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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 **MOS House Group Limited** (the “Company”), 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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**MOS HOUSE GROUP LTD**

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

**(Stock code: 1653)**

**(1) PROPOSED GRANT OF  
ISSUE MANDATE AND REPURCHASE MANDATE;  
(2) RE-ELECTION OF DIRECTORS;  
(3) PROPOSED REFRESHMENT OF  
SHARE OPTION SCHEME MANDATE LIMIT  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of the Company to be held at Unit 1001, 10/F, Plaza 228, 228 Wan Chai Road, Wan Chai, Hong Kong on Thursday, 12 September 2024 at 11:00 a.m. is set out on pages 19 to 24 of this circular. A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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).

Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

31 July 2024

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## DEFINITIONS

*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 Unit 1001, 10/F, Plaza 228, 228 Wan Chai Road, Wan Chai, Hong Kong on Thursday, 12 September 2024 at 11:00 a.m., the notice of which is set out on pages 19 to 24 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 19 to 24 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on 30 September 2022 and as amended from time to time
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal numbered 8 or above or a “black” rainstorm warning is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon) on which licensed banks in Hong Kong are open for business
“CCASS”	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 same meaning ascribed to it under the Listing Rules
“Company”	MOS House Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1653)
“Core Connected Person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participant”	any person who may be invited by the Directors to take up Options as detailed in the Share Option Scheme
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

## DEFINITIONS

“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
“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 new Shares (including any sale or transfer of Treasury Shares out of treasury) or other securities of up to a maximum of 20% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the AGM, as set out in resolution numbered 4 of the AGM Notice
“Latest Practicable Date”	31 July 2024, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	19 October 2018, being the date of listing of the Shares on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	share option(s), granted or to be granted by the Company entitling the holders thereof to subscribe for new Shares pursuant to the Share Option Scheme
“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 a maximum of 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the AGM, as set out in resolution numbered 5 of the AGM Notice
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme at the AGM
“Scheme Mandate Limit”	the number of Shares which may be issued upon exercise of all Options to be granted which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme or of the refreshment of such limit by Shareholders

## DEFINITIONS

“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\$0.1 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 20 September 2018
“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
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024 and as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD



**MOS HOUSE GROUP LTD**

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

**(Stock code: 1653)**

*Executive Directors:*

Mr. Simon Tso (*Chairman and Chief Executive Officer*)  
Ms. Tsui To Fei

*Independent Non-executive Directors:*

Mr. Woo King Hang, *JP*  
Mr. Hui Chun Tak, *PDSM*  
Mr. Wong Chun Ping, *MH, JP*

*Registered Office:*

Cricket Square Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

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

Unit 1001, 10/F, Plaza 228  
228 Wan Chai Road  
Wan Chai  
Hong Kong

31 July 2024

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED GRANT OF  
ISSUE MANDATE AND REPURCHASE MANDATE;  
(2) RE-ELECTION OF DIRECTORS;  
(3) PROPOSED REFRESHMENT OF  
SHARE OPTION SCHEME MANDATE LIMIT  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with details of (i) the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the Refreshment of Share Option Scheme Mandate Limit and give you the AGM Notice.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 18 September 2023. 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 a new general and unconditional mandate to allot, issue and otherwise deal with Shares (including any sale or transfer of Treasury Shares out of Treasury) of up to 20% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM (subject to adjustment for share sub-division or consolidation).

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 from the date of passing of the relevant resolution to 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 any applicable laws including, without limitation, 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 is comprised of 284,117,000 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 56,823,400 new Shares (including any sale or transfer of Treasury Shares out of Treasury) under the Issue Mandate, representing 20% of the total number of the Shares in issue as at the date of the AGM.

An ordinary resolution will also be proposed to authorise the extension of the Issue Mandate by an addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate (if granted).

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 18 September 2023. 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 a new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM. The Repurchase Mandate allows the Company to make repurchases only during the Relevant Period.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company is comprised of 284,117,000 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 28,411,700 Shares under the Repurchase Mandate, representing 10% of the total number of the Shares in issue as at the date of the AGM.

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 shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, 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, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

In accordance with the requirements of the Listing Rules, an explanatory statement of the Repurchase Mandate 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.

The Issue Mandate and the Repurchase Mandate, if granted, will continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Issue Mandate and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company, whichever occurs first.

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

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. As such, Mr. Wong Chun Ping, MH, JP shall hold office until the AGM and, being eligible, has offered himself for re-election.

In accordance with Article 84(2) of the Articles of Association, Mr. Woo King Hang, JP and Mr. Hui Chun Tak, PDSM will retire from office as Directors and being eligible, have offered 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.



## LETTER FROM THE BOARD

### REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT

The Company adopted the “Share Option Scheme” on 20 September 2018. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Before the allotment and issue of 44,117,000 new Shares for the settlement of the total consideration for the acquisition of 50% equity interest in Smart Asian Limited on 31 January 2024, the maximum number of Shares which may be granted by the Company under the Share Option Scheme is 24,000,000, namely 10% of the Shares in issue. After allotment of the consideration Shares, the number of Shares in issue of the Company had increased substantially from 240,000,000 to 284,117,000. The Company considers it is appropriate to refresh the Scheme Mandate Limit after the consideration issue of 44,117,000 Shares to the effect that the maximum number of Shares which may be granted by the Company under the Share Option Scheme will be increased to 28,411,700.

The Board considers that it is in the interests of the Company and the Shareholders as a whole to grant the refreshment of the Scheme Mandate Limit so as to provide the Company with greater flexibility in granting Options to Eligible Participants of the Company under the Share Option Scheme as an incentive to recognize their past contributions and to encourage the Eligible Participants to achieve long term performance targets set by the Group and at the same time allows the Eligible Participants to enjoy the results of the Company attained through their efforts and contributions.

Under the rules of the Share Option Scheme:

- (i) the maximum number of Shares in respect of which Options may be granted under the Share Option Scheme and any other schemes involving the issue or grant of Options or similar rights over Shares or other securities by the Company shall not, in aggregate, exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme by the Shareholders.
- (ii) the Scheme Mandate Limit may be renewed by the Shareholders in general meetings from time to time provided always that the Scheme Mandate Limit so renewed must not exceed 10% of the Shares in issue as at the date of approval of such renewal by Shareholders in general meeting. Upon such renewal, all Options granted under the Share Option Scheme or any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) prior to the approval of such renewal shall not be counted for the purpose of calculating the Scheme Mandate Limit as renewed.
- (iii) the Company may seek separate Shareholders’ approval in general meeting to grant Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Participants specifically identified by the Company prior to such approval being sought.

## LETTER FROM THE BOARD

- (iv) the maximum number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other schemes involving the issue or grant of Options or similar rights over Shares or other securities by the Company must not, in aggregate, exceed 30% of the Shares in issue from time to time.

Since the date of adoption of the Share Option Scheme, 4,800,000 Options have been granted under the Share Option Scheme. The Company has no intention to grant any Options before the upcoming AGM. After the Refreshment of Scheme Mandate Limit and whenever necessary, the Board will examine the necessity of granting Options to Eligible Participants according to their past contribution or future potential contribution to the business development and operation of the Group. As at the Latest Practicable Date, the Company does not have a concrete plan for further grant of Options under the refreshed Scheme Mandate Limit.

The Directors consider that the Refreshment of Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward appropriately and motivate the Eligible Participants under the Share Option Scheme with greater flexibility.

If the Refreshment of Scheme Mandate Limit is approved at the AGM, based on the 284,117,000 Shares in issue as at the Latest Practicable Date and assuming no new Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Board will be able to grant Options to subscribe for up to a total of 28,411,700 Shares, representing 10% of the share capital in issue of the Company as at the date of the AGM. The number of Shares which may be issued upon exercise of such maximum number of Options which may be granted after approval of the Refreshment of Scheme Mandate Limit plus the Options outstanding as at the Latest Practicable Date will not exceed 30% of the total number of Shares in issue.

The refreshment of the Scheme Mandate Limit is conditional upon: (1) the Shareholders passing an ordinary resolution to approve the Refreshment of Scheme Mandate Limit at the AGM; and (2) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the Shares (excluding any Treasury shares) in issue as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of Options which may be granted under the Share Option Scheme.

### **AGM**

A notice convening the AGM to be held at Unit 1001, 10/F, Plaza 228, 228 Wan Chai Road, Wan Chai, Hong Kong on Thursday, 12 September 2024 at 11:00 a.m. is set out on pages 19 to 24 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.

## **LETTER FROM THE BOARD**

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

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

The register of members of the Company will be closed from Monday, 9 September 2024 to Thursday, 12 September 2024 (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, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 6 September 2024. All persons who are registered holders of the Shares on Thursday, 12 September 2024, the record date of the AGM, will be entitled to attend and vote at the AGM.

### **RECOMMENDATION**

The Directors consider that the Issue Mandate (including the extended Issue Mandate), the Repurchase Mandate, the proposed re-election of Directors and the proposed grant of the Refreshment of Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### **GENERAL**

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

## LETTER FROM THE BOARD

### 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  
**MOS House Group Limited**  
**Simon Tso**  
*Chairman*

This explanatory statement contains all the information required 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 is comprised of 284,117,000 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 the AGM, the Company will be allowed to repurchase a maximum of 28,411,700 Shares during the Relevant Period, representing 10% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM.

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 shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, 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, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

### **2. FUNDING OF REPURCHASES**

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 Articles of Association 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 twelve calendar months preceding the Latest Practicable Date (31 July 2024) were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
July	0.385	0.340
August	0.410	0.340
September	0.430	0.340
October	0.415	0.365
November	0.400	0.340
December	0.385	0.340
<b>2024</b>		
January	0.340	0.305
February	0.315	0.315
March	0.450	0.243
April	0.385	0.260
May	0.510	0.265
June	0.440	0.295
July (up to and including the Latest Practicable Date)	0.405	0.265

#### 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 or any applicable laws including, without limitation, 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 as the Directors are aware of, Mr. Simon Tso had interests in 174,060,000 Shares, of which 150,000,000 Shares were held by RB Power Limited (whose entire issued share capital is indirectly owned by TMF (Cayman) Ltd, the trustee of his family trust), 11,920,000 Shares by Cyber Building Limited (whose entire issued share capital is owned in equal share by Mr. Simon Tso and his spouse Ms. Tsui To Fei), 7,340,000 Shares and 2,400,000 Share options were held in his own name and 2,400,000 Share options were held by Ms. Tsui, representing approximately 61.26% of the share capital in issue of the Company.

In the event that the Repurchase Mandate was exercised in full, the interest of Mr. Simon Tso will be increased from approximately 61.26% to approximately 68.07%. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in Mr. Simon Tso 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 do not intend to exercise the power to repurchase Shares to such an extent as would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Furthermore, the Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised 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 Shares in issue.

#### **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 March 2024, 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 INDEPENDENT NON-EXECUTIVE DIRECTORS**

##### **Mr. Wong Chun Ping, MH, JP (“Mr. Wong”)**

Mr. Wong, aged 59, was appointed as an independent non-executive Director (“**INED**”) of the Company on 31 July 2024. He is currently the chairman of the corporate governance committee (the “**Corporate Governance Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company.

Mr. Wong has extensive experience in social and district administration work in Hong Kong. He is an appointed member of Kwun Tong District Council since 1 January 2024. He was also a member of Kwun Tong District Council from 2012 to 2019. He has been the Vice Chairman of Kowloon Federation of Associations since 2006.

Mr. Wong was the deputy secretary-general of the Kowloon Federation of Associations in June 2003. He was appointed as one of the presidents of the Kwun Tong Resident Association in 2019.

Mr. Wong was a member of Kwun Tong District Civic Education Committee in April 2005, the Election Committee of Hong Kong in 2011, 2016 and 2021, the Appeal Board of the Travel Industry Council of Hong Kong from 2017 to 2022 and Guangdong Provincial Committee of the Chinese People’s Political Consultative Conference in 2023. He was one of the co-founders of Hong Kong Coalition.

Mr. Wong was awarded the Medal of Honor by the Hong Kong Government in 2018. He is a Justice of the Peace appointed by the Chief Executive of Hong Kong in 2023.

Mr. Wong holds a Master’s Degree of Management from Sun Yat-sen University.

Mr. Wong has entered into a Director’s service agreement with the Company for a term of one year commencing on 31 July 2024 and thereafter be automatically renewed for successive terms of one year subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The Director’s fee of Mr. Wong is HK\$20,000 per month which is determined with reference to his experience, expected duties and responsibilities within the Company and the prevailing market conditions. Nevertheless, as part of a string of cost control measures, the fee of all INEDs of the Company had been temporarily reduced to HK\$15,000 per month with effect from 1 June 2024 until further notice as approved by the Board after taking into account of the recommendations of the remuneration committee of the Company (the “**Remuneration Committee**”) and the same reduction will be applicable to Mr. Wong.



Saved as disclosed above, Mr. Wong does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong does not have any relationship with other Directors, senior management, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Specific enquiry has been made by the Company to Mr. Wong to confirm his independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the positive confirmation from Mr. Wong. Based on the confirmation received and after the assessment by the Nomination Committee at a meeting held on 28 June 2024, the Company considers Mr. Wong to be independent under the Listing Rules.

After the aforesaid assessment by the Nomination Committee, the Company considers that Mr. Wong's extensive district services experience, personal network and background can help the Company tap into business opportunities in the Greater Bay Area.

#### **Mr. Woo King Hang, JP (“Mr. Woo”)**

Mr. Woo, aged 62, was appointed as an INED of the Company on 1 December 2021. He is currently the chairman of the Audit Committee and a member of the Corporate Governance Committee and the Remuneration Committee. He has extensive experience in financial and business management. Mr. Woo is currently an INED and a member of each of the audit committee, remuneration committee and nomination committee of Digital Domain Holdings Limited (“**Digital Domain**”); an INED, a member of audit committee and nomination committee of Crocodile Garments Limited (“**Crocodile**”) and a senior advisor of a technology start-up company.

Mr. Woo was the vice chairman of the board of directors and a non-executive director of Centenary United Holdings Limited (“**Centenary United**”) between May 2020 and May 2024. He was an INED of Hans Energy Company Limited (“**Hans Energy**”) from June 2019 to December 2021.

Mr. Woo is a Justice of the Peace appointed by the Chief Executive of the HKSAR and an adjunct professor at the Department of Public and International Affairs, City University of Hong Kong.

Mr. Woo is a fellow member of each of the Institute of the Chartered Accountants in England and Wales, the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Certified Public Accountants.

He holds a Master's Degree of Business Administration from Kellogg School of Management, Northwestern University and the Hong Kong University of Science and Technology, a Bachelor's Degree of Laws from Peking University and a Master's Degree of Laws from the City University of Hong Kong.

Mr. Woo is an honorary officer of the Auxiliary Medical Service, an advisor of School of Chinese Medicine of the Chinese University of Hong Kong and a member of each of the Hospital Governing Committee, the Queen Elizabeth Hospital and Hong Kong Advisory Council on AIDS. He serves as a member of each of the Advisory Committee on Admission of Quality Migrants and Professionals and the Police Education and Welfare Trust Management Committee. He is a vice chairman of Hong Kong PHAB Association and the chairman of Kwun Tong District Senior Police Call Honorary President Council.

Mr. Woo was a project controller of NWS Service Management Limited from January 2019 to April 2019, and served as a financial controller and an executive director of Hip Hing Construction Company Limited from February 2006 to June 2010 and from July 2010 to December 2018 respectively, both companies being wholly-owned subsidiaries of NWS Holdings Limited (“NWSHL”). He was also a director of Bell Tea Overseas Limited (“BTO”, formerly known as Hip Hing Overseas Limited) from 2 July 2010 to 18 October 2018. BTO was a wholly-owned subsidiary of NWSHL and incorporated in Hong Kong on 13 April 1993 and was principally engaged in the business of construction overseas. On 19 September 2018, a winding up order (the “**Order**”) was granted by the High Court of Hong Kong (the “**High Court**”) on BTO. On 5 July 2021, the High Court ordered that BTO be dissolved. Mr. Woo confirmed that the Order was in relation to the non-payment for a sum arising from an arbitration case involving contractual dispute relating to the construction works of a building in Dubai which commenced in or about 2007 and was completed in or about 2011 between the petitioner of the Order and a joint venture entity (the “**BTO JV**”) in which BTO had 30% interests. An award (the “**Award**”) was granted by an arbitration institution in Dubai in favor of the said petitioner, which then enforced the whole amount of the Award in the High Court against, among others, BTO. Mr. Woo further confirmed that he was not involved in any of the matters concerning the operations of the BTO JV, the construction works or the said arbitration or matters leading to the granting of the Order.

The shares of each of Digital Domain (stock code: 547), Crocodile (stock code: 122), Centenary United (stock code: 1959), Hans Energy (stock code: 554) and NWSHL (stock code: 659) are listed on the main board of the Stock Exchange.

Mr. Woo has entered into a Director's service agreement with the Company for a term of one year commencing on 1 December 2021 and thereafter be automatically renewed for successive terms of one year subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The Director's fee of Mr. Woo is HK\$20,000 per month which is determined with reference to his experience, expected duties and responsibilities within the Company and the prevailing market conditions. As aforesaid mentioned, the fee had been temporarily reduced to HK\$15,000 per month since 1 June 2024 until further notice.

Save as disclosed above, Mr. Woo does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Woo does not have any relationship with other Directors, senior management, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Woo as an INED, 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.

Specific enquiry has been made by the Company to Mr. Woo to confirm his independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the positive annual confirmation from Mr. Woo. Based on the confirmation received and after annual assessment by the nomination committee of the Company at a meeting held on 28 June 2024, the Company considers Mr. Woo to be independent under the Listing Rules.

After the aforesaid annual assessment by the nomination committee of the Company, the Company considers that Mr. Woo's extensive experience in financial and business management could perform a check and balance function with diversity of skills, knowledge, varied background and experience required for running an effective Board.

#### **Mr. Hui Chun Tak, PDSM (“Mr. Hui”)**

Mr. Hui, aged 61, joined the Company as an INED and a member of the Audit Committee, the Nomination Committee and the Corporate Governance Committee on 8 December 2021. He is currently the chairman of the Remuneration Committee, and a member of each of the Audit Committee, the Nomination Committee and the Corporate Governance Committee.

Mr. Hui is the Administration Director for Transport International Holdings Limited, a leading public transport operator in Hong Kong and Mainland China (“**TIH**”, Stock Code: 62). Mr. Hui was appointed executive director of Sun Bus Limited (“**SBL**”) from 1 January 2019 to 19 June 2019. SBL is a wholly owned subsidiary of TIH. Mr. Hui was an INED, the chairman of the remuneration committee, a member of the audit committee and the nomination committee of Centenary United Holdings Limited (“**Centenary United**”, Stock Code: 1959) between 20 May 2020 and 19 July 2024.

Mr. Hui started his police career as an inspector in 1986 and had worked in various key command, operational and management posts. As a superintendent, he was seconded to the office of the Chief Executive of Hong Kong (the “**Chief Executive**”) and served as the Aide-de-Camp to the Chief Executive from 2007 to 2010. He became a directorate officer in 2014

and worked in succession as chief superintendent, Police Public Relations Branch; District Commander, Sham Shui Po Police District; chairman, chief inspector to Superintendent Promotion Board; and finally, the assistant commissioner, Information Systems, in which capacity he retired and received the Police Distinguished Service Medal in 2018.

Mr. Hui holds a master's degree in general management from Macquarie University, Australia. He had also undertaken many leadership, command and management programmes at the Chinese Academy of Governance, Tsinghua University and the John F. Kennedy School of Government, Harvard University, the United States of America.

Mr. Hui has entered into a Director's service agreement with the Company for a term of one year commencing on 8 December 2021 and thereafter be automatically renewed for successive terms of one year subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The Director's fee of Mr. Hui is HK\$20,000 per month which is determined with reference to his experience, expected duties and responsibilities within the Company and the prevailing market conditions. As aforesaid mentioned, the fee had been temporarily reduced to HK\$15,000 per month since 1 June 2024 until further notice.

Save as disclosed above, Mr. Hui does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hui does not have any relationship with other Directors, senior management, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Hui as an INED, 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.

Specific enquiry has been made by the Company to Mr. Hui to confirm his independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the positive annual confirmation from Mr. Hui. Based on the confirmation received and after annual assessment by the Nomination Committee at a meeting held on 28 June 2024, the Company considers Mr. Hui to be independent under the Listing Rules.

After the aforesaid annual assessment by the Nomination Committee, the Company considers that Mr. Hui's extensive experience in media relationship, information technology, operations and risk management will enable him to provide valuable contribution to the Board in those areas.

## NOTICE OF AGM



### MOS HOUSE GROUP LTD

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

**(Stock code: 1653)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of shareholders (the “Shareholders”) of MOS House Group Limited (the “Company”) will be held at Unit 1001, 10/F, Plaza 228, 228 Wan Chai Road, Wan Chai, Hong Kong on Thursday, 12 September 2024 at 11:00 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 “Director(s)”) and the auditor of the Company for the year ended 31 March 2024.
2. To re-appoint CL Partners CPA Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration.
3.
  - (a) To re-elect Mr. Wong Chun Ping, MH, JP as an independent non-executive Director;
  - (b) To re-elect Mr. Woo King Hang, JP as an independent non-executive Director;
  - (c) To re-elect Mr. Hui Chun Tak, PDSM as an independent non-executive Director; and
  - (d) To authorise the board of Directors to fix the Directors’ remuneration.

## NOTICE OF AGM

4. To consider as special business and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“**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\$0.1 each or such other nominal amount as shall result from a sub-division or a consolidation of such shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024 and as amended from time to time, “**Treasury Shares**”) out of treasury) from time to time (the “**Share(s)**”) in the share capital of the Company or securities convertible into such Shares or 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 powers 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 grant or 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 and issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) any 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 Shares (excluding any Treasury Shares) in issue as at the date of the AGM, and the said approval shall be limited accordingly; and

## NOTICE OF AGM

(d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws including, without limitation, 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.

“**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 outside Hong Kong).”

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

5. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“**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 (or securities convertible into Shares) on the Stock Exchange or on any other stock exchange on which the Shares 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 the same is hereby generally and unconditionally approved;

## NOTICE OF AGM

- (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 Shares (excluding any Treasury Shares) in issue as at the date of the AGM, and the said approval pursuant to paragraph (a) of this resolution 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 including, without limitation, 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.”
6. To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution:
- “**THAT:** conditional upon the passing of resolutions numbered 4 and 5 as set out in this notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to resolution numbered 4 above 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 numbered 5 above, provided that such amount shall not exceed 10% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM.”



## NOTICE OF AGM

7. To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“**THAT:** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of and permission to deal in the Shares issuable upon exercise of options granted under the share option scheme of the Company adopted on 20 September 2018 (the “**Share Option Scheme**”) the existing limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be and is hereby refreshed and renewed provided that:

- (a) the total number of Shares which may be allotted and issued upon the exercise of such options granted under the Share Option Scheme or any other share option schemes of the Company shall not exceed 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the AGM (the “**Refreshed Limit**”) (subject to adjustment in the same proportion upon the Company conducting consolidation or subdivision of the Shares, if any);
- (b) options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the Refreshed Limit;
- (c) the Directors be and are hereby authorized, subject to compliance with the Listing Rules, to grant options under the “Share Option Scheme” up to the Refreshed Limit and to exercise all powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options, to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Refreshed Limit.
- (d) such increase in the Refreshed Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares (excluding any Treasury Shares) in issue from time to time.”

By Order of the Board  
**MOS House Group Limited**  
**Simon Tso**  
*Chairman*

Hong Kong, 31 July 2024

## NOTICE OF AGM

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies 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 AGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his 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 was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution numbered 3, Mr. Wong Chun Ping, MH, JP, Mr. Woo King Hang, JP and Mr. Hui Chun Tak, PDSM 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 the Company's circular dated 31 July 2024.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution numbered 5 above is set out in Appendix I to the Company's circular dated 31 July 2024.
8. The transfer books and register of members of the Company will be closed from Monday, 9 September 2024 to Thursday, 12 September 2024 both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending 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, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 6 September 2024.