subsidiary of the Company. Ms. Ngai is the mother of Mr. Ngai Shi Shing Godfrey and Mr. Lam Kong and the stepmother of Mr. Kwong Thomas Wai Ping.

Ms. Ngai has entered into a service agreement with the Company for an initial term of three years commencing from 13 June 2019 and renewable automatically for successive terms of one year commencing from the day next after the expiry of the then current term, and she is subject to

retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles of Association. Ms. Ngai is entitled to a fixed salary of HK\$2,400,000 per annum plus a discretionary management bonus upon completion of every 12 months of service. Such salary is determined by the Board based on the recommendation of the remuneration committee of the Board with reference to her duties and responsibilities with the Company and the Company's remuneration policy.

Ms. Ngai is interested in 634,000,000 Shares by virtue of the SFO. She has personal interest in 10,000,000 Shares and 624,000,000 Shares as the beneficiary of The Kwong and Ngai Family Trust established pursuant to the trust deed dated 19 March 2018 as amended and supplemented by a deed of variation and removal of beneficiaries date 17 July 2018. As at the Latest Practicable Date, Ms. Ngai beneficially owned share options to subscribe for a total of 10,000,000 Shares.

(2) Mr. Lau Kwok Wo

Mr. Lau Kwok Wo ("Mr. Lau"), aged 66, was appointed as an executive Director on 2 April 2024. Mr. Lau was a civil servant of the Hong Kong government from April 1980 to November 2018 with his position last held as the chief social security officer. He was a commander of AsiaWorld-Expo Quarantine Centre from 2019 to 2020 and a commander of AsiaWorld-Expo Holding Centre from 2022 to 2023. Mr. Lau has been a director of Ensure Medical Care Company Limited, a subsidiary of the Company, since October 2023. He obtained his diploma in management studies from the Hong Kong Polytechnic University in 1999.

Mr. Lau has entered into a service contract with the Company under which he acts as an executive Director for an initial term of three years commencing from 2 April 2024, and he is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles of Association. Mr. Lau is entitled to a fixed salary of HK\$300,000 per annum. Such salary is determined with reference to the prevailing market conditions and his duties and responsibilities with the Company, and will be subject to review by the Remuneration Committee from time to time.

NOTICE OF ANNUAL GENERAL MEETING



Kato (Hong Kong) Holdings Limited **嘉濤（香港）控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2189)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Kato (Hong Kong) Holdings Limited (嘉濤(香港)控股有限公司) (the “**Company**”) will be held at Shop No. 9 on G/F., Hing Tin Commercial Centre Complex, Hing Tin Estate, 8 Lin Tak Road, Lam Tin, Kowloon, Hong Kong on Friday, 30 August 2024 at 5:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and independent auditor of the Company for the year ended 31 March 2024;
2. (a) To re-elect Ms. Ngai Ka Yee as an executive Director;

(b) To re-elect Mr. Lau Kwok Wo as an executive Director;
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration for the year ending 31 March 2025;
4. To declare a final dividend of HK2.0 cents per share for the year ended 31 March 2024;
5. To re-appoint PricewaterhouseCoopers as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

As special business to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

6. **“THAT:**

- (a) subject to paragraph (c) of this Resolution below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the **“Shares”**) or securities convertible into or exchangeable for the Shares, or options or warrants for similar rights to subscribe for any Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which 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 (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles of Association”**) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of Shares as at the date of the passing of this Resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the **“Shareholders”**)) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of

NOTICE OF ANNUAL GENERAL MEETING

Shares as at the date of the passing of this Resolution), and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of 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, the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) (the “**Companies Act**”) or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

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

7. “**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code on Share

NOTICE OF ANNUAL GENERAL MEETING

Buy-backs administered by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate number of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution, “**Relevant Period**” shall have the same meaning as in Resolution 6(d).”
8. “**THAT** subject to the passing of Resolutions nos. 6 and 7 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the authority of the directors of the Company pursuant to Resolution no. 6 set out in the Notice be and is hereby approved to extend to cover such amount representing the aggregate number of the issued Shares repurchased pursuant to the authority granted pursuant to Resolution no. 7 set out in the Notice.”

By Order of the Board
Kato (Hong Kong) Holdings Limited
Ngai Shi Shing Godfrey
Chairman and executive Director

Hong Kong, 31 July 2024

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of business in
Hong Kong:*
1st Floor, Tung Wai Court
No. 3 Tsing Ling Path
Tuen Mun
New Territories
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company (the “**Member**”) entitled to attend and vote at the annual general meeting of the Company (the “**AGM**”) convened by the above Notice or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies to attend and, subject to the provisions of the Articles of Association, to vote on his/her/its behalf. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the time for holding the AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjourned meeting should he/she/it so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but should more than one of such joint holders be present at the AGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
4. For determining Members’ entitlement to attend and vote at the AGM, the register of Members will be closed from Tuesday, 27 August 2024 to Friday, 30 August 2024 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 26 August 2024.
5. In order to ascertain the entitlement to the final dividend, the register of members of the Company will be closed from Friday, 6 September 2024 to Monday, 9 September 2024, both days inclusive. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 5 September 2024.
6. In relation to proposed Resolutions nos. 6 and 8 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares.
7. In relation to proposed Resolution no. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I of the circular despatched to the Members on the date hereof.