**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 to be taken, you should consult a 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 Affluent Foundation Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# Affluent Foundation Holdings Limited
# 俊裕地基集團有限公司

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

**(Stock Code: 1757)**

## PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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Capitalised terms used in this circular shall have the meaning as set out in the section headed "Definitions" of this circular.

A notice convening the AGM of Affluent Foundation Holdings Limited to be held at Chairman's Place, M/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 20 August 2025 at 2:00 p.m., at which, among other things, the above proposals will be considered, is set out on pages 15 to 19 of this circular.

A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before (i.e. Monday, 18 August 2025 at 2:00 p.m.) the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

23 July 2025

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

| | |
|---|---|
| "2024 AGM" | the annual general meeting of the Company held on 13 August 2024 |
| "AGM" | the annual general meeting of the Company to be convened and held at Chairman's Place, M/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 20 August 2025 at 2:00 p.m. |
| "Articles" or "Articles of Association" | the articles of association of the Company as amended from time to time by resolution of the Shareholders |
| "Board" | the board of Directors |
| "CCASS" | the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system |
| "close associate(s)" | has the meaning as defined under the Listing Rules |
| "Company" | Affluent Foundation Holdings Limited (俊裕地基集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 2 June 2017 |
| "core connected person(s)" | has the meaning as defined under the Listing Rules |
| "Director(s)" | director(s) of the Company |
| "Group" | the Company and its subsidiaries |
| "HK$" and "cents" | Hong Kong dollars and cents, 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 unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) of not exceeding 20% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting such mandate |
| "Latest Practicable Date" | 16 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| "Listing Date" | 7 June 2018, being the date of listing of Shares on the Stock Exchange |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "Repurchase Mandate" | a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares of not exceeding 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting such mandate |
| "SFO" | Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) |
| "Share(s)" | ordinary share(s) of nominal or par value of HK$0.01 each in the share capital of the Company |
| "Shareholder(s)" | holder(s) of the Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | the Code on Takeovers and Mergers as approved by the Securities and Futures Commission in Hong Kong, as amended from time to time |
| "Treasury Shares" | has the same meaning as defined in the Listing Rules, as amended from time to time |
| "%" | per cent. |

# Affluent Foundation Holdings Limited
# 俊裕地基集團有限公司

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

**(Stock Code: 1757)**

*Executive Directors:*
Mr. Chan Siu Cheong *(Chairman and Chief Executive Officer)*
Mr. Sin Ka Pong
Ms. Chan Mei Po

*Independent Non-Executive Directors:*
Mr. Ho Chi Wai
Mr. Cheung Kwok Yan Wilfred
Mr. Lau Leong Ho

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

*Principal Place of Business in Hong Kong:*
Unit 903–905, 9/F
The Octagon
No. 6 Sha Tsui Road
Tsuen Wan
New Territories
Hong Kong

23 July 2025

*To the Shareholders*

Dear Sir or Madam,

## PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

### INTRODUCTION

The purpose of this circular is 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 to the Directors the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the retiring Directors.

## ISSUE MANDATE

Given that the general mandate granted to the Directors to allot, issue and deal with Shares (including any sale or transfer of any Treasury Shares out of treasury) by the Shareholders at the 2024 AGM will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 1,200,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) to allot, issue and deal with up to a total of 240,000,000 Shares (including any sale or transfer of any Treasury Shares out of treasury), being 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate, if granted at the AGM, will remain in effect 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 or any applicable laws of the Cayman Islands to be held; and (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

## REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares by the Shareholders at the 2024 AGM will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 1,200,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 120,000,000 Shares, being 10% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will remain in effect 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 or any applicable laws of the Cayman Islands to be held; and (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company. An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the relevant information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

With reference to the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

## EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

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

## RE-ELECTION OF DIRECTORS

### Retirement of Directors

The Board currently comprises six members, including three executive Directors, namely Mr. Chan Siu Cheong, Mr. Sin Ka Pong and Ms. Chan Mei Po, and three independent non-executive Directors, namely Mr. Ho Chi Wai, Mr. Cheung Kwok Yan Wilfred and Mr. Lau Leong Ho.

Pursuant to Article 112 of the Articles, since Ms. Chan Mei Po ("**Ms. Chan**") was appointed as an executive Director on 11 December 2024, she shall hold office until the AGM and be eligible for re-election at the AGM.

In accordance with Article 108(a) of the Articles, 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, Mr. Ho Chi Wai (together with Ms. Chan, the "**Retiring Directors**") will retire from office at the AGM and, being eligible, offer himself for re-election.

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

### Recommendation of the Nomination Committee

The Board and the nomination committee of the Company (the "**Nomination Committee**") have reviewed and assessed the annual confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and formed the view that all of them remain independent.

The Nomination Committee had evaluated the performance of each of other Retiring Directors for the year ended 31 March 2025 and found their performance satisfactory.

The Nomination Committee has also reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the

Company's policy for the nomination of Directors as set forth in the terms of reference of the Nomination Committee, the Company's corporate strategy, and the independence of all independent non-executive Directors. Therefore, the Nomination Committee nominated the Retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that both the Retiring Directors stand for re-election as Directors at the AGM. Each of the Retiring Directors will be abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

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

## ANNUAL GENERAL MEETING

Set out on pages 15 to 19 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the Retiring Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM in person, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not less than 48 hours before (i.e. Monday, 18 August 2025 at 2:00 p.m.) the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall 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, 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 procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 15 August 2025 to Wednesday, 20 August 2025, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East

Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 August 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is 20 August 2025.

## 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.

## RECOMMENDATION

The Board considers that the ordinary resolutions in relation to, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors to the proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

## GENERAL

Your attention is also drawn to the appendices to this circular.

## MISCELLANEOUS

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

By Order of the Board
**Affluent Foundation Holdings Limited**
**Chan Siu Cheong**
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.*

## 1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

## 2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,200,000,000 Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate, 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 passing such resolution at the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 120,000,000 Shares, representing 10% of the existing issued Shares (excluding any Treasury Shares) as at the date of passing the relevant resolution. The Repurchase Mandate, if granted at the AGM, will remain in effect 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 or any applicable laws of the Cayman Islands to be held; and (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

## 3. REASONS FOR REPURCHASES

Although the Directors have no present intention to repurchase any Shares, the Directors believe that the Repurchase Mandate is in the best 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 asset value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

## 4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of Shares will be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules.

## 5. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position of the Company as at 31 March 2025 (being the date to which the latest published audited consolidated financial statements of the Company) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

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 or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

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

| | **Shares** | |
|---|---|---|
| | **Highest** | **Lowest** |
| | *HK$* | *HK$* |
| **2024** | | |
| July* | – | – |
| August | 0.170 | 0.125 |
| September | 0.160 | 0.150 |
| October | 1.600 | 0.140 |
| November* | – | – |
| December | 0.144 | 0.092 |
| **2025** | | |
| January | 0.126 | 0.126 |
| February | 0.130 | 0.091 |
| March | 0.102 | 0.100 |
| April | 0.169 | 0.100 |
| May | 0.169 | 0.123 |
| June | 0.150 | 0.146 |
| July (up to the Latest Practicable Date) | 0.124 | 0.112 |

* There was no trading of Shares during the month.

## 7. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors, so far as the same may be applicable, will make repurchase pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules, and all applicable laws of the Cayman Islands from time to time in force.

The Directors confirm that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable 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 would not (or would 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.

## 8. CORE CONNECTED PERSON

No core connected person 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.

## 9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company, and depending on the level of increase of the shareholders' interests, may 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, 900,000,000 Shares are held by Oriental Castle Group Limited, representing 75% of our entire issued share capital of the Company. Oriental Castle Group Limited is beneficially owned as to 90% by Mr. Chan Siu Cheong and 10% by Ms. Chu Wai Ling (Oriental Castle Group Limited, Mr. Chan Siu Cheong and Ms. Chu Wai Ling are collectively referred to as the "**Controlling Shareholders**"). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of the Controlling Shareholders would be increased from 75% to approximately 83.33% of the total number of Shares in issue. Such increase would not give rise to any general offer obligation under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

## 10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

*The following set out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM.*

**Ms. CHAN Mei Po (陳美寶)** ("**Ms. Chan**"), aged 59, was appointed as an executive Director on 11 December 2024. She is also a member of the Nomination Committee. She has over 20 years of experience in internal account and audit, office administration and human resources management. Ms. Chan joined our Group since 2015 as the human resources manager and has been mainly responsible for general office administration and managing human resources. Prior joining our Group, Ms. Chan worked at Pacific Resources Export Limited as an accountant from 1995 to 2003 where she gained experience preparing and reviewing monthly, quarterly and annual financial statements, performing variance analysis and monitoring the budget performances, and collaborating with various cross-functional teams to assess financial risks and opportunities. Ms. Chan then gained further experiences in administrative and human resources management when she worked in a subsidiary of Great Wall Technology Company Limited (a former listed company with its shares were traded on the Main Board of The Stock Exchange of Hong Kong Limited, stock code: 74) from 2003 to 2015. Ms. Chan graduated from high school and obtained qualifications from the Association of Accounting Technicians (AAT) in Hong Kong. Ms. Chan is the niece of Mr. Chan Siu Cheong, the chairman of the Board, the chief executive officer, an executive Director, and a controlling shareholder of the Company.

Ms. Chan signed a service contract with the Company for an initial term of three years commencing from 11 December 2024, which will continue until terminated by not less than three months' written notice served by either party on the other (or payment in lieu of notice) or in accordance with other termination provisions set out in the service contract. Ms. Chan is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Chan will receive a director's fee of HK$960,000 per annum, which was recommended and approved by the remuneration committee with reference to her duties, work experience, responsibilities as well as the prevailing market conditions.

As at the Latest Practicable Date, Ms. Chan does not have any interests in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan confirmed that (i) she has not held any other directorship in other listed public company in Hong Kong or overseas during the past three years preceding the Latest Practicable Date; (ii) she does not hold any other positions with the Company or any of its subsidiaries; (iii) she does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (each as defined under the Listing Rules) of the Company; and (iv) there are no other matters in relation to the re-election of Ms. Chan as an executive Director that need to be brought to the attention of the shareholders of the Company and the Stock Exchange, and there is no other information required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. HO Chi Wai (何志威)** ("**Mr. Ho**"), aged 51, was appointed as an independent non-executive Director on 13 May 2018. He is also the chairman of the audit committee and a member of the nomination committee of the Company. He is primarily responsible for providing independent judgment to bear on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of our Group.

Mr. Ho is currently a partner of SRF Partners & Co., CPAs. He obtained a Bachelor of Business Administration degree from Lingnan University (formerly known as Lingnan College) in November 1997 and a Master of Finance degree from Jinan University in December 2012. He is currently a practising certified public accountant of the Hong Kong Institute of Certified Public Accountants, a practising chartered tax adviser of the Taxation Institute of Hong Kong, a fellow member of the Taxation Institute of Hong Kong, a fellow member of the Association of International Accountants, and a fellow member of the Association of Chartered Certified Accountants. Mr. Ho has over 25 years of experience in audit assurance and business consulting. Prior to his own practice in 2012, Mr. Ho worked as an audit staff in a local accounting firm from 1997 to 2000, where he was promoted to an audit senior assistant in 1999. Mr. Ho joined a sizeable accounting firm as an audit senior in 2000 and from 2010 to 2011 he became a principal of the practice development department of the firm.

Mr. Ho is currently an independent non-executive director of Wai Chi Holdings Company Limited (stock code: 1305), the issued shares of which are listed on the Main Board and is an independent non-executive director of Hyfusin Group Holdings Limited (stock code: 8512), the issued shares of which are listed on GEM of the Stock Exchange. Mr. Ho was an independent non-executive director of Ming Kei Holdings Limited (now known as Capital Finance Holdings Limited) (stock code: 8239, a company listed on GEM of the Stock Exchange) from June 2012 to October 2013.

Mr. Ho entered into an appointment letter with the Company on 14 May 2018 in relation to his appointment as an independent non-executive Director for an initial fixed term of one year commencing from the Listing Date and his appointment shall continue year to year which may be terminated by one party at any time by giving the other party at least one month's notice in writing or such shorter notice period as may be agreed between Mr. Ho and the Company and is subject to retirement and re-election in accordance with the Articles and termination provisions set out in the appointment letter. Under the appointment letter, Mr. Ho is entitled to a director's fee of HK$180,000 per annum.

As at the Latest Practicable Date, Mr. Ho does not have any interests in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, as at the Latest Practicable Date, Mr. Ho (i) has no past or present financial or other interests in the business of the Group, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (ii) that there are no other factors that may affect his independence.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ho confirmed that (i) he has not held any other directorship in other listed public company in Hong Kong or overseas during the past three years preceding the Latest Practicable Date; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (each as defined under the Listing Rules) of the Company; and (iv) there are no other matters in relation to the re-election of Mr. Ho as an independent non-executive Director that need to be brought to the attention of the shareholders of the Company and the Stock Exchange, and there is no other information required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules.

# Affluent Foundation Holdings Limited
# 俊裕地基集團有限公司

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

**(Stock Code: 1757)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Affluent Foundation Holdings Limited (the "**Company**") will be held at Chairman's Place, M/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 20 August 2025 at 2:00 p.m. (the "**Meeting**") for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditors of the Company and its subsidiaries for the year ended 31 March 2025;

2. (i) To re-elect Ms. Chan Mei Po as an executive director of the Company;

   (ii) To re-elect Mr. Ho Chi Wai as an independent non-executive director of the Company;

   (iii) To authorise the board (the "**Board**") of directors (the "**Directors**") of the Company to fix the remuneration of the Directors;

3. To re-appoint SFAI (HK) CPA Limited as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration;

and as special business, to consider and, if thought fit, pass with or without amendments, the following proposed resolutions numbered 4 to 6 as ordinary resolutions of the Company:

## ORDINARY RESOLUTIONS

4. "**THAT**:

   (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.01 each in the share capital of the Company (the "**Shares**") (including any sale or transfer of Treasury Shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") out of treasury), securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and 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 hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period (as hereinafter defined);

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (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; (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 in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the "**Articles**") of the Company in force from time to time, shall not exceed 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

"**Rights Issue**" means an offer of Shares or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of shares (other than any holders of Treasury Shares) whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence of any

restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).

Any reference to an allotment, issue, grant, offer or disposal 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, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.";

5. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, the SFC or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company."; and

6. "**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing this resolution.".

By Order of the Board
**Affluent Foundation Holdings Limited**
**Chan Siu Cheong**
*Chairman*

Hong Kong, 23 July 2025

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

*Principal Place of Business in Hong Kong:*
Unit 903–905, 9/F
The Octagon
No. 6 Sha Tsui Road
Tsuen Wan
New Territories
Hong Kong

*Notes:*

1. For the purpose of determining the eligibility of the shareholders of the Company entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 15 August 2025 to Wednesday, 20 August 2025, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant 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 for registration not later than 4:30 p.m. on Thursday, 14 August 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is 20 August 2025.

2. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and to vote on his/her behalf. A shareholder of the Company who is the holder of two or more shares in 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 of the Company.

3. In case of joint registered holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

4. This form of proxy must be completed and signed in writing under the hand of the appointor or of his attorney duly authorised in writing, or in case of a corporation, either under its common seal, or under the hand of an officer, attorney or other person authorised. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at 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 not less than 48 hours before (i.e. Monday, 18 August 2025 at 2:00 p.m.) the time fixed for holding of the Meeting or any adjournment thereof.

5. With respect to resolution no. 2 of this notice, Ms. Chan Mei Po and Mr. Ho Chi Wai shall retire from office of directorship and, being eligible, offer themselves for re-election in accordance with the Articles. Details of their information are set out in the circular of the Company dated 23 July 2025.

6. As at the date of this notice, the Board comprises Mr. Chan Siu Cheong, Mr. Sin Ka Pong and Ms. Chan Mei Po as executive Directors; and Mr. Ho Chi Wai, Mr. Cheung Kwok Yan Wilfred and Mr. Lau Leong Ho as independent non-executive Directors.

7. Completion and return of this form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting (or any adjournment thereof) if he/she/it so wishes and in such event, the instrument appoint a proxy shall be deemed to have been revoked.

8. Any voting at the Meeting shall be taken by poll.

9. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect any time after 12:00 noon on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the Company's website (https://www.hcho.com.hk) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.