

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 LIMITED

(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 ADOPTION OF AMENDED AND
RESTATED ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of the Company to be held at 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Friday, 30 September 2022 at 3:00 p.m. is set out on pages 26 to 30 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.

PRECAUTIONARY MEASURES FOR THE AGM

Please refer to page ii of this circular for precautionary measures that will be implemented at the AGM to prevent the COVID-19 pandemic, including:

- (i) Compulsory body temperature check;
- (ii) Compulsory wearing of surgical face mask throughout the AGM;
- (iii) No refreshments will be provided and there will be no corporate gift; and
- (iv) Maintaining proper distance between seats.

Any person who does not comply with any of the above precautionary measures, or who has a fever or exhibits flu-like symptoms or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the AGM venue.

For the health and safety of shareholders of the Company (the “Shareholder(s)”), the Company encourages Shareholders NOT to attend the meeting in person, and remind Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

28 July 2022

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PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of stakeholders and participants attending the AGM under the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM:

- (i) Compulsory body temperature checks will be conducted for every attendee entering the AGM venue. Any person with a body temperature above 37.4 degrees Celsius, or who exhibits flu-like symptoms, may be denied entry to the AGM venue or be required to leave the AGM venue;
- (ii) Each attendee will be required to wear a surgical face mask inside the AGM venue and throughout the AGM;
- (iii) No refreshment will be served and there will be no corporate gift; and
- (iv) Seating at the AGM venue will be arranged to ensure appropriate social distancing. Attendee of the AGM is reminded to observe good personal hygiene and to maintain appropriate social distance with others at all times.

Any person who refuses to co-operate with any of the above precautionary measures may not be admitted to the AGM venue in order to ensure the safety of the attendees at the AGM.

In addition, the Company reminds all Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person, by completing and returning the proxy form attached to this circular.

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the directors of the Company, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong.

Subject to the development of the COVID-19 pandemic in Hong Kong, the Company may implement further precautionary measures and issue further announcement(s) on such measures at short notice as and when appropriate. Shareholders should check the website of The Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) or the website of the Company (<http://www.rbmsgroup.com>) for further announcements and updates on the AGM arrangements.

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 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Friday, 30 September 2022 at 3:00 p.m., the notice of which is set out on pages 26 to 30 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 26 to 30 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on 20 September 2018 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
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 or other securities of up to a maximum of 20% of the total number of Shares in issue as at the date of the AGM, as set out in resolution numbered 4 of the AGM Notice

DEFINITIONS

“Latest Practicable Date”	22 July 2022, being the latest practicable date prior to the printing 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
“New Articles of Association”	the amended and restated articles of association of the Company proposed to be adopted by the Shareholders at the AGM
“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 in issue as at the date of the AGM, as set out in resolution numbered 5 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	Ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	per cent.

LETTER FROM THE BOARD

MOS HOUSE GROUP LIMITED

(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. Ng Wang To
Mr. Woo King Hang
Mr. Hui Chun Tak

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:
50/F, China Online Centre
333 Lockhart Road
Wanchai
Hong Kong

28 July 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANT OF
ISSUE MANDATE AND REPURCHASE MANDATE;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED ADOPTION OF AMENDED AND
RESTATED ARTICLES OF ASSOCIATION;
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 adoption of the New Articles of Association and give you the AGM Notice.

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 30 September 2021. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the Shares in issue as at the date of the AGM (subject to adjustment for share sub-division or consolidation).

LETTER FROM THE BOARD

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 240,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 48,000,000 new Shares under the Issue Mandate, representing 20% of the total number of the Shares in issue as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Company’s existing mandate to repurchase Shares was approved by its then Shareholders on 30 September 2021. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

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

As at the Latest Practicable Date, the issued share capital of the Company is comprised of 240,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 24,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of the Shares in issue as at the date of the AGM.

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

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(2) of the Articles of Association, Mr. Simon Tso will retire from office as Director and being eligible, has offered himself for re-election as Director at the AGM.

In accordance with Article 83(3) of the Articles of Association, Mr. Woo King Hang and Mr. Hui Chun Tak 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.

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 8 June 2022 in relation to the proposed adoption of amended and restated Articles of Association.

In order to implement the change of the Listing Rules in respect of the overseas listed issuers and after taking into consideration the actual circumstances of the Company, the Board has passed a resolution proposing to seek the approval of the Shareholders by way of a special resolution at the AGM to amend the Articles of Association by adopting the New Articles of Association in substitution for and to the exclusion of the Existing Articles and Association. The proposed adoption of amended and restated Articles of Association brought about by the adoption of the New Articles of Association are set out in the section headed “Appendix III — Proposed adoption of amended and restated Articles of Association” to this circular.

The New Articles of Association are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the New Articles of Association comply with the requirements of the Listing Rules, including the Core Shareholder Protection Standards and the Stock Exchange’s guidance letter on HKEx-GL111-22. The legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the proposed adoption of amended and restated Articles of Association do not violate the applicable laws of the Cayman Islands and the Company will conform to the requirements in Section II.B of the Stock Exchange’s guidance letter on HKEx-GL111-22. The Company confirms that there is nothing unusual about the proposed adoption of amended and restated Articles of Association, and the New Articles of Association comply with the requirements of the Listing Rules, including the Core Shareholder Protection Standards and the Stock Exchange’s guidance letter on HKEx-GL111-22.

LETTER FROM THE BOARD

The proposed adoption of amended and restated Articles of Association and the proposed adoption of the New Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM. After the proposed adoption of amended and restated Articles of Association come into effect, the full text of the New Articles of Association will be published on the websites of the Stock Exchange and the Company.

AGM

A notice convening the AGM to be held at 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Friday, 30 September 2022 at 3:00 p.m. is set out on pages 26 to 30 of this circular.

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

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. 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 Tuesday, 27 September 2022 to Friday, 30 September 2022 (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, 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 Monday, 26 September 2022. All persons who are registered holders of the Shares on Friday, 30 September 2022, 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 adoption of amended and restated Articles of Association 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.

LETTER FROM THE BOARD

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.

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 240,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 24,000,000 Shares during the Relevant Period, representing 10% of the total number of the Shares in issue as at the date of the AGM.

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 were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	0.385	0.300
August	0.315	0.250
September	0.360	0.300
October	0.365	0.305
November	0.365	0.310
December	0.365	0.330
2022		
January	0.320	0.270
February	0.320	0.285
March	0.300	0.250
April	0.300	0.285
May	0.300	0.270
June	0.800	0.250
July (up to and including the Latest Practicable Date)	0.295	0.270

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 151,480,000 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) and 1,480,000 Shares were held 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), representing approximately 63.12% 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 63.12% to approximately 70.13%. 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 2022, being the date to which the latest published audited accounts of the Company have been made up. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

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

RE-ELECTION OF DIRECTORS

Executive Director

Mr. Simon Tso (“Mr. Tso”)

Mr. Tso, aged 49, was appointed as our Director on 25 September 2015 and re-designated as our executive Director on 17 December 2015. Mr. Tso is the founder, chairman and chief executive officer of our Group. He is the spouse of Ms. Tusi To Fei, an executive Director. Mr. Tso is also the chairman of the nomination committee. He is responsible for the overall strategic planning, operations and management of our Group. Mr. Tso has taken up the management role as a director of a number of subsidiaries of the Company.

Mr. Tso has over 20 years of experience in the trading of tiles and building materials. Mr. Tso is a director of Pok Oi Hospital, a charitable organisation principally engaged in the provision of medical, social and educational services. He is also the president of Wanchai and Central & Western District Industries and Commerce Association, an industrial and commercial organisation.

Mr. Tso obtained a bachelor’s degree in engineering from the University of Manchester Institute of Science and Technology (which was merged with the Victoria University of Manchester, now known as the University of Manchester) in the United Kingdom in July 1997. He also received a master’s degree in business administration from the University of Liverpool in the United Kingdom in December 1998. Other than disclosed in this circular, Mr. Tso did not hold any other directorship in listed public companies in the last three years.

As at the Latest Practical Date, Mr. Tso is interested in 151,480,000 Shares, representing 63.12% of the issued share capital of the Company, all the shares are held by controlled entities within the meaning of Part XV of the SFO.

Mr. Tso has entered into a letter of appointment with the Company for a term of three years commencing on 1 December 2021, which may be terminated by not less than three months’ notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the year ended 31 March 2022, the total remuneration of Mr. Tso amounted to HK\$2,916,000, details of which were set out in note 8(A) to the financial statements in the annual report for the year ended 31 March 2022. The remuneration of Mr. Tso is determined with reference to the prevailing market conditions, the Company’s performance and his time, effort and expertise spent on the Group’s affairs.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Tso does not (i) have any relationship with any Directors, senior management or substantial shareholders of the Company; (ii) hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) hold any other position with the Company or other members of the Group; (iv) have any other major

appointments and professional qualifications; (v) have any interests in the Shares within the meaning of the SFO; and (vi) have any other matters that need to be brought to the attention of the Shareholders nor has any other information that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

Independent non-executive Directors

Mr. Woo King Hang (“Mr. Woo”)

Mr. Woo, aged 60, has extensive experience in financial and business management. Mr. Woo is an independent non-executive director, the chairman of the audit committee and the corporate governance committee and a member of the remuneration committee of the Company. He is currently an independent non-executive director and a member of the audit committee and the nomination committee of Crocodile Garments Limited (“Crocodile”, Stock Code: 122); He is also the vice chairman of the board of directors and a non-executive director of Centenary United Holdings Limited (“Centenary United”, Stock Code: 1959). Mr. Woo is also an independent non-executive director and a member of the audit committee, the remuneration committee and the nomination committee of Digital Domain Holdings Limited (“DDHL”, Stock Code: 547).

Mr. Woo was an independent non-executive director of Hans Energy Company Limited (“Hans Energy”, Stock Code: 554) between June 2019 and December 2021 and an executive director of Bamboos Health Care Holdings Limited (“Bamboos HCHL”, Stock Code: 2293) between May 2019 and July 2019. He was also a project controller of NWS Service Management Limited (a wholly-owned subsidiary of NWS Holdings Limited (“NWSHL”, Stock Code: 659) from January 2019 to April 2019. Mr. Woo also served as a financial controller and an executive director of Hip Hing Construction Company Limited (a wholly-owned subsidiary of NWSHL) from February 2006 to June 2010 and from July 2010 to December 2018 respectively. The issued shares of each of Crocodile, Centenary United, DDHL, Hans Energy, Bamboos HCHL and NWSHL are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

Mr. Woo is a fellow member of each of the Institute of 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. In addition, Mr. Woo is an honorary officer of the Auxiliary Medical Service, a member of each of the panel of assessors and the health committee of the Medical Council of Hong Kong, the Chinese Medicine Practitioners Board and the disciplinary committee of the Chinese Medicine Council of Hong Kong, the Advisory Committee on Admission of Quality Migrants and Professionals, the Police Education and Welfare Trust Management Committee as well as the disciplinary committee of the Hong Kong Institute of Certified Public Accountants. He is the vice chairman of the Hong Kong PHAB Association and a council member of the Hong Kong Chinese Orchestra.

Mr. Woo was 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 (“Order”) was granted by the High Court of Hong Kong (“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 (“Joint Venture”) in which BTO had 30% interests. An award (“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 Joint Venture, the construction works or the said arbitration or matters leading to the granting of the Order.

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\$240,000 per annum which is determined with reference to his experience, expected duties and responsibilities within the Company and the prevailing market conditions.

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 of the Company and he has no interests in the shares of the Company 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 independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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 2022, 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 (“Mr Hui”)

Mr. Hui, aged 58, joined the Company as an independent non-executive Director and a member of the audit committee, the nomination committee and the corporate governance committee on 8 December 2021. He is currently an independent non-executive director, 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). He is also 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 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.

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 of the Company and he has no interests in the shares of the Company 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 independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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 of the Company at a meeting held on 28 June 2022, the Company considers Mr. Hui to be independent under the Listing Rules.

After the aforesaid annual assessment by the nomination committee of the Company, 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.

The followings are the proposed amendments to the Articles brought about by the adoption of the New Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Articles.

Article No.	Proposed amendments (reflecting changes to the Articles of Association)
2. (1)	<ul style="list-style-type: none"> ● The definition “Act” shall be inserted immediately before the definition “Articles” and the definition “Law” be deleted in its entirety to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, and to update and tidy up other references in these Articles ● The definition “business day” be deleted in its entirety ● The definition “Subsidiary and Holding Company” be deleted in its entirety
2. (2) (i)	<p>The words “and Section 19” be inserted immediately before the words “Electronic Transactions”, such that, following such amendments, Article 2. (2) (i) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p>“Section 8 <u>and Section 19</u> of the Electronic Transactions Law Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”</p>
3. (1)	<p>The words “\$0.01” shall be replaced with the words “Hong Kong dollars 0.10”, such that, following such amendment, Article 3. (1) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p>“The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of \$0.01 Hong Kong dollars 0.10 each.”</p>

- | Article No. | Proposed amendments
(reflecting changes to the Articles of Association) |
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| 3. (3) | <p>The word “relevant” shall be replaced with the word “competent”, such that, following such amendment, Article 3. (3) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p>“Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant<u>competent</u> regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”</p> |
| 10. | <p>The words “in nominal value” shall be replaced with the words “of the voting rights”, such that, following such amendment, Article 10. shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p>“Subject to the Law-Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of <u>the voting rights</u> of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the voting rights of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p> <p>(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.</p> |

- Proposed amendments**
Article No. (reflecting changes to the Articles of Association)
45. (a) Article 45. shall be amended by the deletion of the words “and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made” immediately after the words “distribution, allotment or issue”, such that, following such deletion, Article 45. (a) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):
- “determining the Members entitled to receive any dividend, distribution, allotment or issue ~~and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;~~”
56. Article 56. shall be amended by deletion in its entirety and the substitution in its place of the following (mark-ups reflecting the amendments to the provisions of the Articles of Association):
- “An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles ~~(within a period of not more than fifteen (15) months after the holding of the last preceding and such~~ annual general meeting ~~or not more must be held within with an eighteen six (186) months after the date end of adoption of these Articles, the Company’s financial year~~ (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.”

- Proposed amendments**
- Article No. (reflecting changes to the Articles of Association)**
58. The word “Members” shall be replaced with the word “Member(s)” and the words “paid up capital” shall be replaced with the words “voting rights on a one vote per share basis”. The words “or resolution” shall be inserted immediately after the words “for the transaction of any business”, such that, following such amendments, Article 58. shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):
- “The Board may whenever it thinks fit call extraordinary general meetings. Any one or more ~~Members~~ Member(s) holding at the date of deposit of the requisition not less than one-tenth of the ~~paid-up capital~~ voting rights on a one vote per share basis of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

- Proposed amendments**
Article No. (reflecting changes to the Articles of Association)
59. (1) Article 59. (1) shall be amended by deletion of the words “and not less than twenty (20) clear business days” immediately after the words “not less than twenty-one (21) clear days” and “and not less than ten (10) clear business days” immediately after the words “not less than fourteen (14) clear days” and the word “Law” shall be replaced by the word “Act”, such that, following such amendments, Article 59. (1) will read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):
- “An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the ~~Law~~Act, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.”
61. (1)(d) The word “and” shall be inserted immediately after the words “and other officers;”, such that, following such amendment, Article 61. (1)(d) shall read as follows (mark-up reflecting the amendment to the provisions of the Articles of Association):
- “appointment of Auditors (where special notice of the intention for such appointment is not required by the ~~Law~~Act) and other officers; and”
61. (1) (f) The words “in nominal value” shall be replaced with the words “of the voting rights”, such that, following such amendment, Article 61. (1) (f) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):
- “the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) ~~in nominal value of the voting rights~~ of its existing issued share capital; and”

- | Article No. | Proposed amendments
(reflecting changes to the Articles of Association) |
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| 61. (2) | <p>The words “or by proxy or” immediately after the words “present in person” be deleted and the words “or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy” be inserted immediately before the words “shall form a quorum for all purposes.”, such that, following such amendments, Article 61. (2) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p>“No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative <u>or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy</u> shall form a quorum for all purposes.”</p> |
| 73. (2) | <p>A new Article 73. (2) shall be inserted as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p><u>“All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”</u></p> |
| 73. (2) | <p>Existing Article 73. (2) shall be re-numbered as new Article 73. (3).</p> |

- | Article No. | Proposed amendments
(reflecting changes to the Articles of Association) |
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| 83. (3) | <p>The word “so” shall be inserted immediately after the words “Any Director”; the words “by the Board to fill a casual vacancy” immediately after the words “Any Director appointed” and “general meeting of Members after his appointment and 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” immediately after the words “shall hold office until the first” shall be deleted; and the words “after his appointment” shall be inserted immediately after the words “annual general meeting of the Company”, such that, following such amendments, Article 83. (3) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p style="margin-left: 40px;">“The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director <u>so</u> appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and 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 <u>after his appointment</u> and shall then be eligible for re-election.”</p> |
| 83. (5) | <p>The words “(including a managing or other executive director) shall be inserted immediately after the words “by ordinary resolution remove a Director” and the word “period” shall be replaced by the word “term”, such that, following such amendments, Article 83. (5) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p style="margin-left: 40px;">“The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director <u>(including a managing or other executive director)</u> at any time before the expiration of his period <u>term</u> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”</p> |

- Proposed amendments**
Article No. (reflecting changes to the Articles of Association)
83. (6) The word “of” shall be inserted immediately after the words “by ordinary resolution”, such that, following such amendment, Article 83. (6) shall read as follows (mark-up reflecting the amendment to the provisions of the Articles of Association):
- “A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution of the Members at the meeting at which such Director is removed.”
113. (2) The word “, electronic” shall be inserted immediately after the words “by means of a conference telephone”, such that, following such amendment, Article 113. (2) shall read as follows (mark-up reflecting the amendment to the provisions of the Articles of Association):
- “Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.”
152. (1) The words “, by ordinary resolution,” shall be inserted immediately after the words “the Members shall”, such that, following such amendment, Article 152. (1) shall read as follows (mark-ups reflecting the amendment to the provisions of the Articles of Association):
- “At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall, by ordinary resolution, appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.”

- | Article No. | Proposed amendments
(reflecting changes to the Articles of Association) |
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| 152. (2) | <p>The word “special” shall be replaced by the word “ordinary”, such that, following such amendment, Article 152. (2) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p>“The Members may, at any general meeting convened and held in accordance with these Articles, by special<u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.”</p> |
| 154. | <p>The words “by ordinary resolution” shall be inserted immediately after the words “in general meeting”, such that, following such amendment, Article 154. shall read as follows (mark-up reflecting the amendment to the provisions of the Articles of Association):</p> <p>“The remuneration of the Auditor shall be fixed by the Company in general meeting <u>by ordinary resolution</u> or in such manner as the Members may determine.”</p> |
| 155. | <p>Article 155 shall be amended by deletion in its entirety and the substitution in its place of the following (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p><u>“The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.”</u></p> |

Article No.	Proposed amendments (reflecting changes to the Articles of Association)
162. (1)	<p>The word “The” shall be replaced with the words “Subject to Article 162(2), the” such that, following such amendment, Article 162. (1) shall read as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p>“The Subject to Article 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.”</p>
162. (2)	<p>The word “to” shall be inserted immediately after the words “by the court or”, such that, following such amendment, Article 162. (2) shall read as follows (mark-up reflecting the amendment to the provisions of the Articles of Association):</p> <p>“A resolution that the Company be wound up by the court or <u>to</u> be wound up voluntarily shall be a special resolution.”</p>
165.	<p>A new Article 165. shall be inserted as follows (mark-ups reflecting the amendments to the provisions of the Articles of Association):</p> <p><u>“Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 March in each year.”</u></p>
165.	Existing Article 165. shall be re-numbered as new Article 166.
166.	Existing Article 166. shall be re-numbered as new Article 167.

NOTICE OF AGM

MOS HOUSE GROUP LIMITED

(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 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Friday, 30 September 2022 at 3:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 March 2022.
2. To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration.
3.
 - (a) To re-elect Mr. Simon Tso as an executive Director;
 - (b) To re-elect Mr. Woo King Hang as an independent non-executive Director;
 - (c) To re-elect Mr. Hui Chun Tak as an independent non-executive Director; and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration.
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 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;

NOTICE OF AGM

- (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 in issue as at the date of the AGM, and the said approval shall be limited accordingly; and
- (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

NOTICE OF AGM

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).”

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;
- (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 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.”

NOTICE OF AGM

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 in issue as at the date of the AGM.”

SPECIAL RESOLUTIONS

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

“**THAT:** the amended and restated articles of association of the Company (incorporating the proposed amendments to the existing articles of association of the Company, the details of which are set out in Appendix III to this circular) (the “**Amended and Restated Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect after the close of this meeting, and any Director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the adoption of the Amended and Restated Articles of Association.”

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

Hong Kong, 28 July 2022

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.

NOTICE OF AGM

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. Simon Tso, Mr. Woo King Hang and Mr. Hui Chun Tak 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 28 July 2022.
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 28 July 2022.
8. In relation to special resolution numbered 7, details of the proposed adoption of amended and restated Articles of Association are set out in Appendix III to the Company's circular dated 28 July 2022.
9. The transfer books and register of members of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022 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 Monday, 26 September 2022.

PRECAUTIONARY MEASURES FOR THE AGM

The Company would like to inform its Shareholders that precautionary measures will be implemented at the AGM to prevent the COVID-19 pandemic, including:

- (i) Compulsory body temperature check;
- (ii) Compulsory wearing of surgical face mask throughout the AGM;
- (iii) No refreshments will be provided and there will be no corporate gift; and
- (iv) Maintaining proper distance between seats.

Any person who does not comply with any of the above precautionary measures, or who has a fever or exhibits flu-like symptoms or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the AGM venue.

For the health and safety of Shareholders, the Company encourages Shareholders NOT to attend the AGM in person, and remind Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.