

---

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

---

If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 HKE Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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.



**(1) PROPOSAL FOR GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES AND EXTENSION OF ISSUE MANDATE;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the AGM to be held at 3:00 p.m. on 27 November 2024 at Unit 2414-2416, 24/F, China Merchants Tower Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong is set out on pages 19 to 23 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

**No food and beverage services and no distribution of gifts at the AGM.**

---

## TABLE OF CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
 <b>LETTER FROM THE BOARD</b>	
Introduction .....	4
General Mandates to Issue and Repurchase Shares .....	5
Extension of Issue Mandate .....	5
Re-election of Retiring Directors .....	6
AGM .....	7
Closure of Register of Members .....	8
Recommendation .....	8
Responsibility Statement .....	8
General .....	9
Miscellaneous .....	9
 <b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	 10
 <b>APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED                     FOR RE-ELECTION AT THE AGM</b> .....	  14
 <b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	 19

---

## DEFINITIONS

---

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

“2023 AGM”	the annual general meeting of the Company held on 28 November 2023
“AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on 27 November 2024 at Unit 2414-2416, 24/F, China Merchants Tower Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong or any adjournment thereof
“Articles of Association”	the second amended and restated articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associates”	has the meaning as defined under the Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	HKE Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 18 August 2017 and the issued Shares of which are listed on the Main Board
“core connected person(s)”	has the meaning as defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“Flourish Nation”	Flourish Nation Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability and it is wholly owned by Mr. Lin Ho Man, an executive Director
“Group”	the Company and its subsidiaries

---

## DEFINITIONS

---

“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
“Issue Mandate”	the unconditional general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of passing the relevant ordinary resolution granting such mandate
“Latest Practicable Date”	16 October 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the unconditional general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares of not exceeding 10% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of passing of the relevant resolution granting such mandate

---

## DEFINITIONS

---

“Retiring Directors”	Mr. Lin Ho Man, Mr. Cheng Yiu Mo, Mr. Lim Kai Jia Kesley and Mr. Zhou Peng, the Directors who shall retire from office at the AGM pursuant to Articles 108 and 112 of the Articles of Association, respectively
“S\$”	Singapore dollars, the lawful currency of Singapore
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

---

## LETTER FROM THE BOARD

---



# HKE Holdings Limited

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

**(Stock Code: 1726)**

*Executive Directors:*

Mr. Lin Ho Man (*Chairman*)  
Mr. Tsang Wing Fung  
Mr. Koh Lee Huat  
Mr. Zhou Peng

*Registered Office:*

Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Non-executive Directors:*

Mr. Cheng Yiu Mo  
Mr. Lim Kai Jia Kesley

*Head Office and Principal Place of  
Business in Hong Kong:*

Unit 2414-2416, 24/F  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Independent Non-Executive Directors:*

Mr. Siu Man Ho Simon  
Prof. Pong Kam Keung  
Mr. Cheung Kwok Yan Wilfred

24 October 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSAL FOR GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES AND EXTENSION OF ISSUE MANDATE;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purposes of this circular are to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting of the Issue Mandate and Repurchase Mandate; (ii) the extension of the Issue Mandate; and (iii) the re-election of Retiring Directors and to give you the notice of the AGM.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND EXTENSION OF ISSUE MANDATE

Given that the Company's existing general mandate to allot, issue and deal with Shares, and existing mandate to repurchase Shares, granted to the Directors by the Shareholders at the 2023 AGM will lapse at the conclusion of the AGM, ordinary resolutions will be proposed at the AGM for the Shareholders to consider and approve:

- (a) the granting of the Issue Mandate so that the Directors will be able to allot, issue and deal with up to a total of 215,226,704 Shares, representing 20% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of passing of the resolution in relation thereto if the Issue Mandate is granted at the AGM (based on 1,076,133,524 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM);
- (b) the granting of the Repurchase Mandate so that the Directors are authorised to repurchase Shares on the Stock Exchange up to a total of 107,613,352 Shares, representing 10% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of passing of the resolution in relation thereto (subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 1,076,133,524 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); and
- (c) the extension of the Issue Mandate by including number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate).

Each of the Issue Mandate and the Repurchase Mandate will continue in force 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 by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the date upon which such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

---

## LETTER FROM THE BOARD

---

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

### RE-ELECTION OF RETIRING DIRECTORS

#### Retirement of Directors

The Board currently comprises nine members, including four executive Directors, namely, Mr. Lin Ho Man, Mr. Tsang Wing Fung, Mr. Koh Lee Huat and Mr. Zhou Peng, two non-executive Directors, namely, Mr. Cheng Yiu Mo and Mr. Lim Kai Jia Kesley and three independent non-executive Directors, namely, Mr. Siu Man Ho Simon, Prof. Pong Kam Keung and Mr. Cheung Kwok Yan Wilfred.

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, at the AGM, the Directors, namely, Mr. Lin Ho Man, an executive Director and Mr. Cheng Yiu Mo and Mr. Lim Kai Jia Kesley, both non-executive Directors, will retire from office and, being eligible, will offer themselves for re-election.

In accordance with Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election and any Director appointed under Article 112 shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.



---

## LETTER FROM THE BOARD

---

Accordingly, at the AGM, Mr. Zhou Peng, an executive Director, will retire from office and, being eligible, will offer himself for re-election.

The biographical details of each of the Retiring Directors 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 Rule.

### **Recommendation of the Nomination Committee**

The Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the nomination policy and the board diversity policy of the Company, evaluated the performance of each of the Retiring Directors and found each of their performance satisfactory.

Therefore, with the recommendation of the Nomination Committee, the Board has proposed all the Retiring Directors to stand for re-election as Directors at the AGM.

As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

### **AGM**

The notice of the AGM is set out on pages 19 to 23 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general 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. Therefore, all resolutions proposed at the AGM shall be voted by poll. An

---

## LETTER FROM THE BOARD

---

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.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the rights to attend and vote at the AGM, the register of shareholders of the Company will be closed from 22 November 2024 to 27 November 2024 (both days inclusive), during which period no transfer of the Shares will be registered. In order to be entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on 21 November 2024.

### **RECOMMENDATION**

The Directors believe that the proposed resolutions at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

### **RESPONSIBILITY STATEMENT**

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

---

## LETTER FROM THE BOARD

---

### GENERAL

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

### MISCELLANEOUS

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

Yours faithfully,  
By Order of the Board  
**HKE Holdings Limited**  
**Lin Ho Man**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,076,133,524 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 107,613,352 Shares, representing 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution. The Repurchase Mandate will end on 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 by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

## **2. REASONS FOR THE REPURCHASE**

The Directors 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 market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

## **3. SOURCE OF FUNDS**

In repurchasing Shares, the Company will only apply funds legally available for such purposes in accordance with the Articles of Association, the Listing Rules, the Companies Act and the applicable laws and regulations of the Cayman Islands. The Company will not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**4. IMPACT ON WORKING CAPITAL OR GEARING POSITION OF THE COMPANY**

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company as compared with that as at 30 June 2024, being the date of its most recent published audited consolidated accounts. The Directors do not, however, intend to make repurchase to such extent as would, in circumstances, have a material adverse impact on the working capital or gearing position of the Company.

**5. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE CORE CONNECTED PERSONS OF THE COMPANY**

To the best knowledge of the Board and having made all reasonable enquiries, none of the Directors (or their respective close associates) nor the core connected persons of the Company have any present intention to sell any Shares to the Company or have undertaken not to sell any of the shares held by them to the Company if the Repurchase Mandate is approved by the Shareholders.

**6. DIRECTORS' UNDERTAKING**

The Directors will exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands so far as the same may be applicable.

**7. EFFECT OF THE TAKEOVERS CODE**

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

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, 568,000,000 Shares are held by Flourish Nation, representing approximately 52.78% of the issued share capital of the Company. Flourish Nation is wholly-owned by Mr. Lin Ho Man. Mr. Lin Ho Man is deemed to be interested in the Shares in which Flourish Nation is interested under the SFO.

In the event that the Repurchase Mandate is exercised in full, the interest of Flourish Nation will increase to approximately 58.65% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

#### 8. 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 six months immediately prior to the Latest Practicable Date.

#### 9. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS OF THE COMPANY

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 do so in the event that the Repurchase Mandate is approved by the Shareholders.

#### 10. SHARE PRICES

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

	Share Prices	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
October	1.96	1.71
November	2.04	1.70
December	2.12	1.99
<b>2024</b>		
January	2.05	1.92
February	2.06	1.88
March	2.08	1.94
April	2.03	1.93
May	2.20	1.96
June	1.99	1.79
July	1.95	1.64
August	2.08	1.80
September	2.05	1.72
October (up to and including the Latest Practicable Date)	1.94	1.75

**11. STATUS OF REPURCHASED SHARES**

The Company has no present intention whether it may cancel any Shares it purchased through the Repurchase Mandate and/or hold them as treasury shares. The arrangement to deal with the repurchased Shares shall be subject to the market conditions and the capital management needs of the Company at the relevant time of the repurchases, and it will be in accordance with the compliance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Further disclosures will be made by the Company as and when there are any repurchase conducted by the Company through the Repurchase Mandate.

**12. COMPANY'S CONFIRMATION**

To the best knowledge of the Company, the Company confirms that neither the explanatory statement set out in this circular nor the proposed Share repurchase under the Repurchase Mandate has any unusual features.

---

## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

---

*The following are the particulars of the Retiring Directors who retire and, being eligible, will offer themselves for re-election at the AGM:*

**Mr. Lin Ho Man (連浩民), (“Mr. Lin”)**, aged 32, was appointed as the chairman of the Board (the “**Chairman**”) and a non-executive Director on 1 June 2021, and was redesignated as an executive Director on 19 January 2022. He is also a director of certain subsidiaries of the Company. He has extensive experience in investment and management in various companies. Mr. Lin is the founder of Monmonkey Group Holdings Limited (the “**Monmonkey Group**”), Monmonkey Group’s vision is to become a financial technology enterprise that provides one-stop financial services, Monmonkey Group is holding the SFC licence for Types 1 and 4 regulated activities. Mr. Lin is also the chairman of Ever Royal International Limited with its major business engaged in overseas real estate investment.

Other than the positions described above, he is also a member of the third sector of the 2021 Election Committee of the Government of the Hong Kong Special Administrative Region, a member of the 13th committee of the All-China Youth Federation, a council member of the 7th of the Kwun Tong District Council, vice chairman of Tianjin Youth Federation, the executive vice-chairman of Hong Kong Youth Patriotic Education Foundation Company Limited, chief president of the 9th Kowloon Federation of Associations, a member of the 64th Personal Data (Privacy) Advisory Committee of the Office of the Privacy Commissioner for Personal Data, Hong Kong, a member of the year 2024/2025 of Tung Wah Group of Hospitals Advisory Board, vice-chairman of the 3rd-6th executive committee cum deputy director of the 6th Social Affairs Committee of the Hong Kong CPPCC Youth Association, a member of the Advisory Board on Culture Studies (2022-2025) of Lingnan University, the 2nd executive vice-chairman of the board of Hong Kong Volunteers Federation, deputy secretary general of the 11th-15th of The Y. Elites Association, a member of the 12th Committee of the Jiangsu Youth Federation, the executive director of the 29th-31st Hong Kong United Youth Association, the vice chairman and a secretary general of The Youth Encouragement Foundation, honorary director of the University of Hong Kong Foundation, a member of the Post-Release Supervision Board of the Security Bureau, a member of District Fight Crime Committee (Kwun Tong District), honorary president of Customer YES of the Customs and Excise Department and a member of the 53rd Hong Kong Chiu Chow Chamber of Commerce. Mr. Lin is awarded Medal of Honour (MH) in recognition of his dedicated and valuable contributions to charity work and youth development in year 2023 under The Hong Kong Special Administrative Region Honours and Awards System.



---

## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

---

Mr. Lin entered into a service agreement with the Company for a term of three years as an executive Director commencing from 19 January 2022 and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual director's emoluments payable to Mr. Lin is HK\$660,000, which was determined by the Board upon recommendations by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions and practice.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Lin had notified the Company of his interests in 1,050,000 share options granted under the share option scheme of the Company, and was deemed to be interested in 568,000,000 shares of the Company being held by Flourish Nation Enterprises Limited, which is wholly owned by Mr. Lin, representing approximately 52.88% of the issued share capital of the Company.

Save as disclosed above, Mr. Lin (i) did not hold any other directorship in any other listed public companies in Hong Kong or overseas in the last three years; (ii) does not have other major appointments and professional qualifications; and (iii) does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**Mr. Cheng Yiu Mo (鄭耀武) ("Mr. Cheng")**, aged 60, was appointed as a non-executive Director on 19 January 2022. Mr. Cheng has extensive experience in Hong Kong law enforcement and international anti-money laundering, and would bring valuable contributions to the compliance matters of both the Engineering Business and the FinTech Platform Business of the Group. Mr. Cheng has been an executive director of Parklin Consultancy Limited, a company engages in anti-money laundering ("AML"), financial crime consultancy and investigative services, since April 2019. Mr. Cheng retired from the Hong Kong Police Force ("HKPF") in September 2018 with his last position as an assistant commissioner of police. During his service with HKPF, Mr. Cheng was the head of the joint financial intelligence unit of Hong Kong and led the financial investigations unit of the HKPF between 2007 and 2010, during which he oversaw major money laundering investigations, held regular AML trainings for local and overseas law enforcement agents and financial regulators, and organized a series of capacity building

---

## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

---

initiatives for financial institutions and designated non-financial businesses and professions. He was seconded to the Hong Kong Government Secretariat from 2006 to 2007 where he coordinated the legislative and operational efforts of government departments and regulators on AML, as well as prepared the Financial Action Task Force mutual evaluation on Hong Kong in 2008. He was a member of the Global Agenda Council on Organized Crime of the World Economic Forum from 2012 to 2015. Mr. Cheng was the council member of the Wildlife Justice Commission between 2015 and 2023 and was the member of the Supervisory Board of the Commission between 2022 and 2023. Mr. Cheng obtained a bachelor's degree in Science and a master's degree in Public Administration from the University of Hong Kong in 1986 and 2004, respectively.

Mr. Cheng entered into a letter of appointment with the Company, pursuant to which Mr. Cheng was appointed for a term of one year commencing from 19 January 2022 and shall continue yearly thereafter until being terminated by not less than one month's written notice served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual director's fee payable to Mr. Cheng under the letter of appointment is HK\$360,000, which was determined by the Board upon recommendations by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions and practice.

Save as disclosed above, Mr. Cheng (i) did not hold any directorships in any other listed public company in Hong Kong or overseas in the last three years; (ii) does not have other major appointments and professional qualifications; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

According to the information received by the Company and as at the Latest Practicable Date, Mr. Cheng does not have any interest or short position in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Cheng that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

---

## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

---

Mr. Lim Kai Jia Kesley (林凱佳) (“Mr. Lim”), aged 28, was appointed as a non-executive Director on 19 January 2022. Mr. Lim has been a director of a family office based in the Republic of Singapore (the “Singapore”) since 2018. He has approximately six years of experience in venture capital, private equity and investment banking across Southeast Asia (“SEA”). Mr. Lim has been sitting as an advisory board member of 9 Basil Private Equity Fund, an independent funds management business operating a SEA private equity platform with a focus in Thailand. Mr. Lim resigned as Venture Partner to Teja Ventures in July 2023, a Singapore-based venture capital fund management business with a focus across SEA. Mr. Lim graduated from Loyola Marymount University in Los Angeles, the USA, with a bachelor’s degree in finance in 2017.

Mr. Lim entered into a letter of appointment with the Company, pursuant to which Mr. Lim was appointed for a term of one year commencing from 19 January 2022 and shall continue yearly thereafter until being terminated by not less than one month’s written notice served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual director’s fee payable to Mr. Lim under the letter of appointment is HK\$360,000, which was determined by the Board upon recommendations by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions and practice.

Save as disclosed above, Mr. Lim (i) did not hold any directorships in any other listed public companies in Hong Kong or overseas in the last three years; (ii) does not have other major appointments and professional qualifications; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

According to the information received by the Company and as at the Latest Practicable Date, Mr. Lim does not have any interest or short position in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Lim that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

---

## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

---

**Mr. Zhou Peng (周鵬) (“Mr. Zhou”)**, aged 47, was appointed as an executive Director on 1 August 2024. Mr. Zhou is the founder of Deep Blue Ridge Capital (“**DBR Capital**”), a multi-strategy investment firm based in Hong Kong. Mr. Zhou has 20 years of experience in global mergers and acquisitions and capital markets. Before founding DBR Capital, Mr. Zhou worked with Deutsche Bank (Hong Kong) and Credit Suisse (New York), cooperating with the world’s top institutional and corporate clients to complete many cross-industry and cross-product transactions. Mr. Zhou’s career started at the Bank of China. Mr. Zhou is currently an independent non-executive director of China Resources Medical Holdings Company Limited (1515.HK). He holds a master’s degree in business administration from Columbia University in New York.

Mr. Zhou entered into a service agreement with the Company for an initial term of three years commencing from 1 August 2024 and the service agreement may be terminated by not less than three months’ written notice served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

The annual remuneration including fixed basic annual salary and director’s fee payable to Mr. Zhou under the service agreement is HK\$2,600,000, and he is entitled to a one-off lump sum of committed bonus of HK\$1,300,000 payable after 12 months from 1 August 2024, which was determined by the Board upon recommendations by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions and practice.

Save as disclosed above, Mr. Zhou (i) did not hold any directorships in any other listed public companies in Hong Kong or overseas in the last three years; (ii) does not have other major appointments and professional qualifications; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

According to the information received by the Company and as at the Latest Practicable Date, Mr. Zhou does not have any interest or short position in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### **HKE Holdings Limited**

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

**(Stock Code: 1726)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of HKE Holdings Limited (the “**Company**”) will be held at 3:00 p.m. on 27 November 2024 at Unit 2414-2416, 24/F, China Merchants Tower Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements, the report of the directors of the Company (the “**Directors**” and each a “**Director**”) and the independent auditor’s report of the Company and its subsidiaries for the year ended 30 June 2024.
2.
  - (A) To re-elect Mr. Lin Ho Man as executive Director;
  - (B) To re-elect Mr. Cheng Yiu Mo as non-executive Director;
  - (C) To re-elect Mr. Lim Kai Jia Kesley as non-executive Director;
  - (D) To re-elect Mr. Zhou Peng as executive Director; and
  - (E) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Zhonghui Anda CPA Limited as the independent auditor of the Company and to authorise the Board to fix their remuneration.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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

(A) “**THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 additional shares (including the sale or transfer of treasury shares, if any) in the share capital of the Company or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or 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 shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors (including the sale or transfer of treasury shares, if any) pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for shares of the Company; (iv) the exercise of options granted under any share option scheme of the Company or similar arrangement for the time being adopted by the Company; or (v) any issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the second amended and restated articles of association of the Company, shall not exceed 20% of the aggregate number of shares of the Company (excluding treasury shares, if any) in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the second amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“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 of the Company 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).”

- (B) **“THAT:**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the applicable laws and requirements of the Listing Rules, the Securities and Future Commission or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of issued shares of the Company (excluding treasury shares, if any) 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 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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the second amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) above being passed, the unconditional general mandate referred to in the resolution numbered 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company pursuant to the unconditional general mandate referred to in the resolution numbered 4(B) above, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company (excluding treasury shares, if any) in issue as at the date of passing of this resolution.”

By Order of the Board  
**HKE Holdings Limited**  
**Lin Ho Man**  
*Chairman and Executive Director*

Hong Kong, 24 October 2024



---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Head Office and Principal Place of Business in Hong Kong:*

Unit 2414-2416, 24/F

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

*Notes:*

1. Any shareholder of the Company ("**Shareholder**") entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and vote on behalf of him/her/it. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. A proxy needs not be a Shareholder.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share of the Company as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint registered holder(s).
3. In order to be valid, the form of proxy must be deposited together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
4. For the purpose of determining the rights to attend and vote at the AGM, the register of members of the Company will be closed from 22 November 2024 to 27 November 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on 21 November 2024.
5. The mandates referred in the resolutions 4(A) and 4(B) above are mandates as contemplated by articles 67(vi) and 67(vii) of the second amended and restated articles of association of the Company, respectively.
6. There will be no food and beverage services and no distribution of gifts at the AGM.