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

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer 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 **LI BAO GE GROUP LIMITED**, you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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利·寶·閣

**Li Bao Ge Group Limited**

**利寶閣集團有限公司**

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

**(Stock Code: 1869)**

**(1) PROPOSALS FOR RENEWAL OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES  
(2) RE-ELECTION OF RETIRING DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at Room B, 5/F, On Fat Industrial Building, 12–18 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong on Friday, 24 June 2022 at 10:00 a.m. is set out on pages 21 to 26 of this circular.

A form of proxy is enclosed with this circular. The Company reminds Shareholders who wish to exercise his/her/its voting rights that he/she/it is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to vote on the relevant resolution at the AGM. Please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).

Shareholders will be able to participate the AGM through electronic means. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion. For Shareholders who would like to participate the live webcast, they will need to register with the Company in advance. Please refer to the section "Special Arrangements and Precautionary Measures for the AGM" on pages 1 to 3 of the Circular for details.

13 May 2022

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## CONTENTS

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	<i>Page</i>
<b>Special Arrangements and Precautionary Measures for the AGM</b> .....	1
<b>Definitions</b> .....	4
<b>Letter from the Board</b> .....	6
<b>Appendix I — Explanatory Statement</b> .....	11
<b>Appendix II — Details of Directors proposed to be re-elected at the AGM</b> . . . .	15
<b>Notice of AGM</b> .....	21

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## SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE AGM

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### Attendance by electronic means

Due to the recent development of the COVID-19 pandemic, the Company will adopt the following special arrangements at the AGM:

- (a) The AGM will be held with the minimum number of persons present as is legally required to form a quorate meeting by Directors and/or other senior staff members who are Shareholders or proxy. No other Shareholder, proxy or corporate representative should attend the AGM in person. Shareholders will be able to participate the AGM through electronic means. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion. For Shareholders who would like to participate the live webcast, they will need to register with the Company in advance. Please refer to item (c) below.
- (b) If a Shareholder (other than those who are required to attend the AGM physically to form a quorate meeting) wishes to vote on any resolution at the AGM, he/she/it is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to exercise his/her/its right to vote at the AGM. Shareholders should specifically indicate how they wish to vote for or vote against the resolutions set out in the notice convening the AGM. In any event, Shareholders will not be deprived of their rights of voting on the resolution(s) to be proposed at the AGM (or any adjourned meeting thereof).
- (c) The AGM will be conducted through electronic means where all participants can participate and submit questions at the AGM. In order to do so, any Shareholders who wishes to join the AGM must contact the Company's share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, to pre-register no later than 10:00 a.m. on Wednesday, 22 June 2022 (being not less than forty-eight (48) hours before the AGM) by email to [ir@starofcanton.com.hk](mailto:ir@starofcanton.com.hk) by providing personal particulars as follows:
  1. Full name (English and Chinese);
  2. Registered address;
  3. Number of Shares held;
  4. Hong Kong Identity Card number or passport number (in case of natural person)/ company registration number (in case of body corporate);
  5. Contact telephone number; and
  6. Email address.

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## SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE AGM

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The Company will provide the pre-registered Shareholders with the link to the “live” webcast platform upon confirmation of the Shareholders’ identification and interest in participating the AGM through electronic means. Shareholders **MUST NOT** forward the link to other persons who are not Shareholders and who are not entitled to attend the AGM.

- (d) Non-registered shareholder who wish to pre-register will need to provide information listed in item (c) above AND
  1. Contact and instruct their banks, brokers, custodians, nominees or the Hong Kong Securities Clearing Company Limited through which their shares are held (together, the “**Intermediary**”) to assist themselves to attend the AGM via electronic means; and
  2. Provide their e-mail address to their Intermediary before the time limit required by the relevant Intermediary.
- (e) Shareholders can submit questions relevant to the business of the AGM by email to [ir@starofcanton.com.hk](mailto:ir@starofcanton.com.hk) in advance. If considered appropriate by the Directors at their absolute discretion, the questions will be answered at the AGM.

**Attendance at the AGM venue (ONLY those who are required to attend the AGM physically to form a quorate meeting)**

- (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the AGM venue and be requested to leave the AGM venue;
- (ii) Attendees are requested to observe good personal hygiene at all times at the AGM venue and alcohol rubs or hand sanitiser will be provided for use;
- (iii) Every attendee will be required to wear surgical facial mask throughout the AGM and maintain a safe distance between seats. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks;
- (iv) **The Company will not provide refreshments and will not distribute corporate gifts;** and
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law.

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## **SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE AGM**

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**Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for future announcement(s) and updates on the AGM arrangements.**

**The Company reminds Shareholders who wish to exercise his/her/its voting rights that he/she/it is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to vote on the relevant resolution at the AGM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room B, 5/F, On Fat Industrial Building, 12–18 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong on Friday, 24 June 2022 at 10:00 a.m., the notice of which is set out on pages 21 to 26 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 21 to 26 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on 16 June 2016 and as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Li Bao Ge Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“COVID-19”	coronavirus disease 2019
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares of up to 20% of the total number of issued Shares on the date of AGM as set out in resolution no. 4 of the AGM Notice
“Latest Practicable Date”	13 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Legal Compliance Committee”	the legal compliance committee of the Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the total number of issued Shares on the date of the AGM, as set out in resolution no. 5 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	per cent.

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LETTER FROM THE BOARD

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利·寶·閣

**Li Bao Ge Group Limited**

**利寶閣集團有限公司**

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

**(Stock Code: 1869)**

*Executive Directors:*

Mr. Chan Chun Kit

Ms. Chan Josephine Wai Sze

Ms. Zhu Xueqin

*Non-executive Director:*

Mr. Chow Yiu Pong David

*Independent non-executive Directors:*

Mr. Kan Sze King Kenneth

Mr. Lee Cheung Yuet Horace

Mr. Chan Ming Kei

*Registered Office:*

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and Principal Place  
of Business in Hong Kong:*

Room B, 5/F

On Fat Industrial Building

12-18 Kwai Wing Road

Kwai Chung, New Territories

Hong Kong

13 May 2022

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSALS FOR RENEWAL OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES**

**(2) RE-ELECTION OF RETIRING DIRECTORS**

**AND**

**(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; and (iv) give you the AGM Notice.



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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholder at the latest annual general meeting of the Company held on 24 June 2021. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the issued Shares as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 200,000,000 new Shares under the Issue Mandate, representing 20% of the total number of the issued Shares as at the date of the AGM.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholder at the latest annual general meeting of the Company held on 24 June 2021. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the issued Shares as at the date of passing of the proposed resolution. The Repurchase Mandate allows the Company to make repurchases only during the Relevant Period.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 100,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders in accordance with Rule 10.06 of the Listing Rules.

### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 108(a) of the Articles of Association, Ms. Chan Josephine Wai Sze, Ms. Zhu Xueqin and Mr. Kan Sze King Kenneth will retire from office as Directors.

Ms. Chan Josephine Wai Sze, Ms. Zhu Xueqin and Mr. Kan Sze King Kenneth, being eligible, have offered themselves for re-election as Directors at the AGM.

In addition, pursuant to Article 112 of the Articles of Association, Mr. Lee Cheung Yuet Horace and Mr. Chan Wing Kei (appointed by the Board on 1 January 2022 and 1 May 2022, respectively) shall hold office until the AGM and shall be subject to re-election at the AGM. Being eligible, Mr. Lee Cheung Yuet Horace and Mr. Chan Ming Kei offer themselves for re-election as Directors at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

The Nomination Committee has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed all the independent non-executive Directors including Mr. Kan Sze King Kenneth, Mr. Lee Cheung Yuet Horace and Mr. Chan Ming Kei remain independent. The Nomination Committee also evaluated the performance of each of the retiring Directors for the year ended 31 December 2021 based on the nomination policy of the Company which was disclosed in the annual report of the Company and found their performance satisfactory. The Nomination Committee also considered that the experiences, skills, working profiles and other perspectives of Mr. Kan Sze King Kenneth, Mr. Lee Cheung Yuet Horace and Mr. Chan Ming Kei as set out in Appendix II to this circular can bring further contributions to the Board and its diversity. Upon the nomination by the Nomination Committee, the Board has recommended Ms. Chan Josephine Wai Sze, Ms. Zhu Xueqin, Mr. Kan Sze King Kenneth, Mr. Lee Cheung Yuet Horace and Mr. Chan Ming Kei to stand for re-election as Directors at the AGM. For good corporate governance, 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. The Board believes

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## LETTER FROM THE BOARD

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that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

### AGM

A notice convening the AGM to be held at Room B, 5/F, On Fat Industrial Building, 12–18 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong on Friday, 24 June 2022 at 10:00 a.m. is set out on pages 21 to 26 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. The Company reminds Shareholders that, due to the recent development of the COVID-19, the Company will adopt special arrangements at the AGM. Shareholder who wishes to exercise his/her/its voting rights is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to vote on the relevant resolution at the AGM. Please complete and return the enclosed 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, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022 (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Monday, 20 June 2022.

### RECOMMENDATION

The Board considers that (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate; and (iii) the re-election of the retiring Directors as set out in the AGM Notice are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

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## LETTER FROM THE BOARD

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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.

By Order of the Board  
**Li Bao Ge Group Limited**  
**Chan Chun Kit**  
*Chairman and Executive Director*

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate pursuant to Rule 10.06(1)(b) of the Listing Rules.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 100,000,000 Shares during the Relevant Period, representing 10% of the total number of the issued Shares as at the date of the AGM.

### **2. SOURCE OF FUNDS**

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **3. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and the Shareholders as a whole.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the twelve months immediately preceding (and up to and including) the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
May	0.385	0.355
June	0.395	0.365
July	0.390	0.345
August	0.375	0.320
September	0.420	0.310
October	0.375	0.330
November	0.345	0.320
December	0.360	0.305
<b>2022</b>		
January	0.305	0.270
February	0.370	0.280
March	0.290	0.245
April	0.300	0.265
May (up to and including the Latest Practicable Date)	0.285	0.260

#### 5. UNDERTAKING

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

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

## 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares 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 purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, Mr. Chan Chun Kit, Ms. Liu Siu Kuen, Bright Creator Limited, (collectively, the "**Controlling Shareholders**") are parties acting in concert (having the meaning ascribed to it under the Takeovers Code) pursuant to the concert party deed dated 25 September 2015, the supplemental deed dated 6 June 2016, the first amendment deed dated 8 October 2019 and the second amendment deed dated 9 April 2021, respectively. As such, the Controlling Shareholders together control 395,161,400 Shares, representing approximately 39.52% of the issued share capital of the Company.

In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders in the Company will be increased from approximately 39.52% to approximately 43.91%.

To the best knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under the Takeovers Code on the part of the Controlling Shareholders. The Directors have no intention to repurchase the Shares to the extent that it will trigger any obligation under the Takeovers Code for the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any other consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total number of issued Shares.

## 7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

#### **8. MATERIAL ADVERSE CHANGE**

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company as compared with those as at 31 December 2021, being the date to which the latest published audited accounts of the Company have been made up. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

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



*The following are particulars of the Directors proposed to be re-elected at the AGM:*

## RE-ELECTION OF DIRECTORS

### EXECUTIVE DIRECTORS

#### **Ms. Chan Josephine Wai Sze (陳瑋詩女士) (“Ms. Chan”)**

**Ms. Chan Josephine Wai Sze (陳瑋詩女士)**, aged 36, is an executive Director and was appointed by the Board on 7 January 2020. She joined the Group in December 2019 and is also the business development director of the Company. Ms. Chan is the daughter of Mr. Chan Chun Kit, the Chairman of the Board, an executive Director and a controlling shareholder of the Company.

Ms. Chan holds a degree of Bachelor of Commerce from Ryerson University in Canada and a degree of Master of Business Administration from the Chinese University of Hong Kong. Prior to joining the Group, Ms. Chan worked at Yahoo! Asia Pacific Pte. Ltd from April 2008 to September 2014 and was subsequently promoted to senior operations engineer in 2013. Ms. Chan also worked at Kering Asia Pacific Limited from September 2014 to September 2017 as an IT service manager, and has then been engaged in the food and beverage industry till November 2019.

Ms. Chan has entered into a service contract with the Company for a term of two years with effect from 7 January 2020 which has been renewed on 7 January 2022. Ms. Chan is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Ms. Chan is entitled to a Director’s emolument of HK\$866,720 per annum (which is determined by the Board with reference to Ms. Chan’s experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions), and such management bonus and other benefits as may be determined by and at the sole discretion of the Board (upon the recommendation of the Remuneration Committee) from time to time.

As at the Latest Practicable Date, Ms. Chan is interested in approximately 0.33% of the shareholding of the Company which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Chan as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**Ms. Zhu Xueqin (朱雪琴女士) (“Ms. Zhu”)**

**Ms. Zhu Xueqin (朱雪琴女士)**, aged 44, is an executive Director and was appointed by the Board on 7 January 2020. Ms. Zhu is also the general manager of a restaurant of the Group located at Kerry Plaza, Futian District, Shenzhen, the PRC (the “Shenzhen Restaurant”) and is responsible for the management and administrative of the Shenzhen Restaurant. She joined the Group in May 2013.

Prior to joining the Group, Ms. Zhu worked at 深圳市王子廚房餐飲有限公司 (Shenzhen Prince Kitchen Catering Company Limited\*) from 2003 to 2009 with her last position as deputy manager. From 2009 to 2012, she worked at 江蘇王子飯店有限公司 (Jiangsu Prince Catering and Management Limited\*) with her last position as general manager.

Ms. Zhu has entered into a service contract with the Company for a term of two years with effect from 7 January 2020 which has been renewed on 7 January 2022. Ms. Zhu is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Ms. Zhu is entitled to a Director’s emolument of HK\$470,503 per annum (which is determined by the Board with reference to Ms. Zhu’s experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions), and such management bonus and other benefits as may be determined by and at the sole discretion of the Board (upon the recommendation of the Remuneration Committee) from time to time.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhu (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Zhu as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

\* For identification purpose only

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Kan Sze King Kenneth (簡士勁先生) (“Mr. Kan”)**

**Mr. Kan Sze King Kenneth (簡士勁先生)**, aged 56, was appointed as an independent non-executive Director on 1 September 2020, and is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company. He is also a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee.

Mr. Kan was awarded a diploma by the Architectural Association School of Architecture in the United Kingdom in August 1989. He was then received a MA in property valuation and law from the department of property valuation and management, Business School, City University, the United Kingdom in August 1993. Currently, Mr. Kan is the director of CHK Partnership Limited, an architecture and interior design company that was found and directed by Mr. Kan in 1996 until he left the company in 2015. Mr. Kan rejoined the company in 2018 and has been responsible for overseeing the design projects undertaken by the company. Previously, Mr. Kan was a project director for Kerry Properties (China) Limited from January 2017 to August 2017. Mr. Kan has been a member of the Hong Kong Institute of Architects since 2016 and has been registered with the Architects Registration Board of Hong Kong since 2017. Mr. Kan has also been a certified interior designer of the Hong Kong Interior Design Association since 2018. Mr. Kan became a member of Royal Institute of British Architects in 1992, and is currently registered with the Architects Registration Board of the United Kingdom.

Mr. Kan has entered into a service contract with the Company for a term of one year commencing on 1 September 2020 subject to retirement by rotation and re-election in future at annual general meetings of the Company in accordance with the Articles of Association and annual renewal. Mr. Kan is entitled to a Director’s emolument of HK\$149,760 per annum (which is determined by the Board with reference to his duties and responsibilities as well as the fees payable to the other independent non-executive Directors), and other benefits as may be determined by and at the sole discretion of the Board (upon the recommendation of the Remuneration Committee) from time to time.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kan (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Kan as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**Mr. Lee Cheung Yuet Horace (李暢悅先生) (“Mr. Lee”)**

**Mr. Lee Cheung Yuet Horace (李暢悅先生)**, aged 40, was appointed by the Board as an independent non-executive Director on 1 January 2022, and is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the Audit Committee and Legal Compliance Committee.

Mr. Lee obtained a Bachelor’s Degree of Commerce (Accounting) from The University of Queensland, Australia in 2004. He has been a member of the Association of Chartered Certified Accountants since 2009 and became a fellow member since 2014. Mr. Lee has over 17 years of experience in financial reporting, investment analysis, merge & acquisition exercises and business development. Mr. Lee has been taking up various senior positions in the financial and business sectors for over 11 years and he also has extensive experience in terms of Hong Kong listed companies. Mr. Lee is currently an independent non-executive director of Hybrid Kinetic Group Limited (stock code: 1188), Asia Television Holdings Limited (stock code: 707) and Diwang Industrial Holdings Limited (formerly, Sunlight Technology Holdings Limited) (stock code: 1950), which shares are listed on the Main Board of the Stock Exchange, and an independent non-executive director of Kirin Group Holdings Limited (stock code: 8109) (“**Kirin Group**”) which shares are listed on GEM of the Stock Exchange. Mr. Lee had been an independent non-executive director of Chuan Holdings Limited (stock code: 1420) which shares are listed on the Main Board of the Stock Exchange and an executive director of Aurum Pacific (China) Group Limited (stock code: 8148) which shares are listed on GEM of the Stock Exchange.

Mr. Lee has entered into a service contract with the Company for a term of one year with effect from 1 January 2022. Mr. Lee shall hold office until and then be eligible for re-election at the AGM, and will be subject to retirement by rotation and re-election in future annual general meetings of the Company in accordance with the Articles of Association and annual renewal. Mr. Lee is entitled to a Director’s emolument of HK\$148,800 per annum (which is determined by the Board with reference to his duties and responsibilities as well as the fees payable to the other independent non-executive Directors), and other benefits as may be determined by and at the sole discretion of the Board (upon the recommendation of the Remuneration Committee) from time to time.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Mr. Lee has informed the Board that on 13 December 2021, the High Court of Hong Kong Special Administrative Region ordered that Kirin Group be wound up and the Official Receiver by virtue of her office becomes the Provisional Liquidator of Kirin Group. Please refer to the announcements by Kirin Group dated 24 June 2021, 17 August 2021, 25 August 2021, 15 October 2021, 25 October 2021 and 14 December 2021 for further information. According to Mr. Lee, he is not a party to such winding up proceedings and is not aware of any current or potential claim that has been or will be made against him as a result of such proceedings.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lee as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**Mr. Chan Ming Kei (陳銘基先生) (“Mr. Chan”)**

**Mr. Chan Ming Kei (陳銘基先生)**, aged 39, was appointed by the Board as an independent non-executive Director on 1 May 2022, and is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the remuneration committee and a member of each of the Audit Committee, Nomination Committee and Legal Compliance Committee.

Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and has over 16 years experiences in accounting, financial management and company secretarial works. He holds a Bachelor of Business Administration (Hons) majoring in Accounting from The Hong Kong University of Science and Technology. Mr. Chan is currently a joint company secretary and the financial controller of Diwang Industrial Holdings Limited (formerly, Sunlight Technology Holdings Limited) (stock code: 1950), which shares are listed on the Main Board of the Stock Exchange. From January 2018 to April 2021, he acted as company secretary and assistant financial controller of Fullsun International Holdings Group Co., Limited (stock code: 627), which shares are listed on the Main Board of the Stock Exchange. Mr. Chan was an independent non-executive director of Elegance Optical International Holdings Limited (stock code: 907) from April 2017 to June 2019, which shares are listed on the Main Board of the Stock Exchange.

Mr. Chan has entered into a service contract with the Company for a term of one year with effect from 1 May 2022. Mr. Chan shall hold office until and then be eligible for re-election at the AGM, and will be subject to retirement by rotation and re-election in future annual general meetings of the Company in accordance with the Articles of Association and annual renewal. Mr. Chan is entitled to a Director's emolument of HK\$148,800 per annum (which is determined by the Board with reference to his duties and responsibilities as well as the fees payable to the other independent non-executive Directors), and other benefits as may be determined by and at the sole discretion of the Board (upon the recommendation of the Remuneration Committee) from time to time.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chan as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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利·寶·閣

**Li Bao Ge Group Limited**

**利寶閣集團有限公司**

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

**(Stock Code: 1869)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Li Bao Ge Group Limited (the “**Company**”) will be held at Room B, 5/F, On Fat Industrial Building, 12–18 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong on Friday, 24 June 2022 at 10:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2021.
2. To re-appoint Ting Ho Kwan & Chan CPA Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration.
3.
  - (a) To re-elect Ms. Chan Josephine Wai Sze as an executive Director;
  - (b) To re-elect Ms. Zhu Xueqin as an executive Director;
  - (c) To re-elect Mr. Kan Sze King Kenneth as an independent non-executive Director;
  - (d) To re-elect Mr. Lee Cheung Yuet Horace as an independent non-executive Director;
  - (e) To re-elect Mr. Chan Ming Kei as an independent non-executive Director; and
  - (f) To authorise the board of Directors to fix the Directors’ remuneration.
4. “**THAT:**
  - (a) subject to paragraph (c) of this resolution, and 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 hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 (the “**Share(s)**”) each in the share capital of the Company or securities convertible into such Shares or



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## NOTICE OF AGM

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options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company 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 power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants 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;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for Shares; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of the issued Share as at the time of passing 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; 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 laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.



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## NOTICE OF AGM

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“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**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 repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such Shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time 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; 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 laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF AGM

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6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the AGM of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice convening the AGM be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the AGM.”

By Order of the Board  
**Li Bao Ge Group Limited**  
**Chan Chun Kit**  
*Chairman and Executive Director*

Hong Kong, 13 May 2022

*Notes:*

1. Due to the recent development of the coronavirus disease 2019 (the “**COVID-19**”), members of the Company (the “**Members**” or “**Shareholders**”) are reminded to refer to item 9 below for the special arrangements and precautionary measures to be taken at the AGM. Member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her/its attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it was 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 (the “**Register of Members**”) in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. In relation to resolution No. 3, Ms. Chan Josephine Wai Sze, Ms. Zhu Xueqin, Mr. Kan Sze King Kenneth, Mr. Lee Cheung Yuet Horace and Mr. Chan Ming Kei will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
6. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to this circular.

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## NOTICE OF AGM

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7. The transfer books and Register of Members will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 20 June 2022.
8. A form of proxy for use by Shareholders at the AGM is enclosed.
9. To safeguard the health and safety of the Shareholders, the Company will implement the following special arrangements and precautionary measures for the AGM:

### **Attendance by electronic means**

Due to the recent development of the COVID-19 pandemic, the Company will adopt the following special arrangements at the AGM:

- (a) The AGM will be held with the minimum number of persons present as is legally required to form a quorate meeting by Directors and/or other senior staff members who are Shareholders or proxy. No other Shareholder, proxy or corporate representative should attend the AGM in person. Shareholders will be able to participate the AGM through electronic means. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion. For Shareholders who would like to participate the live webcast, they will need to register with the Company in advance. Please refer to item (c) below.
- (b) If a Shareholder (other than those who are required to attend the AGM physically to form a quorate meeting) wishes to vote on any resolution at the AGM, he/she/it is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to exercise his/her/its right to vote at the AGM. Shareholders should specifically indicate how they wish to vote for or vote against the resolutions set out in the notice convening the AGM. In any event, Shareholders will not be deprived of their rights of voting on the resolution(s) to be proposed at the AGM (or any adjourned meeting thereof).
- (c) The AGM will be conducted through electronic means where all participants can participate and submit questions at the AGM. In order to do so, any Shareholders who wishes to join the AGM must contact the Company's share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, to pre-register no later than 10:00 a.m. on Wednesday, 22 June 2022 (being not less than forty-eight (48) hours before the AGM) by email to [ir@starofcanton.com.hk](mailto:ir@starofcanton.com.hk) by providing personal particulars as follows:
  1. Full name (English and Chinese);
  2. Registered address;
  3. Number of Shares held;
  4. Hong Kong Identity Card number or passport number (in case of natural person)/company registration number (in case of body corporate);
  5. Contact telephone number; and
  6. Email address.

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## NOTICE OF AGM

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The Company will provide the pre-registered Shareholders with the link to the “live” webcast platform upon confirmation of the Shareholders’ identification and interest in participating the AGM through electronic means. Shareholders **MUST NOT** forward the link to other persons who are not Shareholders and who are not entitled to attend the AGM.

- (d) Non-registered shareholder who wish to pre-register will need to provide information listed in item (c) above AND
1. Contact and instruct their banks, brokers, custodians, nominees or the Hong Kong Securities Clearing Company Limited through which their shares are held (together, the “**Intermediary**”) to assist themselves to attend the AGM via electronic means; and
  2. Provide their e-mail address to their Intermediary before the time limit required by the relevant Intermediary.
- (e) Shareholders can submit questions relevant to the business of the AGM by email to [ir@starofcanton.com.hk](mailto:ir@starofcanton.com.hk) in advance. If considered appropriate by the Directors at their absolute discretion, the questions will be answered at the AGM.

**Attendance at the AGM venue (ONLY those who are required to attend the AGM physically to form a quorate meeting)**

- (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the AGM venue and be requested to leave the AGM venue;
- (ii) Attendees are requested to observe good personal hygiene at all times at the AGM venue and alcohol rubs or hand sanitiser will be provided for use;
- (iii) Every attendee will be required to wear surgical facial mask throughout the AGM and maintain a safe distance between seats. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks;
- (iv) **The Company will not provide refreshments and will not distribute corporate gifts;** and
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law.

**Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for future announcement(s) and updates on the AGM arrangements.**

**The Company reminds Shareholders who wish to exercise his/her/its voting rights that he/she/it is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to vote on the relevant resolution at the AGM.**