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

Hing Ming Holdings Limited

興銘控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8425)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the AGM to be held at 1/F., Fortune Building, 150–158 Lockhart Road, Wanchai, Hong Kong on Friday, 18 August 2017 at 10:00 a.m. is set out on pages 19 to 24 of this circular. A form of proxy for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This circular will also be published on the website of the Company at www.hing-ming.com.

30 June 2017

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Main Board of 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
Introduction	3
Issue Mandate	3
Repurchase Mandate	4
Extension of Issue Mandate to Issue Shares	4
Re-election of Retiring Directors	4
AGM	5
Voting by Poll	6
Responsibility Statement	6
Recommendation	6
APPENDIX I — BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	7
APPENDIX II — EXPLANATORY STATEMENT	16
NOTICE OF ANNUAL GENERAL MEETING	19

This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 1/F., Fortune Building, 150–158 Lockhart Road, Wanchai, Hong Kong on Friday, 18 August 2017 at 10:00 a.m.
“Articles of Association”	the amended and restated articles of association of the Company adopted on 23 February 2017 and effective from 15 March 2017 as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Hing Ming Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on GEM (stock code: 8425)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)

DEFINITIONS

“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate
“Latest Practicable Date”	23 June 2017, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Listing Date”	15 March 2017, the date on which the issued Shares were initially listed on GEM
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Year”	the year ended 31 March 2017
“%”	per cent

LETTER FROM THE BOARD

Hing Ming Holdings Limited
興銘控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8425)

Executive Directors:

Mr. Tang Hing Keung
(Chairman and Chief Executive Officer)
Mr. Tang Ming Hei

Non-executive Directors:

Ms. Au Fung Yee
Mr. Au Lop Wah Edmond

Independent Non-executive Directors:

Mr. Kwan Woon Man Boris
Mr. Chiu Chi Wing
Mr. Tang Man Ho Michael

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

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

31/F., 148 Electric Road
North Point
Hong Kong

30 June 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the proposed re-election of the retiring Directors.

The purpose of this circular is to give you notice of the AGM and provide you with the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to the written resolutions of the sole Shareholder dated 23 February 2017 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to

LETTER FROM THE BOARD

the Directors. Based on 400,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 80,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to the written resolutions of the sole Shareholder dated 23 February 2017 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 400,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 40,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

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

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Mr. Tang Hing Keung and Mr. Tang Ming Hei; two non-executive Directors, namely Ms. Au Fung Yee and Mr. Au Lop Wah Edmond; and three INEDs, namely Mr. Kwan Woon Man Boris, Mr. Chiu Chi Wing and Mr. Tang Man Ho Michael.

LETTER FROM THE BOARD

Article 83(3) of the Articles of Association provides that, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and shall be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Tang Hing Keung and Ms. Au Fung Yee were appointed as first Directors on 8 April 2016; Mr. Tang Ming Hei and Mr. Au Lop Wah Edmond were appointed as Directors by the Board on 24 May 2016, and Mr. Kwan Woon Man Boris, Mr. Chiu Chi Wing and Mr. Tang Man Ho Michael (collectively, the “**Retiring Directors**”), were appointed as Directors by the Board on 23 February 2017. Thus, they will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

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

The Nomination Committee had assessed and reviewed each of the INEDs’ annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all of them, namely Mr. Kwan Woon Man Boris, Mr. Chiu Chi Wing and Mr. Tang Man Ho Michael remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the period from their respective appointment dates to 31 March 2017 and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the AGM.

AGM

The Company will convene the AGM at 10:00 a.m. on Friday, 18 August 2017 at 1/F., Fortune Building, 150–158 Lockhart Road, Wanchai, Hong Kong, at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of Retiring Directors. The notice convening the AGM is set out on pages 19 to 24 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the AGM, the authority of the proxy will be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the 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. Therefore, all resolutions to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders.

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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of Retiring Directors as set out in the notice of AGM 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 relevant resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 19 to 24 of this circular.

Yours faithfully,
For and on behalf of the Board
Hing Ming Holdings Limited
Tang Hing Keung

Chairman, Executive Director and Chief Executive Officer

The following are the biographical details of the Retiring Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the Retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

Mr. Tang Hing Keung

Mr. Tang Hing Keung (鄧興強) (“**Mr. H.K. Tang**”), aged 59, was appointed as a Director on 8 April 2016 and designated as an executive Director on 24 June 2016. Mr. H.K. Tang also holds directorships in all the subsidiaries of the Company. He is one of the founders of the Group, the chairman of the Board and the chief executive officer of the Company, responsible for strategic planning and the overall management and supervision of operations of the Group. Mr. H.K. Tang has been a director of Hing Ming Gondola (HK) Company Limited (“**Hing Ming**”) and Trend Novel Limited (“**Trend Novel**”) since September 1997 and April 2016, respectively. He is the husband of Ms. Au Fung Yee, a non-executive Director, the father of Mr. Tang Ming Hei, an executive Director, and the brother-in-law of Mr. Au Lop Wah Edmond, a non-executive Director.

Mr. H.K. Tang has over 20 years of experience in the construction industry, in particular the suspended working platform industry and the tower crane industry in Hong Kong. Prior to incorporating Hing Ming, he worked in a number of construction companies in Hong Kong. From 1979 to 1983, Mr. H.K. Tang worked as a technician in Hopewell Construction Company Limited, mainly responsible for (i) operating tower cranes, welding machines and hydraulic machines, and (ii) repairing tower cranes, suspended working platforms and security cages for workers. From 1983 to 1988, Mr. H.K. Tang worked as a technician in Hip Hing Construction Company Limited, mainly responsible for (i) operating tower cranes and welding machines, (ii) installing and repairing construction equipment and (iii) installing security cages for workers. From 1988 to 1989, he worked in Gammon Construction Limited, mainly responsible for operating tower cranes. In February 1990, he established Hing Ming Engineering Co. as a sole proprietorship to start up his own business of machinery engineering in Hong Kong. Mr. H.K. Tang completed a three-year prevocational course in Caritas St. Joseph Prevocational School in November 1974.

Mr. H.K. Tang has been conferred the title of honorary principal of 龍潭興銘雁心小學 (Longtan Hing Ming Hearts Hope Primary School) and 興銘雁心希望小學 (Hing Ming Hearts Hope Primary School) in September 2010 and March 2013, respectively. Both of the schools are in Hunan, the PRC.

Mr. H.K. Tang was a director of the following companies prior to their respective dissolution:

Name of companies	Place of incorporation	Principal business activity prior to cessation of business	Date of dissolution	Means of dissolution	Reasons for dissolution
Carson Engineering Limited	Hong Kong	Provision of electrical services for construction sites	26 August 2011	Deregistration	No business
Harvest Team International Limited	Macau	Leasing of generators and skid loaders	28 April 2016	Members' voluntary winding up	Cessation of business upon completion of all construction projects it had undertaken
Point (HK) Engineering Limited	Hong Kong	Provision of construction services and sales of machinery	16 December 2009	Creditor's voluntary winding up	Cessation of business upon completion of all construction projects it had undertaken. To the best knowledge of Mr. H.K. Tang and Ms. Au Fung Yee, (i) the only creditor as at the date of winding up was Hing Ming, which did not claim the outstanding amount due from the company of approximately HK\$0.3 million; and (ii) no other creditor filed proof of debts during the winding up. Having considered that (a) Hing Ming was one of the shareholders of the company; and (b) the amount due from the company to Hing Ming was not material, Mr. H.K. Tang and Ms. Au Fung Yee, being the directors of Hing Ming, were of the view that not claiming such amount due did not and would not have any significant financial and operational impact on Hing Ming.
Transasia Engineering (Holdings) Co., Limited	Hong Kong	Inactive	2 December 2005	Deregistration	No business
Transasia Transportation Co., Limited	Hong Kong	Transportation/Logistics	12 November 2004	Deregistration	No business

Mr. H.K. Tang entered into a service contract with the Company on 23 February 2017 for a term of three years commencing on the Listing Date. Pursuant to the service contract, Mr. H.K. Tang is entitled to an annual director's fee of HK\$840,000. In addition, he is also entitled to a discretionary bonus provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 5% of the audited consolidated net profit of the Group (after taxation, minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and may be adjusted by the Board subject to the resolutions of the Remuneration Committee and the Shareholders at general meeting. Mr. H.K. Tang is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. H.K. Tang was interested in 300,000,000 Shares, representing 75% of the issued Shares, through his controlled corporation, Hing Gut Limited (“**Hing Gut**”), within the meaning of Part XV of the SFO. Hing Gut is legally and beneficially owned as to 90% by Mr. H.K. Tang and 10% by Ms. Au Fung Yee. Mr. H.K. Tang and Ms. Au Fung Yee are also the directors of Hing Gut.

Mr. Tang Ming Hei

Mr. Tang Ming Hei (鄧銘禧) (“**Mr. M.H. Tang**”), aged 29, was appointed as a Director on 24 May 2016 and designated as an executive Director on 24 June 2016, and was appointed as the compliance officer of the Company on 23 June 2016. He is responsible for advising on compliance matters of the Group. He is the son of Mr. H.K. Tang and Ms. Au Fung Yee, an executive Director and a non-executive Director, respectively and the nephew of Mr. Au Lop Wah Edmond, a non-executive Director.

Mr. M.H. Tang had worked as a part-time compliance consultant of Hing Ming since December 2015 until he joined the Group as a full-time compliance consultant in April 2016. He worked in CACEIS Hong Kong Trust Company Limited, a member of Crédit Agricole Group, from December 2014 to April 2016. From November 2013 to December 2014, he worked as a tax consultant in KPMG Tax Limited.

Mr. M.H. Tang obtained a dual degree of Bachelors of Laws and Commerce from The University of Queensland, Australia in July 2012. In July 2013, he obtained the Graduate Diploma in Legal Practice from The Australian National University, Australia and obtained a degree of Master of Commerce in Financial Econometrics from the University of New South Wales, Australia.

Mr. M.H. Tang was admitted as a Lawyer of the Supreme Court of New South Wales by The Supreme Court of New South Wales in July 2013. He was also admitted as an associate member of CPA Australia in June 2014.

Mr. M.H. Tang was a director of the following company which was incorporated in Hong Kong prior to its dissolution:

Name of company	Principal business activity prior to cessation of business	Date of dissolution	Means of dissolution	Reasons for dissolution
Hing Ming Gondola Equipment Company Limited	Inactive from incorporation to deregistration	24 September 2010	Deregistration	The company was incorporated for name reservation purpose and had no business from its incorporation to its deregistration

Mr. M.H. Tang entered into a service contract with the Company on 23 February 2017 for a term of three years commencing on the Listing Date. Pursuant to the service contract, Mr. M.H. Tang is entitled to an annual director's fee of HK\$360,000. In addition, he is also entitled to a discretionary bonus provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 5% of the audited consolidated net profit of the Group (after taxation, minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and may be adjusted by the Board subject to the resolutions of the Remuneration Committee and the Shareholders at general meeting. Mr. M.H. Tang is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Ms. Au Fung Yee

Ms. Au Fung Yee (區鳳怡) (“**Ms. Au**”), aged 54, was appointed as a Director on 8 April 2016 and designated as a non-executive Director on 24 June 2016. Ms. Au also holds directorships in all the subsidiaries of the Company. She is one of the founders of the Group and is responsible for the strategic planning and financial planning of the Group. Ms. Au has been a director of Hing Ming and Trend Novel since September 1997 and April 2016, respectively. She is the wife of Mr. H.K. Tang, an executive Director, the mother of Mr. M.H. Tang, an executive Director, and the younger sister of Mr. Au Lop Wah Edmond, a non-executive Director.

Ms. Au has more than 15 years of experience in the business of suspended working platforms-related business. She founded Hing Ming together with Mr. H.K. Tang in September 1997 and has been a director of Hing Ming since then, mainly responsible for handling financial matters. She was also the company secretary of Hing Ming during the period between September 1997 and June 2006.

Ms. Au was a director of the following companies prior to their respective dissolution:

Name of companies	Place of incorporation	Principal business activity prior to cessation of business	Date of dissolution	Means of dissolution	Reasons for dissolution
Carson Engineering Limited	Hong Kong	Provision of electrical services for construction sites	26 August 2011	Deregistration	No business
Harvest Team International Limited	Macau	Leasing of generators and skid loaders	28 April 2016	Members' voluntary winding up	Cessation of business upon completion of all construction projects it had undertaken
Point (HK) Engineering Limited	Hong Kong	Provision of construction services and sales of machinery	16 December 2009	Creditor's voluntary winding up	Cessation of business upon completion of all construction projects it had undertaken. To the best knowledge of Mr. H.K. Tang and Ms. Au, (i) the only creditor as at the date of winding up was Hing Ming, which did not claim the outstanding amount due from the company of approximately HK\$0.3 million; and (ii) no other creditor filed proof of debts during the winding up. Having considered that (a) Hing Ming was one of the shareholders of the company; and (b) the amount due from the company to Hing Ming was not material, Mr. H.K. Tang and Ms. Au, being the directors of Hing Ming, were of the view that not claiming such amount due did not and would not have any significant financial and operational impact on Hing Ming.

Ms. Au entered into a letter of appointment with the Company on 23 February 2017 for a term of three years commencing on the Listing Date. Pursuant to the letter of appointment, Ms. Au is entitled to an annual director's fee of HK\$150,000. Her emolument was determined by the Board with reference to her experience, responsibilities and duties within the Company and may be adjusted annually by the Board upon the recommendation of the Remuneration Committee. Ms. Au is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, Ms. Au was interested in 300,000,000 Shares, representing 75% of the issued Shares, held by Hing Gut. Hing Gut is legally and beneficially owned as to 90% by Mr. H.K. Tang and 10% by Ms. Au. Under the SFO, Ms. Au is deemed to be interested in the same number of Shares in which her husband, Mr. H.K. Tang, is interested.

Mr. Au Lop Wah Edmond

Mr. Au Lop Wah Edmond (區立華) (“Mr. Au”), aged 61, was appointed as a Director on 24 May 2016 and designated as a non-executive Director on 24 June 2016. He is primarily responsible for advising on opportunities for business development and expansion of the Group. He is the elder brother of Ms. Au, a non-executive Director, the brother-in-law of Mr. H.K. Tang, an executive Director, and the uncle of Mr. M.H. Tang, an executive Director.

Mr. Au has more than 20 years of experience in engineering and corporation management. From April 1999 to April 2017, he was a director of Alstom Power Service (Hong Kong) Limited (currently known as GE Power Service (Hong Kong) Limited), mainly responsible for the development of the company. From January 1996 to April 1999, he worked as a construction engineer in Mass Transit Railway Corporation, mainly responsible for project management. In October 1973, he joined China Light & Power Company, Limited as a student apprentice, and left as a mechanical maintenance engineer in November 1994.

Mr. Au obtained a Certificate in Supervisory Management from Hong Kong Polytechnic (currently known as Hong Kong Polytechnic University) in November 1980. He was also awarded an Associateship in Mechanical Engineering by Hong Kong Polytechnic in November 1988. In September 1989, he obtained a Diploma in Management Studies awarded jointly by Hong Kong Polytechnic and Hong Kong Management Association.

Mr. Au was admitted as a member and was registered as a Chartered Mechanical Engineer with the Institution of Mechanical Engineers in June 1990. He was also admitted as a member of The Hong Kong Institution of Engineers in November 1994.

Mr. Au was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

Name of companies	Principal business activity prior to cessation of business	Date of dissolution	Means of dissolution	Reasons for dissolution
AC Power & Energy Limited	Supply and trading of power equipment	27 June 2008	Strike-off	No business
Dainford Industrial Limited	Retail store	21 March 2003	Strike-off	No business

Mr. Au entered into a letter of appointment with the Company on 23 February 2017 for a term of three years commencing on the Listing Date. Pursuant to the letter of appointment, Mr. Au is entitled to an annual director's fee of HK\$150,000. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and may be adjusted annually by the Board upon the recommendation of the Remuneration Committee. Mr. Au is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Mr. Kwan Woon Man Boris

Mr. Kwan Woon Man Boris (關煥民) (“**Mr. Kwan**”), aged 58, was appointed as an INED on 23 February 2017. He has been the chairman of the Nomination Committee as well as a member of each of the Audit Committee and the Remuneration Committee since the same date. He is primarily responsible for providing independent advice to the Board.

Mr. Kwan is a general manager of Vigers Security Limited, mainly responsible for management of the company. He joined the Hong Kong Police Force in 1978 and retired in 2014 with his last position being chief inspector. During his service with the Hong Kong Police Force, he was awarded the Hong Kong Police Medal for Meritorious Service in the Hong Kong 2014 Honours List in July 2014.

Mr. Kwan completed a Diploma Programme in Police Studies organised by the School of Continuing Studies, The Chinese University of Hong Kong in January 2002.

Mr. Kwan entered into a letter of appointment with the Company on 23 February 2017 for a term of three years commencing on the Listing Date. Pursuant to the letter of appointment, Mr. Kwan is entitled to an annual director's fee of HK\$100,000. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and may be adjusted annually by the Board upon the recommendation of the Remuneration Committee. Mr. Kwan is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Mr. Chiu Chi Wing

Mr. Chiu Chi Wing (趙志榮) (“**Mr. Chiu**”), aged 53, was appointed as an INED on 23 February 2017. He has been the chairman of the Audit Committee as well as a member of each of the Remuneration Committee and the Nomination Committee since the same date. He is primarily responsible for providing independent advice to the Board.

Mr. Chiu has over 20 years of experience in accounting, auditing and taxation. He is a co-founder and is currently a director of Lixin C.P.A. Limited which was founded in May 2002, mainly responsible for reviewing and providing technical advice and providing training to staff for audit, taxation, accounting and company secretarial matters. From November 1990 to March 1991, he worked as the internal auditor of The Po Leung Kuk, mainly responsible for carrying out internal audit works. From August 1986 to October 1990, Mr. Chiu worked in KPMG, mainly responsible for audit works.

Mr. Chiu obtained an Honours Diploma in Accountancy from Lingnan College (currently known as Lingnan University) in November 1986. Mr. Chiu was admitted as a fellow member of The Chartered Association of Certified Accountants in October 1994. He was also admitted as an associate and a fellow of the Hong Kong Institute of Certified Public Accountants in February 1990 and September 1997, respectively. Mr. Chiu was appointed as a member of the Court of Lingnan University from October 2001 to October 2005, and a member of the Council of Lingnan University from August 2006 to August 2009.

On 18 November 2016, Mr. Chiu was appointed as an independent non-executive director of Gudou Holdings Limited, a company listed on GEM (stock code: 8308).

Mr. Chiu entered into a letter of appointment with the Company on 23 February 2017 for a term of three years commencing on the Listing Date. Pursuant to the letter of appointment, Mr. Chiu is entitled to an annual director's fee of HK\$100,000. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and may be adjusted annually by the Board upon the recommendation of the Remuneration Committee. Mr. Chiu is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Mr. Tang Man Ho Michael

Mr. Tang Man Ho Michael (鄧文豪) (“**Mr. Michael Tang**”), aged 56, was appointed as an INED on 23 February 2017. He has been the chairman of the Remuneration Committee as well as a member of each of the Audit Committee and the Nomination Committee since the same date. He is primarily responsible for providing independent advice to the Board.

Mr. Michael Tang completed his secondary education and graduated from Wai Kiu College in Hong Kong in July 1979. He founded Viewful Trading Ltd., a company incorporated under the laws of Hong Kong, in May 1994 engaging in the garment industry. Mr. Michael Tang has been the group chairman of Viewful Trading Ltd. since June 1995. As the group chairman, he provides leadership, oversight and governance leadership to the company.

Mr. Michael Tang entered into a letter of appointment with the Company on 23 February 2017 for a term of three years commencing on the Listing Date. Pursuant to the letter of appointment, Mr. Michael Tang is entitled to an annual director's fee of HK\$100,000. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and may be adjusted annually by the Board upon the recommendation of the Remuneration Committee. Mr. Michael Tang is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

General

Save as disclosed above, each of the Retiring Directors (i) had not held any directorship in the last three years in any public company the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him/her that as at the Latest Practicable Date: (a) he/she did not hold other positions in the Company or other

members of the Group; (b) he/she did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he/she did not have any interests in the Shares within the meaning of Part XV of the SFO.

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM granting the Repurchase Mandate.

The GEM Listing Rules permit companies with a primary listing on GEM of the Stock Exchange to repurchase their fully-paid shares on GEM of the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Directors would be authorised to repurchase up to a maximum of 40,000,000 Shares, representing 10% of the total number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the amended and restated memorandum of association of the Company and the Articles of Association for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2017, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on GEM since the Listing Date and up to the Latest Practicable Date were as follows:

Month	Traded Price (HK\$)	
	Highest	Lowest
2017		
March (since the Listing Date)	0.90	0.76
April	1.08	0.77
May	0.93	0.80
June (up to and including the Latest Practicable Date)	0.83	0.70

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, have any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the AGM.

9. UNDERTAKING OF THE DIRECTORS

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 in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an 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 defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Hing Gut was beneficially interested in 300,000,000 Shares, representing 75% of the total number of issued Shares. Hing Gut is owned as to 90% and 10% by Mr. Tang Hing Keung, an executive Director, the chairman of the Board and the chief executive officer of the Company and Ms. Au Fung Yee, a non-executive Director and the wife of Mr. Tang Hing Keung, respectively. Accordingly, under the SFO, each of Mr. Tang Hing Keung and Ms. Au Fung Yee is deemed to be interested in 300,000,000 Shares held by Hing Gut, representing 75% of the total number of issued Shares. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of each of Mr. Tang Hing Keung, Ms. Au Fung Yee and Hing Gut would be increased to approximately 83.33% of the total number of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date up to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

Hing Ming Holdings Limited

興銘控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8425)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Hing Ming Holdings Limited (the “Company”) will be held at 1/F., Fortune Building, 150–158 Lockhart Road, Wanchai, Hong Kong on Friday, 18 August 2017 at 10:00 a.m. (or the adjournment thereof) for the following purposes:

AS ORDINARY BUSINESSES

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 March 2017;
2.
 - (a) To re-elect Mr. Tang Hing Keung as an executive director of the Company;
 - (b) To re-elect Mr. Tang Ming Hei as an executive director of the Company;
 - (c) To re-elect Ms. Au Fung Yee as a non-executive director of the Company;
 - (d) To re-elect Mr. Au Lop Wah Edmond as a non-executive director of the Company;
 - (e) To re-elect Mr. Kwan Woon Man Boris as an independent non-executive director of the Company;
 - (f) To re-elect Mr. Chiu Chi Wing as an independent non-executive director of the Company;
 - (g) To re-elect Mr. Tang Man Ho Michael as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 March 2018;
4. To re-appoint BDO Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the **“Shares”**) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, 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 during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles of Association”**) in force from time to time, shall not exceed 20% of the aggregate number of the Shares in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

- 6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
 - (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”
7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon Resolution nos. 5 and 6 set out in the notice convening this meeting (the “**Notice**”) being passed, the general mandate granted to the directors of the Company pursuant to Resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution no. 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

By Order of the Board
Hing Ming Holdings Limited
Tang Hing Keung

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 30 June 2017

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:
31/F., 148 Electric Road
North Point
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM or the poll concerned if he/she/it so wishes. If a Member who has lodged a form of proxy attends the AGM, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment.
4. For determining the entitlement of the Members to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 15 August 2017 to Friday, 18 August 2017 (both dates inclusive), during which period no transfer of Shares will be effected. 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 in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 14 August 2017.
5. In relation to the proposed Resolution no. 5 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”). The Directors have no immediate plans to issue any new Shares.
6. In relation to the proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Company’s circular dated 30 June 2017.
7. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll.
8. In case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.
9.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

NOTICE OF ANNUAL GENERAL MEETING

- (d) After considering their own situations, the Members should decide on their own as to whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.