
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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in **Frontier Services Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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FRONTIER SERVICES GROUP LIMITED

(先豐服務集團有限公司 *)

(incorporated in Bermuda with limited liability)

(Stock Code: 00500)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice of the Special General Meeting to be held at Suite 3902, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Thursday, 17 September 2020 at 10:00 a.m. is set out on pages 6 to 8 of this circular. A form of proxy for use by the Shareholders at the Special General Meeting is enclosed. If you intend to attend the Special General Meeting in person, please complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrars of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Special General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjourned meeting thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

Please see page 8 of this circular for measures to be taken for preventing and controlling the spread of the Novel Coronavirus (COVID-19) at the Special General Meeting, including:

- compulsory body temperature checks and health declarations
- compulsory wearing of a surgical face mask for each attendee
- no refreshment will be served

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

* For identification purposes only

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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.

DEFINITIONS

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

“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	Frontier Services Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 Shares to HK\$600,000,000 divided into 6,000,000,000 Shares by the creation of additional 3,000,000,000 Shares
“Latest Practicable Date”	25 August 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Special General Meeting” the special general meeting of the Company to be held at Suite 3902, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Thursday, 17 September 2020 at 10:00 a.m., or any adjournment thereof (or as the case may be)

“Stock Exchange” The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



FRONTIER SERVICES GROUP LIMITED

(先豐服務集團有限公司*)

(incorporated in Bermuda with limited liability)

(Stock Code: 00500)

Non-executive Directors:

Mr. Chang Zhenming (*Chairman*)

Mr. Zhang Yichen

Mr. Fei Yiping

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Executive Directors:

Mr. Erik D. Prince (*Deputy Chairman*)

Mr. Ko Chun Shun, Johnson (*Deputy Chairman*)

Mr. Luo Ning (*Deputy Chairman*)

Dr. Hua Dongyi (*Chief Executive Officer*)

Principal place of business

in Hong Kong:

Suite 3902, 39/F,

Far East Finance Centre

16 Harbour Road

Admiralty

Hong Kong

Independent Non-executive Directors:

Mr. Yap Fat Suan, Henry

Mr. Cui Ligu

Dr. Harold O. Demuren

1 September 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the Special General Meeting to enable you to make decisions on whether to vote for or against the resolution.

* *For identification purposes only*

LETTER FROM THE BOARD

At the Special General Meeting, a resolution, amongst others, will be proposed for the Shareholders to approve the proposed Increase in Authorised Share Capital.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes to increase the authorised share capital of the Company from HK\$300,000,000 to HK\$600,000,000 by the creation of an additional 3,000,000,000 Shares, all of which will rank pari passu with all existing Shares.

The existing authorised share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 Shares of par value of HK\$0.10 each, of which 2,344,818,660 Shares are in issue and 655,181,340 Shares are authorised but unissued as at the Latest Practicable Date. In addition, the Company has (i) 73,239,276 share options granted under the share option scheme of the Company remain outstanding; and (ii) preference shares in the outstanding principal amount of US\$15,000,000 (equivalent to approximately HK\$116,250,000) carrying the right to convert into up to 34,191,176 new Shares at the exercise price of HK\$3.40 per Share, as at the Latest Practicable Date.

To provide the Company with greater flexibility to issue new Shares for, including but not limited to, consideration of potential acquisition opportunities, fund raising, exercise of share options and granting of award share in the future as and when appropriate, the Board proposes the Increase in Authorised Share Capital and is of the view that the Increase in Authorised Share Capital is in the interest of the Company and its Shareholders as a whole.

Upon the Increase in Authorised Share Capital becoming effective and assuming no Shares are issued or repurchased from the Latest Practicable Date up to the date of the Special General Meeting to be convened on 17 September 2020, the authorised share capital of the Company will be HK\$600,000,000 divided into 6,000,000,000 Shares, with 2,344,818,660 Shares in issue and 3,655,181,340 Shares authorised but unissued.

The proposed Increase in Authorised Share Capital is subject to the approval by the Shareholders by way of an ordinary resolution at the Special General Meeting.

RECOMMENDATIONS

At the Special General Meeting, the resolution will be proposed for the Shareholders to approve the proposed Increase in Authorised Share Capital.

Pursuant to the Listing Rules the voting on the proposed resolution at the Special General Meeting will be taken by way of a poll.

LETTER FROM THE BOARD

The Directors consider that the proposed resolution at the Special General Meeting is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolution at the Special General Meeting.

A form of proxy for use by the Shareholders at the Special General Meeting is enclosed. Whether or not you intend to attend and vote at the Special General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrars of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Special General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjourned meeting thereof should you so wish.

Yours faithfully,
For and on behalf of the Board
Frontier Services Group Limited
Chan Kam Kwan, Jason
Company Secretary

NOTICE OF SPECIAL GENERAL MEETING



FRONTIER SERVICES GROUP LIMITED

(先豐服務集團有限公司*)

(incorporated in Bermuda with limited liability)

(Stock Code: 00500)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Frontier Services Group Limited (the “**Company**”) will be held at Suite 3902, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Thursday, 17 September 2020 at 10:00 a.m. (the “**Special General Meeting**”) for the following purposes:

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

ORDINARY RESOLUTION

“**THAT:**

1. the authorised share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$600,000,000 divided into 6,000,000,000 Shares by the creation of an additional 3,000,000,000 Shares (the “**Increase in Authorised Share Capital**”); and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By order of the Board
Frontier Services Group Limited
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 1 September 2020

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NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company’s branch share registrar in Hong Kong not later than 10:00 a.m. (Hong Kong time) on Tuesday, 15 September 2020. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The above meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.
5. Shareholders should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the non-executive Directors are Mr. Chang Zhenming (Chairman), Mr. Zhang Yichen and Mr. Fei Yiping; the executive Directors are Mr. Erik D. Prince (Deputy Chairman), Mr. Ko Chun Shun, Johnson (Deputy Chairman), Mr. Luo Ning (Deputy Chairman) and Dr. Hua Dongyi (Chief Executive Officer); and the independent non-executive Directors are Mr. Yap Fat Suan, Henry, Mr. Cui Ligu and Dr. Harold O. Demuren.

NOTICE OF SPECIAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Special General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company requires each attendee to wear a surgical face mask inside the meeting venue at all time, and to maintain a safe distance between seats.
- (iii) No refreshment will be served.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Special General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions will be denied entry into the meeting venue or be required to leave the meeting venue. The Company may report any attendee who violates the quarantine orders to the relevant government authority.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong or to our email at ir@fsgroup.com.

If any shareholder has any question relating to the meeting, please contact Tricor Tengis Limited, the Company's share registrar, as follows:

Tricor Tengis Limited

Level 54, Hopewell Centre

183 Queen's Road East, Hong Kong.

Email: is-enquiries@hk.tricorglobal.com

Tel: (852) 2980-1333

Fax: (852) 2810-8185