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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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.

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## **Skymission Group Holdings Limited**

**天任集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1429)**

### **PROPOSALS FOR THE GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Skymission Group Holdings Limited to be held at Flat 3, 7/F., Yuen Long Trade Centre, 99-109 Castle Peak Road, Yuen Long, New Territories, Hong Kong on Friday, 20 September 2024 at 10:00 a.m. ("AGM") is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed herein. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting (i.e. before Wednesday, 18 September 2024 at 10:00 a.m.) or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

29 August 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Flat 3, 7/F., Yuen Long Trade Centre, 99-109 Castle Peak Road, Yuen Long, New Territories, Hong Kong on Friday, 20 September 2024 at 10:00 a.m.
“Articles” or “Articles of Association”	the second amended and restated articles of association of the Company, adopted and took effect on 23 September 2022
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“CCASS”	The Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“CEO”	chief executive officer of our Company
“Company”	Skymission Group Holdings Limited (天任集團控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 31 May 2019 under the Companies Act of the Cayman Islands
“Compliance Committee”	the compliance committee of the Board
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, collectively refers to Sky Mission and Mr. Leung Yam Cheung, who, together, control the exercise of 30% or more of the voting power at general meetings of the Company
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with Shares not exceeding of 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution approving the Issue Mandate
“Kennex”	Kennex Scaffolding Systems Co., Limited (建力通架系統有限公司), a company incorporated in Hong Kong on 23 March 2015 with limited liability and an indirect wholly-owned subsidiary of the Company

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## DEFINITIONS

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“Latest Practicable Date”	20 August 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares not exceeding of 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sky Mission”	Sky Mission Group Limited (天任控股有限公司), a company incorporated in the BVI with limited liability on 12 February 2019 and wholly owned by Mr. Leung Yam Cheung
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“Temmex”	Temmex Engineering Limited (天美工程有限公司), a company incorporated in Hong Kong on 21 October 1998 with limited liability and an indirect wholly-owned subsidiary of the Company
“Temmex Brothers”	Temmex Brothers Engineering Limited (天美兄弟工程有限公司), a company incorporated in Hong Kong on 9 October 2008 with limited liability and an indirect wholly-owned subsidiary of the Company
“treasury shares”	has the meaning ascribed to it under the Listing Rules which takes effect from 11 June 2024
“%”	per cent.

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

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## LETTER FROM THE BOARD

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# Skymission Group Holdings Limited

## 天任集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1429)**

*Executive Directors:*

Mr. Leung Yam Cheung *(Chairman and CEO)*

Mr. Leung Wing Chun

Mr. Leung Chau Ming

*Non-executive Director:*

Mr. Yau Sheung Hang

*Independent non-executive Directors:*

Mr. Tang Tsz Tsun

Mr. Tsang Ho Yin

Ms. Wu Kin Yi

*Registered office:*

Cricket Square Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

Flat 3, 7/F.,

Yuen Long Trade Centre,

99-109 Castle Peak Road,

Yuen Long, New Territories

Hong Kong

29 August 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR THE GRANTING OF GENERAL MANDATES TO ISSUE  
SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for (i) the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; (ii) the re-election of Directors; and (iii) certain other resolutions, and to seek your approval at the AGM in connection with, inter alia, the aforesaid proposals, and to give you notice of the AGM.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

The general mandate previously granted to the Directors at the annual general meeting of the Company held on 22 September 2023 to exercise the power of the Company to allot, issue and deal with the unissued Shares not exceeding 20% of the number of issued Shares as at the date of such annual general meeting will expire at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Issue Mandate will be proposed at the AGM to grant a general mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with additional Shares and/or sell or transfer treasury shares, if any up to a limit equal to 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, the number of issued Shares was 1,600,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 320,000,000 Shares, representing 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the resolution approving the Issue Mandate.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and authorise an extension of the limit of the Issue Mandate granted by adding to it an amount representing the Shares repurchased by the Company under the Repurchase Mandate.

Details of the Issue Mandate are set out in ordinary resolutions numbers 4 and 6 in the notice of AGM.

### REPURCHASE MANDATE

The general mandate previously granted to the Directors at the annual general meeting of the Company held on 22 September 2023 to exercise the power of the Company to repurchase its own Shares on the Stock Exchange will expire at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Repurchase Mandate will be proposed at the AGM to grant a general mandate to Directors to exercise the power of the Company to repurchase Shares up to a limit equal to 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution approving the Repurchase Mandate.

As at the Latest Practicable Date, the number of the issued Shares was 1,600,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 160,000,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the resolution approving the Repurchase Mandate.

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## LETTER FROM THE BOARD

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An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution number 5 in the notice of AGM.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, Mr. Leung Yam Cheung, Mr. Leung Wing Chun, Mr. Leung Chau Ming, Mr. Yau Sheung Hang, Mr. Tang Tsz Tsun, Mr. Tsang Ho Yin and Ms. Wu Kin Yi.

In accordance with Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not 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 an annual general meeting 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. Accordingly, Mr. Leung Chau Ming, Mr. Tang Tsz Tsun, Mr. Tsang Ho Yin and Ms. Wu Kin Yi will retire from office at the AGM and, being eligible, will offer themselves for re-election.

In considering the re-election of the retiring Directors, the Nomination Committee has taken into account of the nomination criteria set out in the nomination policy of the Company and given due regard to the board diversity policy of the Company. The Nomination Committee has considered factors including, among others, the relevant Director's cultural and educational background, skills and knowledge, experience, time commitment and contributions to the diversity of the Board.

The Nomination Committee had reviewed Mr. Leung Chau Ming's personal profile and considered that he had extensive knowledge and experience in project management and business operations. His experience and expertise are considered relevant to the Group's businesses and can enable him to bring valuable and diverse views in relation to the Group's businesses, operations, future development and strategy to the Board. The Board, on the recommendations of the Nomination Committee, is of the view that Mr. Leung Chau Ming has the character, integrity, ability and experience to continue to fulfill his role as required. Accordingly, the Board recommends Mr. Leung Chau Ming for re-election as an executive Director at the AGM.

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## LETTER FROM THE BOARD

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Mr. Tang Tsz Tsun had provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee had assessed and was satisfied with Mr. Tang Tsz Tsun's independence after taking into account of the independence guidelines set out in said Rule 3.13. The Nomination Committee had also reviewed Mr. Tang Tsz Tsun's personal profile and considered that he had extensive knowledge and experience in audit and financial control management. His experience and expertise are considered relevant to the Group's businesses and can enable him to bring valuable and diverse views in relation to the Group's businesses, operations, future development and strategy to the Board. The Board, based on the recommendations of the Nomination Committee, is of the view that Mr. Tang Tsz Tsun has the character, integrity, ability and experience to continue to fulfill his role as required. Accordingly, the Board recommends Mr. Tang Tsz Tsun for re-election as an independent non-executive Director at the AGM.

Mr. Tsang Ho Yin had provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee had assessed and was satisfied with Mr. Tsang Ho Yin's independence after taking into account of the independence guidelines set out in said Rule 3.13. The Nomination Committee had also reviewed Mr. Tsang Ho Yin's personal profile and considered that he had extensive knowledge and experience in corporate finance and commercial law. His experience and expertise are considered relevant to the Group's businesses and can enable him to bring valuable and diverse views in relation to the Group's businesses, operations, future development and strategy to the Board. His roles in various listed companies have equipped him with significant experience in corporate governance, legal compliance and strategic planning. The Board, based on the recommendations of the Nomination Committee, is of the view that Mr. Tsang Ho Yin has the character, integrity, ability and experience to continue to fulfill his role as required. Accordingly, the Board recommends Mr. Tsang Ho Yin for re-election as an independent non-executive Director at the AGM.

Ms. Wu Kin Yi had provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee had assessed and was satisfied with Ms. Wu Kin Yi's independence after taking into account of the independence guidelines set out in said Rule 3.13. The Nomination Committee had also reviewed Ms. Wu Kin Yi's personal profile and considered that she had extensive knowledge and experience in business operation and management. Her experience and expertise are considered relevant to the Group's businesses and can enable her to bring valuable and diverse views in relation to the Group's businesses, operations, future development and strategy. The Board, based on the recommendations of the Nomination Committee, is of the view that Ms. Wu Kin Yi has the character, integrity, ability and experience to continue to fulfill her role as required. Accordingly, the Board recommends Ms. Wu Kin Yi for re-election as an independent non-executive Director at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve (i) the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; (ii) the re-election of the Directors; and (iii) certain other resolutions is set out on pages AGM-1 to AGM-5 of this circular.



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## LETTER FROM THE BOARD

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### VOTING BY WAY OF POLL

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, except where the chairman may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 66 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares, at any general meeting on a poll every Shareholder present in person or by proxy (or in the case of a Shareholder being a corporation, by its duly authorised representative) shall have one vote for each Share registered in his/her/its name in the Company's register of members. Pursuant to Article 69 of the Articles of Association, a person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

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

### ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www1.hkexnews.hk>) and the Company ([www.skymission.group](http://www.skymission.group)). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. before Wednesday, 18 September 2024 at 10:00 a.m.) or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the proposed resolutions mentioned in this circular are in the best interests of the Company as well as to its Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions.

Yours faithfully,  
For and on behalf of the Board  
**Skymission Group Holdings Limited**  
**Leung Yam Cheung**  
*Chairman and Chief Executive Officer*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against ordinary resolution number 5 in respect of the approval of the Repurchase Mandate.

### **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 1,600,000,000 Shares in issue at the Latest Practicable Date, could result in up to 160,000,000 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **4. UNDERTAKING**

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position, which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

## 5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. EXERCISE OF THE REPURCHASE MANDATE

Under the existing Listing Rules, the Company is required to cancel any Shares bought back by the Company as soon as reasonably practicable following such repurchases. With effect from 11 June 2024, the Listing Rules will be amended to remove the requirement to cancel repurchase shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company buy back any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital requirements at the relevant time any repurchase of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the Issue Mandate and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

For treasury shares deposited with CCASS pending to sale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

## 7. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer under the Takeovers Code.

Sky Mission was interested in 1,200,000,000 Shares, representing 75% of the issued share capital of the Company. Sky Mission is a controlled corporation of Mr. Leung Yam Cheung, an executive Director and the chairman of the Board. In the event that the Repurchase Mandate was exercised in full, the aggregate percentage shareholding of Sky Mission, a company wholly owned by Mr. Leung Yam Cheung, would be increased to 83.33% of the issued Shares of the Company. Such an increase would not result in Sky Mission having to make a mandatory offer under the Takeovers Code, but would result in the aggregate amount of the issued shares of the Company in public hands being reduced to less than 25%. The Directors currently are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate and the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

## 8. SHARE PURCHASED MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## 9. SHARE PRICES

The table below is a summary of the highest and lowest traded prices in each of the previous 12 months and up to the Latest Practicable Date:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
August	0.059	0.050
September	0.061	0.054
October	0.059	0.050
November	0.053	0.048
December	0.048	0.044
<b>2024</b>		
January	0.048	0.036
February	0.039	0.036
March	0.039	0.031
April	0.037	0.032
May	0.050	0.035
June	0.048	0.039
July	0.043	0.036
August (up to the Latest Practicable Date)	0.036	0.028

The following are the particulars of Mr. Leung Chau Ming, Mr. Tang Tsz Chun, Mr. Tsang Ho Yin and Ms. Wu Kin Yi, all of whom will retire at the AGM and, being eligible, will offer themselves for re-election.

**1. Mr. Leung Chau Ming (梁就明)**

*Position and experience*

Mr. Leung Chau Ming (“**Mr. CM Leung**”), aged 59, is executive Director. He was appointed as a Director on 22 September 2023. He is also a member of ESG committee. Mr. CM Leung is primarily responsible for supervising the project management and business operations of the Group. Mr. CM Leung has extensive working experience of project managements and business operations and is currently the owner of a local trading company.

He does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service and emoluments*

Mr. CM Leung has entered into an appointment letter with the Company for an initial term of three years commencing from 22 September 2023 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. CM Leung is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association

The aggregate amount of remuneration paid to Mr. CM Leung for the year ended 31 March 2024 is approximately HK\$109,000 as set out in note 12 to the financial statements for the year ended 31 March 2024 in the Company’s annual report. The remuneration of Mr. CM Leung has been reviewed by the Remuneration Committee and was determined by the Board with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. Mr. CM Leung’s remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

*Relationships*

Mr. CM Leung is the younger brother of Mr. Leung Yam Cheung (the chairman of the Board, the chief executive officer and an executive Director) and the uncle of Mr. Leung Wing Chun (an executive Director).

*Interest in Shares*

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

Save as disclosed above, there is no information which is discloseable nor is/was Mr. CM Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

## 2. Mr. Tang Tsz Tsun (鄧子駿)

### *Position and experience*

Mr. Tang Tsz Tsun (“**Mr. Tang**”), aged 42, joined the Company as an independent non-executive Director on 22 September 2023. He is the Chairman of the Audit Committee and a member of the Remuneration Committee.

Mr. Tang received a bachelor degree of Commerce with Accounting concentration from Carleton University in Canada in June 2005. Mr. Tang became a member of the Hong Kong Institute of Certified Public Accountants in May 2011.

Mr. Tang worked at Deloitte Touche Tohmatsu from February 2011 to December 2014 and from September 2015 to July 2016, with his final position being audit manager. From August 2016 to February 2020, Mr. Tang served as the financial controller at Chiho Environmental Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 976). Since September 2021, he has been a partner at Linkers CPA Limited.

He does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

### *Length of service and emoluments*

Mr. Tang has entered into a letter of appointment with the Company for an initial term of three years commencing from 22 September 2023 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Tang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The aggregate amount of remuneration paid to Mr. Tang for the year ended 31 March 2024 is approximately HK\$63,000 as set out in note 12 to the financial statements for the year ended 31 March 2024 in the Company’s annual report. The remuneration of Mr. Tang has been reviewed by Remuneration Committee and was determined by the Board with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. Mr. Tang’s remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

*Relationships*

Mr. Tang has no relationship with any Director, member of senior management of the Group or substantial or Controlling Shareholders of the Company.

*Interest in Shares*

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

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Tang involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

**3. Mr. Tsang Ho Yin (曾浩賢)***Position and experience*

Mr. Tsang Ho Yin (“**Mr. Tsang**”), aged 39, is an independent non-executive Director appointed on 22 September 2023. He is also the Chairman of Nomination Committee and a member of the Audit Committee and the Compliance Committee. He is responsible for supervision and provide independent judgement to our Board.

Mr. Tsang is a practising solicitor and was admitted as a solicitor in Australia and Hong Kong in May 2012 and December 2013, respectively. Mr. Tsang is currently a partner of Stevenson, Wong & Co. and Allbright Law (Hong Kong) Offices LLP, specialising in corporate finance and commercial law. Mr. Tsang obtained a bachelor in laws degree and a bachelor in commerce (accounting) degree, both from the University of Melbourne, Australia in August 2008. Mr. Tsang obtained a master in laws degree from the University of Melbourne, Australia in August 2010. Mr. Tsang obtained the postgraduate certificate in laws from the City University of Hong Kong in July 2011. Mr. Tsang passed the Guangdong-Hong Kong-Macao Greater Bay Area Legal Professional Examination in 2022.

Since May 2019, Mr. Tsang has been the joint company secretary and authorised representative of Mabpharm Limited, a biopharmaceutical company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 2181). Since November 2019, Mr. Tsang has been the company secretary and authorised representative of Sunshine 100 China Holdings Ltd, a real estate development company listed on the Main Board of the Stock Exchange (stock code: 2608), where he is responsible for company secretarial matters. During the period from January 2020 to August 2024, Mr. Tsang was appointed as a non-executive director of China Regenerative Medicine International Limited, a healthcare products and services provider company listed on GEM of the Stock Exchange (Stock Code: 8158). Since January 2021, Mr. Tsang has been operated as the joint company secretary and authorised representative of Sundry Service Group Co. Ltd, an integrated property management service provider company listed on the



Main Board of the Stock Exchange (stock code: 9608). Since September 2021, Mr. Tsang was appointed as an independent non-executive director of CROSSTEC Group Holdings Limited (“CROSSTEC”), a facade management services provider company listed on the Main Board of the Stock Exchange (stock code: 3893), and Mr. Tsang was redesignated as a non-executive director of CROSSTEC since January 2023. During the period from September 2021 to June 2024, Mr. Tsang was appointed as an independent non-executive director of Sterling Group Holdings Limited, a manufacturing and trading of apparel products company listed on the Main Board of the Stock Exchange (stock code: 1825). Since August 2022, has been the company secretary and authorised representative of 1957 & Co. (Hospitality) Limited, a restaurant operation and management group listed on GEM of the Stock Exchange (stock code: 8495). Since August 2023, Mr. Tsang has been appointed as an independent non-executive director of Zijing International Financial Holdings Limited, a company engaged in the provision of various financial services in Hong Kong, and is listed on GEM of the Stock Exchange (Stock code: 8340).

Mr. Tsang was also the company secretary and the authorised representative of Mobile Internet (China) Holdings Limited (the issued shares of which were delisted on the Main Board of the Stock Exchange and delisted on 14 August 2024, stock code: 1439) from February 2020 to February 2021; the company secretary of Moody Technology Holdings Limited (stock code: 1400) from January 2019 to November 2019; the company secretary and authorised representative of Sino Energy International Holdings Group Limited (the issued shares of which were listed on the Main Board of the Stock Exchange and delisted on 16 December 2022, stock code: 1096) from November 2018 to July 2019; and a non-executive director of Summi (Group) Holdings Limited (stock code: 756) from July 2022 to September 2022. Mr. Tsang was also a director of Roma Green Finance Limited (Nasdaq: ROMA) from December 2023 to February 2024.

From June 2019 to June 2020, Mr. Tsang was an independent non-executive director of Inno-Tech Holdings Limited (“Inno-Tech”) (a company which shares were listed on GEM of the Stock Exchange and delisted on 13 July 2021, stock code: 8202). Inno-Tech was a company incorporated in Bermuda with limited liability and its principal activities were (i) provision of outdoor advertising business through different advertising media network; (ii) television advertising operation; (iii) the event management business; (iv) seafood business; and (v) money lending business in Hong Kong. As disclosed in the announcements of Inno-Tech dated 1 June 2020, 3 July 2020 and 11 September 2020, Inno-Tech received a letter from the Official Receiver’s Officer dated 9 June 2020 which stated that Gram Capital Limited has filed a winding-up petition to the High Court of the Government of the Hong Kong Special Administrative Region against Inno-Tech for principal sum of HK\$195,000. On 9 September 2020, Inno-Tech was ordered to be wound up by the High Court of Hong Kong Special Administrative Region in HCCW 82/2020 and the Official Receiver was appointed as the provisional liquidator. Mr. Tsang confirmed that he was not a party to such winding-up petition and is not aware of any actual or potential claim that has been or will be made against him as a result thereof.

Save as disclosed above, he does not as at the Latest Practicable Date nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service and emoluments*

Mr. Tsang has entered into an appointment letter with the Company for an initial term of three years commencing from 22 September 2023 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Tsang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The aggregate amount of remuneration paid to Mr. Tsang for the year ended 31 March 2024 is approximately HK\$63,000 as set out in note 12 to the financial statements for the year ended 31 March 2024 in the Company's annual report. The remuneration of Mr. Tsang has been reviewed by the Remuneration Committee and was determined by the Board with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. Mr. Tsang's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

*Relationships*

Mr. Tsang does not have any relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders.

*Interest in Shares*

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

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Tsang involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

**4. Ms. Wu Kin Yi (胡健兒)***Position and experience*

Ms. Wu Kin Yi ("**Ms. Wu**") Ms. Wu, aged 37, is an independent non-executive Director appointed on 15 February 2024. She is the Chairlady of the Remuneration Committee and a member of Audit Committee, Nomination Committee and Environmental, Social and Governance Committee.

Ms. Wu is currently the sole practitioner of Dynamic Dragons & Co, a CPA firm which provides auditing and accounting services in Hong Kong. Ms. Wu also has profound experience in business operations and management in which she is the owner of an education center in Hong Kong which has been established in 2012. Ms. Wu worked at KPMG China from July 2009 to June 2013 as an auditor with her final position as an assistant audit manager.

Ms. Wu obtained her bachelor degree of Arts majoring in International Trading and Economics from Peking University in July 2009. Ms. Wu is also a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, she does not as at the Latest Practicable Date nor did she in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Length of service and emoluments***

Ms. Wu has entered into an appointment letter with the Company for an initial term of three years commencing from 15 February 2024 subject to termination in certain circumstances as stipulated in the appointment letter. Ms. Wu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The aggregate amount of remuneration paid to Ms. Wu for the year ended 31 March 2024 is approximately HK\$15,000 as set out in note 12 to the financial statements for the year ended 31 March 2024 in the Company's annual report. The remuneration of Ms. Wu has been reviewed by the Remuneration Committee and was determined by the Board with reference to her general duties and responsibilities and the prevailing market conditions. Ms. Wu's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

***Relationships***

Ms. Wu does not have any relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders.

***Interest in Shares***

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

Save as disclosed above, there is no information which is discloseable nor is/was Ms. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements under rule 13.51(2) of the Listing Rules and there are no other matters concerning her that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **Skymission Group Holdings Limited**

### **天任集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1429)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Skymission Group Holdings Limited (the “Company”) will be held at Flat 3, 7/F., Yuen Long Trade Centre, 99-109 Castle Peak Road, Yuen Long, New Territories, Hong Kong on Friday, 20 September 2024 at 10:00 a.m. for the following purposes:

#### ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor of the Company for the year ended 31 March 2024.
2.
  - (a) To re-elect Mr. Leung Chau Ming as an executive director of the Company;
  - (b) To re-elect Mr. Tang Tsz Tsun as an independent non-executive director of the Company;
  - (c) To re-lect Mr. Tsang Ho Yin as an independent non-executive director of the Company;
  - (d) To re-elect Ms. Wu Kin Yi as an independent non-executive director of the Company; and
  - (e) To authorise the board of directors of the Company to fix the remuneration of directors.
3. To re-appoint Asian Alliance (HK) CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

4. 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 and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares or securities in the capital of the Company and to make or grant offers and agreements 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 of the Company during the Relevant Period (as hereinafter defined) to make or grant offers and agreements which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares or securities allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any convertible securities or similar rights which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement 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; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities by way of rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

Any reference to an allotment, issue, grant or dealing of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

5. 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 of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

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

“**THAT** subject to the passing of the resolutions numbers 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued Shares or securities pursuant to resolution number 4 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution number 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the said resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By Order of the Board  
**Skymission Group Holdings Limited**  
**Leung Yam Cheung**  
*Chairman and Chief Executive Officer*

Hong Kong, 29 August 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.

In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or the adjourned meeting (as the case may be).

- (2) Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.
- (3) The register of members will be closed from Monday, 16 September 2024 to Friday, 20 September 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 13 September 2024.
- (4) With regard to Resolution no. 2 in this notice, the board of directors of the Company proposes that the directors of the Company, namely Mr. Leung Chau Ming, Mr. Tang Tsz Tsun, Mr. Tsang Ho Yin and Ms. Wu Kin Yi be re-elected as directors of the Company. Particulars of the said directors of the Company are set out in Appendix II to the circular to the shareholders of the Company dated 29 August 2024.
- (5) An explanatory statement containing further details regarding Resolution no. 5 as required by the Stock Exchange is set out in Appendix I to the circular to the shareholders of the Company dated 29 August 2024.
- (6) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), all votes of shareholders at the AGM will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

*As at the date of this notice, the Board comprises Mr. Leung Yam Cheung, Mr. Leung Wing Chun and Mr. Leung Chau Ming as executive Directors; Mr. Yau Sheung Hang as non-executive Director; and Mr. Tang Tsz Tsun, Mr. Tsang Ho Yin and Ms. Wu Kin Yi as independent non-executive Directors.*