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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in PINE Technology Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

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**PINE TECHNOLOGY HOLDINGS LIMITED**  
**松景科技控股有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 1079)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) RE-APPOINTMENT OF AUDITOR;  
AND  
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Unit 1203B, 12/F., Worldwide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 30 November 2022 at 10:30 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.irasia.com/listco/hk/pine](http://www.irasia.com/listco/hk/pine).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. no later than 10:30 a.m. on Monday, 28 November 2022 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Practical measures will be taken to try to avoid the spread of COVID-19 at the AGM, including:

- compulsory temperature checks and health declarations for all attendees, including directors and shareholders
- compulsory wearing of surgical face masks throughout the AGM
- no refreshments will be served at the AGM

Any person who does not comply with the precautionary measures will not be admitted to the venue of the AGM. The Company reminds the Shareholders, particularly those who are unwell or subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Unit 1203B, 12/F., Worldwide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 30 November 2022 at 10:30 a.m. or any adjournment thereof, to consider and, if thought fit, to approve, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the re-appointment of auditor of the Company
“Audit Committee”	audit committee of the Board
“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	PINE Technology Holdings Limited (stock code: 1079), a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the number of the issued Shares as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 October 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	nomination committee of the Board
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Remuneration Committee”	remuneration committee of the Board
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



**PINE TECHNOLOGY HOLDINGS LIMITED**

**松景科技控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1079)**

*Executive Director:*

Mr. Zhang Sanhuo

*(Chairman and Chief Executive Officer)*

*Independent non-executive Directors:*

Mr. So Stephen Hon Cheung

Mr. Zhou Chunsheng

Mr. Tian Hong

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place  
of business in Hong Kong:*

Unit B, 12/F.

Central 88

88–98 Des Voeux Road Central

Central

Hong Kong

27 October 2022

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) RE-APPOINTMENT OF AUDITOR;  
AND  
(4) NOTICE OF AGM**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the re-appointment of auditor of the Company.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors, the proposed re-appointment of the auditor of the Company, and the notice of the AGM.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 1,326,701,739 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 265,340,347 Shares.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 132,670,173 Shares.

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## LETTER FROM THE BOARD

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The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

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

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

Under code provision B.2.2 set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to Bye-law 111, one-third of the Directors, with the exception of Chairman, Deputy Chairman, Managing Director and Joint Managing Director, shall retire from office by rotation at each annual general meeting. Notwithstanding the provisions of the Bye-laws, the Company intends to comply with the Code Provision B.2.2 by way of having one-third of all the Directors subject to retirement by rotation at each annual general meeting.

At the forthcoming AGM, each of Mr. Zhang Sanhuo and Mr. Zhou Chunsheng shall retire from office and being eligible, shall offer himself for re-election as executive Director and independent non-executive Director respectively pursuant to Bye-law 111.

Particulars relating to the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The appointments of the retiring Directors had been reviewed and assessed by the Nomination Committee. The Board considers that Mr. Zhang Sanhuo and Mr. Zhou Chunsheng are able to continue to fulfil their duties as required and Mr. Zhou Chunsheng meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

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## LETTER FROM THE BOARD

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### RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company effective until the conclusion of the 2023 annual general meeting of the Company subject to the approval of the Shareholders at the forthcoming AGM. The Board also proposes and recommends to the Shareholders to authorise the Board to fix their remuneration at the AGM.

### AGM

A notice convening the AGM to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 30 November 2022 at 10:30 a.m. is set out on pages 16 to 20 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors and the proposed re-appointment of the auditor of the Company.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.irasia.com/listco/hk/pine](http://www.irasia.com/listco/hk/pine). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 10:30 a.m. on Monday, 28 November 2022 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by way of poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### 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.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors and the proposed re-appointment of the auditor of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**PINE Technology Holdings Limited**  
**Zhang Sanhuo**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

### **1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

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 nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the aggregate number of issued shares of the Company comprised 1,326,701,739 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 132,670,173 fully paid Shares, representing 10% of the number of issued shares of the Company as at the date of passing of the resolution.

### **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

### **4. FUNDING OF REPURCHASES**

Repurchases would be funded entirely by the Company’s available cash flow or working capital facilities which will be funds legally available under Bermuda law and the memorandum of association of the Company and the Bye-laws and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 30 June 2022, being the date of its latest published audited consolidated accounts. 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.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2021</b>		
October	0.119	0.079
November	0.137	0.100
December	0.135	0.085
<b>2022</b>		
January	0.108	0.083
February	0.086	0.078
March	0.084	0.065
April	0.077	0.056
May	0.078	0.061
June	0.087	0.062
July	0.073	0.050
August	0.076	0.052
September	0.067	0.034
October (up to the Latest Practicable Date)	0.044	0.034

## 6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

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

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 Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders were interested in more than 10% of the issued Shares:

Name of Shareholders	Number of Shares held	Capacity/Nature of Interest	Approximate % of the issued share capital as at the Latest Practicable Date	Approximate % of the issued share capital should the Repurchase Mandate be exercised in full
Sage Global Holdings Limited	714,163,680 <i>(Note 1)</i>	Beneficial owner	53.83	59.81
South Pearl Ventures Limited	714,163,680 <i>(Note 1)</i>	Interest in controlled corporation	53.83	59.81
Mr. Zhang Sanhuo	714,163,680 <i>(Note 1)</i>	Interest in controlled corporation	55.10	61.22
	16,860,000 <i>(Note 2)</i>	Beneficial owner		
RG Strategy Fund VCC (for the account of RG Asset-Backed Investment Fund I)	714,163,680 <i>(Note 3)</i>	Person having a security interest in shares	53.83	59.81
First Degree Global Asset Management Pte. Ltd.	714,163,680 <i>(Note 3)</i>	Investment manager	53.83	59.81
Mr. Stephen John Fisher	714,163,680 <i>(Note 3)</i>	Interest in controlled corporation	53.83	59.81

*Notes:*

- (1) Sage Global Holdings Limited (“**Sage Global**”) beneficially owns 714,163,680 Shares. Sage Global is wholly and beneficially owned by South Pearl Ventures Limited (“**South Pearl**”). South Pearl is in turn wholly and beneficially owned by Mr. Zhang Sanhuo, the chairman of the Board, the chief executive officer and executive Director.
- (2) This represents the Shares to be allotted and issued by the Company upon exercise of the share options granted under the Share Option Scheme on 22 September 2017 and 12 December 2018.
- (3) First Degree Global Asset Management Pte. Ltd., a company incorporated in Singapore with limited liability and owned as to 60% by Mr. Stephen John Fisher, is the investment manager of RG Strategy Fund VCC (for the account of RG Asset-Backed Investment Fund I), a variable capital company incorporated in Singapore with limited liability.

Based on the above shareholding and in the event that the Repurchase Mandate is exercised in full, the shareholding of Sage Global would be increased to approximately 59.81% of the issued share capital of the Company as shown in the last column of the above table. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise any of the Repurchase Mandate to such an extent that will result in a requirement of any Shareholder, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

## **7. SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

### 1. MR. ZHANG SANHUO

**Mr. Zhang Sanhuo** (張三貨) (“**Mr. Zhang**”), aged 56, joined the Company on 8 June 2017 and is an executive Director, the chairman and chief executive officer of the Company, chairman of the Nomination Committee and member of the Remuneration Committee. He is responsible for overall strategic planning and formulation of corporate strategy of the Company.

Mr. Zhang graduated from 山西財經大學 (Shanxi University of Finance and Economics) with a bachelor’s degree in accounting and obtained a master’s degree in business administration from 長江商學院 (Cheung Kong Graduate School of Business\*). He has over 20 years of experience in corporate management in mining, investment, finance and other industries. Save for abovementioned, Mr. Zhang is also an executive director of Green Leader Holdings Group Limited (stock code: 61), the shares of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, (i) Mr. Zhang has not held any directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) he does not hold any other positions in the Group.

Mr. Zhang has entered into a letter of appointment with the Company for a term of two years from 8 June 2021 to 7 June 2023 (both days inclusive). He is subject to retirement by rotation and re-election in accordance with the Bye-laws. He is entitled to director’s emoluments of HK\$100,000 per month which is determined by the Board with reference to the market benchmark.

As at the Latest Practicable Date, Mr. Zhang owns the entire equity interest in South Pearl Ventures Limited (“**South Pearl**”), which in turn wholly owns Sage Global Holdings Limited (“**Sage Global**”). Sage Global is interested in 714,163,680 Shares, representing approximately 53.83% of the issued share capital of the Company. The Shares of which were charged (the “**Charged Shares**”) in favour of Hammer Capital Private Investments Limited (“**Hammer Capital**”) as security for a loan facility (the “**Loan**”) granted by Hammer Capital to Sage Global. Subsequently, Hammer Capital, as assignor, assigned and transferred all its rights and interests in the Loan and the Charged Shares to RG Asset-Backed Investment Fund I, as assignee, being a sub-fund of RG Strategy Fund VCC, a variable capital company incorporated in Singapore with limited liability, of which First Degree Global Asset Management Pte. Ltd., a company incorporated in Singapore with limited liability and owned as to 60% by Mr. Stephen John Fisher, is the investment manager.

Accordingly, Mr. Zhang is the controlling shareholder of the Company as defined under the Listing Rules. He is also the sole director of South Pearl and Sage Global. In addition, underlying Shares are held by Mr. Zhang as share options of the Company which entitle him to subscribe for 16,860,000 Shares upon the exercise of such share options.

Save as disclosed above, Mr. Zhang does not have any other interest in any Shares or underlying Shares within the meaning of Part XV of the SFO. He does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

## 2. MR. ZHOU CHUNSHENG

**Mr. Zhou Chunsheng** (“**Mr. Zhou**”), aged 56, joined the Company on 4 July 2017 and is an independent non-executive Director and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee. Mr. Zhou is currently a professor-in-residence of 長江商學院 (Cheung Kong Graduate School of Business\*). He was an assistant dean, director of the executive education program and a professor of finance of 光華管理學院 (Guanghua School of Management) of 北京大學 (Peking University). He is a distinguished economist and a winner of the National Excellent Young Researcher Grant. He was an honorary professor at the University of Hong Kong, a visiting professor at the City University of Hong Kong and a member of the 1st and 2nd Listing Committee of the Shenzhen Stock Exchange. Mr. Zhou obtained a master’s degree in mathematics from Peking University and a doctoral degree in economics (finance) from Princeton University in the United States. From 1994 to 1995, he was awarded an honorary doctoral scholarship excellence (Harold Dodds Fellowship) from Princeton University. During 1997 to 2001, Mr. Zhou worked for the University of California and the school of business of the University of Hong Kong. From April 2001 to December 2001, at the invitation of China Securities Regulatory Commission (“**CSRC**”), Mr. Zhou acted as a member (deputy level) of the planning and development committee of CSRC. He also became the head of the finance department of 光華管理學院 (Guanghua School of Management\*). Mr. Zhou is an expert in analyzing financial investment, securities markets, capital operation and financial derivatives.

Mr. Zhou is currently an independent non-executive director of Central Holding Group Co. Ltd. (stock code: 1735), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Zhou was an independent director of Kunwu Jiuding Investment Holdings Co., Limited (“**Kunwu Holdings**”) (a company listed on the Shanghai Stock Exchange) (stock code: 600053) from July 2017 to January 2022 and the director of Nanda Automation Technology Jiangsu Co., Ltd (a company which was delisted from The National Equities Exchange and Quotations System Co., Ltd with stock code: 834876) from January 2011 to May 2022. He was also an independent non-executive director of China Information Technology Development Limited (stock code: 8178), the shares of which are listed on GEM of the Stock Exchange, from September 2007 to June 2011, Zhuguang Holdings Group Limited (stock code: 1176), the shares of which are listed on the Main Board of the Stock Exchange, from October 2009 to October 2011, China ITS (Holdings) Co., Ltd. (stock code: 1900), the shares of which are listed on the Main Board of the Stock Exchange, from September 2008 to June 2018 and Green Leader Holdings Group Limited (stock code: 61), the shares of which are listed on the Main Board of the Stock Exchange, from June 2013 to August 2019. Mr. Zhou was also an independent non-executive director of Zhonghong Holdings Co., Limited (“**Zhonghong Holdings**”) (a company delisted on the Shenzhen Stock Exchange) (stock code: 000979), from May 2008 to April 2020. He was also an independent non-executive director of Guosheng Financial Holding Inc. (stock code: 002670) and Transfar Zhilian Co., Ltd. (stock code: 002010), the shares of both companies are listed on the Shenzhen Stock Exchange, from July 2015 to April 2020 and from June 2015 to May 2020, respectively.

As confirmed by Mr. Zhou as an independent non-executive director of Zhonghong Holdings, Zhonghong Holdings received an Investigation Notice (《調查通知書》) from the CSRC on 14 August 2018 that the financial reports of Zhonghong Holdings in 2017 were alleged to contain certain false information. Pursuant to the relevant requirements of the Securities Law of the PRC, investigation has been carried out by the CSRC in respect of the allegation. A decision of administrative punishment (《行政處罰決定書》) and a decision on prohibition from access to market (《市場禁入決定書》) were issued by the CSRC in December 2019 and Mr. Zhou was given a warning and was fined RMB30,000. A decision on disciplinary actions against Zhonghong Holdings Co., Limited and parties concerned (《關於對中弘控股股份有限公司及相關當事人給予紀律處分的決定》) (the “**SZSE Decision**”) was issued by the Shenzhen Stock Exchange on 4 September 2018.

Pursuant to the SZSE Decision, the Shenzhen Stock Exchange imposed (i) a public sanction on Zhonghong Holdings; (ii) a public sanction on each of the then actual controller, chairman of the board of directors, and director and chief financial officer of Zhonghong Holdings; and (iii) a notice of criticism on certain then directors and supervisors of Zhonghong Holdings, in which Mr. Zhou was not involved. To the best knowledge, information and belief of the Board, Mr. Zhou is not involved in the day-to-day management of Zhonghong Holdings at the material time, and save as disclosed above, Mr. Zhou has not been subject to any sanction, administrative penalty or criticism by the Shenzhen Stock Exchange and the CSRC. For further details, please refer to the announcement of the Company dated 23 October 2019.



An announcement was made by Kunwu Holdings on 25 September 2021 in relation to, among other things, the receipt of a decision on administrative supervision measures (《中國證券監督管理委員會江西監管局行政監管措施決定書》) (the “**Decision**”) from Jiangxi Regulatory Bureau of CSRC by Kunwu Holdings and the secretary to the board of directors of Kunwu Holdings.

Pursuant to the Decision, investigations had been carried out and there was an incident of irregularity (the “**Incident**”) on the part of Kunwu Holdings.

To the Directors’ best knowledge, information and belief, Mr. Zhou was not involved in the incident and the day-to-day management of Kunwu Holdings, and has not been subject to any sanction, administrative penalty or criticism by the CSRC and the Shanghai Stock Exchange. For further details, please refer to the announcement of the Company dated 7 October 2021.

Save as disclosed above, (i) Mr. Zhou has not held any directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) he does not hold any position with the Company or other members of the Group.

Mr. Zhou has entered into a letter of appointment with the Company for an initial term of two years from 4 July 2021 to 3 July 2023 (both dates inclusive). Mr. Zhou is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. He is entitled to director’s emoluments of HK\$12,000 per month which is determined by the Board with reference to the market bench mark.

Mr. Zhou does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

\* *The English transliteration of the Chinese name, where indicated, is included for information only, and should not be regarded as the official English name of such Chinese name*

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### PINE TECHNOLOGY HOLDINGS LIMITED

### 松景科技控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1079)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of PINE Technology Holdings Limited (the “**Company**”) will be held at Unit 1203B, 12/F., Worldwide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 30 November 2022 at 10:30 a.m. to consider, and if thought fit, transact the following resolutions as ordinary resolutions of the Company with or without amendments:

#### AS ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (each a “**Director**”) and auditors of the Company for the year ended 30 June 2022.
2. (a) to re-elect Mr. Zhang Sanhuo as an executive Director;  
  
(b) to re-elect Mr. Zhou Chunsheng as an independent non-executive Director; and  
  
(c) to authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration.
3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration;
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot,

\* *For identification purpose only*

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issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above 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 Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force 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 the aggregate of:

- (aa) 20 per cent. of the number of issued Shares on the date of the passing of this resolution; and

- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares on the date of the passing of resolution no. 6),

and the authority pursuant to paragraph (a) of this resolution 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 by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable law of Bermuda to be held; or

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving 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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the number of 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;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable laws of Bermuda to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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6. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board  
**PINE Technology Holdings Limited**  
**Zhang Sanhuo**  
*Chairman*

Hong Kong, 27 October 2022

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Unit B, 12/F.  
Central 88  
88–98 Des Voeux Road Central  
Central, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company’s branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the annual general meeting (i.e. no later than 10:30 a.m. on Monday, 28 November 2022 (Hong Kong time) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
3. Members whose names appear on the register of members of the Company on Thursday, 24 November 2022 will be entitled to attend and vote at the annual general meeting. In order to qualify for attending the annual general meeting, all share transfer documents accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 24 November 2022.
4. In the case of joint holders of shares, any one of such holders may vote at the annual general meeting, 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 are present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.

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6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 27 October 2022.
  7. If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:30 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.irasia.com/listco/hk/pine> and on the “Latest Company Information” page of the Stock Exchange website at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
  8. Due to the recent development of the epidemic COVID-19, the Company will implement the following precautionary measures at the above meeting against the epidemic to protect the shareholders of the Company from the risk of infection:
    - (i) compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
    - (ii) every shareholder or proxy is required to (a) fill in health declaration form with information including travelling record and health condition; and (b) wear surgical facial mask throughout the meeting. Any person who refuses to follow the aforesaid will not be admitted to the venue;
    - (iii) every shareholder or proxy who is subject to any Hong Kong Government prescribed quarantine may be denied entry into to the venue; and
    - (iv) no refreshments will be served at the above meeting.
- Furthermore, the Company wishes to strongly advise the shareholders, particularly those who are unwell or subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the above meeting as their proxy to vote on the resolutions, instead of attending the above meeting in person.
9. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the annual general meeting.