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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Noble Engineering Group Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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## NOBLE ENGINEERING GROUP HOLDINGS LIMITED

怡康泰工程集團控股有限公司

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

**(Stock Code: 8445)**

### PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

**Financial adviser to the Company**



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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the EGM to be held at 9:00 a.m. on Wednesday, 28 April 2021 at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Registrar at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at <http://www.nobleengineering.com.hk>.

#### PRECAUTIONARY MEASURES FOR THE EGM

Special measures being taken to prevent and control the spread of the novel coronavirus at the EGM are set out below.

- mandatory body temperature check
- mandatory wearing of surgical face masks
- no provision of refreshments or drinks
- no handing out of corporate gifts

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. Shareholders are encouraged to consider appointing the chairman of the EGM as your proxy to vote on the relevant resolutions, instead of attending the EGM in person.

12 April 2021

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## EXPECTED TIMETABLE

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The expected timetable for the Share Consolidation is set out below:

Event	Date and time
Latest time for lodging transfer of the Shares in order to be qualified for attendance and voting at the EGM . . . . .	4:30 p.m. on Wednesday, 21 April 2021
Closure of register of members of the Company for transfer of the Shares to determine the right to attend and vote at the EGM (both days inclusive) . . . . .	Thursday, 22 April 2021 to Wednesday, 28 April 2021
Latest time for return of proxy form of the EGM (not less than 48 hours prior to time of the EGM) . . . . .	9:00 a.m. on Monday, 26 April 2021
Record date for attendance and voting at the EGM . . . . .	Wednesday, 28 April 2021
Date and time of the EGM . . . . .	9:00 a.m. on Wednesday, 28 April 2021
Announcement of results of the EGM. . . . .	Wednesday, 28 April 2021
Register of members re-opens . . . . .	Thursday, 29 April 2021
<b>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation.</b>	
Effective date of the Share Consolidation . . . . .	Friday, 30 April 2021
Commencement of dealings in the Consolidated Shares. . . . .	9:00 a.m. on Friday, 30 April 2021
Original counter for trading in the Existing Shares, in board lots of 10,000 Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Friday, 30 April 2021
Temporary counter for trading in the Consolidated Shares, in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Friday, 30 April 2021
First day for the free exchange of existing share certificates of the Shares into new share certificates of the Consolidated Shares commences . . . . .	Friday, 30 April 2021

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## EXPECTED TIMETABLE

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Event	Date and time
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Friday, 14 May 2021
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) commences . . . . .	9:00 a.m. on Friday, 14 May 2021
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Friday, 14 May 2021
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares . . . . .	4:00 p.m. on Friday, 4 June 2021
Temporary counter for trading in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:10 p.m. on Friday, 4 June 2021
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) ends . . . . .	4:10 p.m. on Friday, 4 June 2021
Latest time for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	4:00 p.m. on Tuesday, 8 June 2021

*Note:*

All times and dates stated above refer to Hong Kong local times and dates. The expected timetable for the Share Consolidation set out above and all dates and deadlines specified in this circular are indicative only and may be varied. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

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## DEFINITIONS

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

“associate(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Noble Engineering Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on GEM (stock code: 8445)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the proposed Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the meaning as defined in the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 April 2021, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s) (as the case may be)
“Shareholder(s)”	holder(s) of issued Share(s)
“Share Consolidation”	the consolidation of every five (5) issued and unissued Existing Shares of HK\$0.01 each into one (1) Consolidated Share of HK\$0.05 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**NOBLE ENGINEERING GROUP HOLDINGS LIMITED**

**怡康泰工程集團控股有限公司**

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

**(Stock Code: 8445)**

*Executive Directors:*

Mr. Tse Chun Yuen  
Mr. Tse Chun Kuen  
Mr. Harilela Mahesh

*Registered office:*

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Non-executive Director:*

Mr. U Keng Tin

*Headquarters and principal place  
of business in Hong Kong:*

Room 9, 25/F, CRE Centre  
889 Cheung Sha Wan Road  
Cheung Sha Wan  
Kowloon, Hong Kong

*Independent non-executive Directors:*

Mr. Wong Yiu Kwong Kenji  
Ms. Chung Lai Ling  
Mr. Tang Chi Wai

12 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 24 March 2021 in relation to, among other things, the Share Consolidation.

The purpose of this circular is to provide the Shareholders, among other things, further information regarding (i) the proposed Share Consolidation; and (ii) the notice of the EGM.

**PROPOSED SHARE CONSOLIDATION**

The Board intends to put forward a proposal to the Shareholders to effect the Share Consolidation which involves the consolidation of every five (5) issued and unissued Existing Shares of par value HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.05 each.



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## LETTER FROM THE BOARD

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### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

- (i) the passing of the ordinary resolution(s) by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation; and
- (iii) the GEM Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation.

The Share Consolidation will become effective on Friday, 30 April 2021, being the second Business Day immediately following the fulfillment of the above conditions.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$15,000,000 divided into 1,500,000,000 Existing Shares of HK\$0.01 each, of which 698,000,000 Existing Shares have been issued and are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming no change in the number of Shares in issue from the Latest Practicable Date to the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$15,000,000 divided into 300,000,000 Consolidated Shares of HK\$0.05 each, of which 139,600,000 Consolidated Shares (which are fully-paid or credited as fully-paid) will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Company's articles of association. No fractional Consolidated Shares will be issued by the Company. Any fractional entitlements of the Consolidated Shares will be aggregated and sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Currently, the Shares are traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 10,000 Consolidated Shares.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

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## LETTER FROM THE BOARD

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### **Odd lots arrangements and matching services**

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Gransing Securities Co., Limited as an agent to stand in the market to provide matching services, on a best efforts basis, to the Shareholders for the sale and purchase of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share and the matching period commences from 9:00 a.m. on Friday, 14 May 2021 to 4:00 p.m. on Friday, 4 June 2021 (both days inclusive). Shareholders who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact Ms. Annie Wong of Gransing Securities Co., Limited at Unit 2508, 25/F, Cosco Tower, 183 Queen's Road Central, Central, Hong Kong or by phone at (852) 3162-6888 during office hours.

Holder of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares are not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its own professional advisers.

### **Exchange of share certificates**

Subject to the Share Consolidation having become effective, Shareholders may, during the period from Friday, 30 April 2021 to Tuesday, 8 June 2021, submit the existing share certificates for the Existing Shares to the Registrar at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares. Thereafter, existing share certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new share certificate issued for Consolidated Shares (whichever is higher) but are not acceptable for delivery, trading and settlement purposes.

The new share certificates for the Consolidated Shares will be issued in green colour in order to distinguish them from the existing yellow colour.

### **Listing and Dealings of the Consolidated Shares**

Application will be made to the GEM Listing Committee for the granting of the listing of, and permission to deal in, the Consolidated Shares in issue arising from the Share Consolidation.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second

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## LETTER FROM THE BOARD

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settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt any other any stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is bring or is proposed to be sought.

### REASONS FOR THE SHARE CONSOLIDATION

Under Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK0.01 or HK\$9,995.00, the issuer may be required by the Stock Exchange either to change the trading method or to proceed with a consolidation or splitting of its securities.

Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 (the “**Guideline**”), the expected board lot value should be greater than HK\$2,000 per board lot taking into account the minimum transaction costs for a securities trade. As at the Latest Practicable Date, the closing price of each Existing Share is HK\$0.054, with a board lot size of 10,000 Existing Shares, the existing board lot value is only HK\$540, which is less than HK\$2,000.

In order to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes to implement the Share Consolidation. It is expected that the Share Consolidation will bring about a corresponding upward adjustment to the share price per board lot, and increase the value of each board lot of the Consolidated Shares to more than HK\$2,000.

Assuming the Share Consolidation had become effective, based on the closing price of HK\$0.054 per Existing Share (equivalent to the theoretical closing price of HK\$0.27 per Consolidated Share) as at the Latest Practicable Date, the theoretical value of each board lot of 10,000 Consolidated Shares would be HK\$2,700.

Accordingly, the Board believes that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Upon the Share Consolidation becoming effective, the Board proposes to implement the issue of rights shares on the basis of one (1) rights share for every two (2) Consolidated Shares at the subscription price of HK\$0.215 per rights share (the “**Rights Issue**”) for gross proceeds of up to approximately HK\$15.0 million. The Rights Issue is on a non-underwritten basis. The Rights Issue is not conditional upon approval by the Shareholders whereas is conditional upon fulfilment of the conditions of the Rights Issue. Accordingly, the Rights Issue may or may not proceed. For details of the Rights Issue, please refer to the announcement of the Company dated 24 March 2021.

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## LETTER FROM THE BOARD

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Other than the Rights Issue, as at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company did not have any concrete plan to conduct any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

### **Closure of register of members**

The register of members of the Company will be closed from Thursday, 22 April 2021 to Wednesday, 28 April 2021 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of the Existing Shares will be registered during the above book closure period.

**Shareholders and potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” above. Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares. If they are in doubt, they should consult their professional advisers.**

### **EGM**

The EGM will be convened and held for the Shareholders at 9:00 a.m. on Wednesday, 28 April 2021 at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong, to consider, if thought fit, approve, among other things, the Share Consolidation. In compliance with the GEM Listing Rules, the resolution will be voted on by way of poll at the EGM.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholders has a material interest in the Share Consolidation and accordingly, no Shareholders will have to abstain from voting at the EGM.

The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Registrar at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the GEM Listing Rules.

### RECOMMENDATION

The Directors are of the opinion that the proposed Share Consolidation is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders to vote in favour of the relevant ordinary resolution to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. 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  
**Noble Engineering Group Holdings Limited**  
**Tse Chun Yuen**  
*Chairman and executive Director*

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## NOTICE OF EGM

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### NOBLE ENGINEERING GROUP HOLDINGS LIMITED

### 怡康泰工程集團控股有限公司

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

**(Stock Code: 8445)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Noble Engineering Group Holdings Limited (the “**Company**”) will be held at 9:00 a.m. on Wednesday, 28 April 2021 at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT**, subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval to the listing of, and the permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second Business Day (as defined in the circular of the Company dated 12 April 2021) following the day of passing this resolution:

- (a) every five (5) issued and unissued ordinary share(s) of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.05 each (the “**Consolidated Shares**” and each a “**Consolidated Share**”), such Consolidated Shares shall rank *pari passu* in all respects with each other (the “**Share Consolidation**”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (c) the directors of the Company (the “**Director(s)**”) be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

By order of the board of Directors  
**Noble Engineering Group Holdings Limited**  
**Tse Chun Yuen**  
*Chairman and executive Director*

Hong Kong, 12 April 2021

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## NOTICE OF EGM

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*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 9, 25/F, CRE Centre  
889 Cheung Sha Wan Road  
Cheung Sha Wan  
Kowloon, Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for the EGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM, and in such event, such form of proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
5. A form of proxy for use at the EGM is attached herewith.
6. Any voting at the EGM shall be taken by poll.
7. The form of proxy shall be signed by the shareholder of the Company or his/her/its attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
8. The translation into Chinese language of this notice is for reference only. In case of inconsistency, the English version shall prevail.

*As at the date of this notice, the executive Directors are Mr. Tse Chun Yuen, Mr. Tse Chun Kuen and Mr. Harilela Mahesh, the non-executive Director is Mr. U Keng Tin, and the independent non-executive Directors are Mr. Wong Yiu Kwong Kenji, Ms. Chung Lai Ling and Mr. Tang Chi Wai.*