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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Hope Life International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**HOPE LIFE INTERNATIONAL HOLDINGS LIMITED**

**曠逸國際控股有限公司**

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

(Stock Code: 1683)

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
RETIREMENT AND RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 28 May 2021 at 9:30 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

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 return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than Wednesday, 26 May 2021 at 9:30 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

28 April 2021

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong or to our email at **info@hopelife.hk**. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong as follows:

**Tricor Investor Services Limited**

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

Tel: (852) 2980 1333

Fax: (852) 2810 8185

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## DEFINITIONS

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*In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 28 May 2021 at 9:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law (Revised) of the Cayman Islands and every modification thereof
“Company”	Hope Life International Holdings 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
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution
“Latest Practicable Date”	19 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Buy-backs Code”	the Hong Kong Code on Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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**HOPE LIFE INTERNATIONAL HOLDINGS LIMITED**

**曠逸國際控股有限公司**

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

(Stock Code: 1683)

*Executive Directors:*

Mr. HUI Kee Fung (*Chairman*)

Mr. LIANG Zhichao

*Independent non-executive Directors:*

Mr. CHEUNG Ting Pong

Ms. XIE Yanbin

Ms. FU Ling

*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:*

Flat 1703, 17th Floor

Wanchai Commercial Centre

Nos. 194–204 Johnston Road

Hong Kong

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
RETIREMENT AND RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of AGM and information regarding the resolutions to be proposed at the AGM relating to, among other things, (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of the Extension Mandate to the Directors; and (iv) the retirement and re-election of Directors.

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## LETTER FROM THE BOARD

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### 2. ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

In order to give the flexibility to the Company to issue and repurchase Shares if and when appropriate, at the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors, i.e. to exercise all the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the number of issued Shares as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors, i.e. to exercise all the power of the Company to repurchase Shares up to a maximum of 10% of the number of issued Shares as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate, i.e. to increase the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the total issued share capital of the Company included 600,000,000 Shares. Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the AGM, the maximum number of new Shares to be issued under the Issue Mandate (if approved by the Shareholders at the AGM) is 120,000,000 Shares.

Each of the Issue Mandate and the Repurchase Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the end of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the AGM.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant of the Repurchase Mandate to the Directors. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

As at the Latest Practicable Date, the Directors have no immediate plan to issue any new Shares pursuant to the Issue Mandate. With reference to the Repurchase Mandate, the Directors have no immediate plan to repurchase any Shares pursuant thereof.

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## LETTER FROM THE BOARD

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### 3. RETIREMENT AND RE-ELECTION OF DIRECTORS

Pursuant to articles 83(3) & 84(1) of the Articles of Association, Mr. HUI Kee Fung, Mr. LIANG Zhichao, Mr. CHEUNG Ting Pong and Ms. XIE Yanbin shall retire from office by rotation at the AGM. Being eligible, each of them will offer themselves for re-election as Directors at the same meeting.

The biographical details of the above mentioned Directors who are subject to re-election at the AGM are set out in Appendix II to this circular.

### 4. AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 28 May 2021 at 9:30 a.m. is set out on pages 15 to 19 of this circular. At the AGM, in addition to the ordinary businesses of the meeting, resolutions will be proposed for approval on the proposed Issue Mandate, the Repurchase Mandate and the Extension Mandate as special businesses.

For determining eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 24 May 2021.

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 the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than Wednesday, 26 May 2021 at 9:30 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjourned meeting should you so wish.

### 5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for all the resolutions to be put forward at the AGM pursuant to article 66 of the Articles of Association. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 6. 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.

### 7. RECOMMENDATION

The Board is pleased to recommend all of the retiring Directors to stand for re-election by Shareholders as Directors. The Directors also consider that the proposed resolutions set out in the notice of AGM, including but not limited to the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the said ordinary resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**Hope Life International Holdings Limited**  
**HUI Kee Fung**  
*Chairman*

28 April 2021

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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This appendix serves as an explanatory statement, as required under the Listing Rules, to provide requisite information to Shareholders in connection with the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$10,000,000 divided into 1,000,000,000 Shares, among which a total of 600,000,000 Shares were issued and fully paid-up.

Subject to the passing of the relevant ordinary resolution at the AGM approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 Shares.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the proposed grant of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. The Repurchase Mandate will give the Company the flexibility to repurchase Shares as and when appropriate. Such repurchases may, depending on market conditions and funding arrangements 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 such repurchases will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds of the Company legally available for such purpose in accordance with the Listing Rules, the Articles of Association, the laws of the Cayman Islands, and other applicable laws.

A listed company may not repurchase its own securities 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.

Under the Companies Law, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits or the share premium account of the Company, or, if authorised by the Articles of Association and subject to the Companies Law, out of capital.

**4. STATUS OF REPURCHASED SHARES**

The Listing Rules provide that the listing of all repurchased shares is automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the laws of the Cayman Islands, a company's repurchased shares may be treated as cancelled or held as treasury shares. When cancelled, the Company's issued share capital (but not the authorised share capital) will be reduced accordingly.

**5. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

Taking into account the current working capital position of the Company, the Directors consider that, the exercise of the Repurchase Mandate in full will have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's audited financial statements for the year ended 31 December 2020. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor, any of their close associates have a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of Shares.

**7. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association, the laws of the Cayman Islands and the applicable laws.

**8. EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), 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.

## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best knowledge of the Directors, the following Shareholders were interested in 5% or more of the Company's issued share capital:

Name of Shareholder	Nature of interest	Number of Shares held or interested as at the Latest Practicable Date	Approximate percentage of holding as at the Latest Practicable Date	Approximate percentage of holding if the Repurchase Mandate is exercised in full
Starcross Group Limited ("SGL") (Note 1)	Beneficial owner	52,155,111	8.69%	9.66%
Ample Platinum Enterprises Limited ("APEL") (Note 2)	Beneficial owner	149,900,000	24.98%	27.76%

*Notes:*

1. SGL was the registered holder of 52,155,111 Shares. The issued share capital of SGL was owned as to 75% by Mr. LEONG and 25% by Ms. Chew Christina Mooi Chong ("Ms. CHEW"). Ms. CHEW being the spouse of Mr. LEONG was therefore deemed to have interests in the same shares which Mr. LEONG was interests in 52,155,111 shares under Part XV of the SFO.
2. APEL was registered holder of 149,900,000 Shares APEL is wholly-owned by Soaring Holdings Limited and Soaring Holdings Limited is wholly-owned by Mr. HUI Kee Fung. Mr. HUI is an executive Director and the Chairman of the Board. APEL was the registered holder of 149,900,000 Shares. Under Part XV of the SFO, Mr. HUI was therefore deemed to have interest in 149,900,000 Shares in which APEL was interested.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in causing them becoming obliged 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 the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, 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%. The Directors have no present intention of exercising the Repurchase Mandate.

The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the Rule 8.08 of the Listing Rules.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**9. SHARES PURCHASES MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the last six months preceding to the Latest Practicable Date.

**10. SHARE PRICES**

The highest and lowest closing prices at which the Shares were traded on the Stock Exchange during each of the previous twelve (12) calendar months immediately preceding the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2020</b>		
April	1.19	0.98
May	1.18	1.06
June	1.06	0.82
July	0.92	0.84
August	0.82	0.80
September	1.20	0.79
October	1.20	1.12
November	1.78	1.12
December	1.79	0.194
<b>2021</b>		
January	0.236	0.20
February	0.205	0.182
March	0.183	0.136
April (up to the Latest Practicable Date)	0.173	0.15

Pursuant to the Listing Rules, stated below are the biographical details of the Directors who will retire and be eligible for re-election at the AGM.

## **EXECUTIVE DIRECTORS**

### **Mr. HUI Kee Fung (“Mr. Hui”)**

Mr. Hui, 60 years old, has over 35 years of experience in various industries. He is the director of China Overseas Friendship Association, a standing committee member of the Tenth Chinese People’s Political Consultative Conference of Fujian Province, the PRC, an adjunct professor in Faculty of Business of City University of Hong Kong, the honorary life chairman of the Hong Kong Federation of Fujian Association, the vice chairman and secretary of Hong Kong Fortunate Community Charitable Limited, the honorable chairman of the Hong Kong Fujian Charitable Education Fund, the permanent honorable chairman of the Fujian Putian University in the PRC, the chairman of Xu A Qiong Foundation of Putian and an Honorary Citizen of Putian, Fujian, the PRC. Mr. Hui was accredited the Young Industrialist of Hong Kong in 2001. Mr. Hui was an executive director and the chairman of Kiu Hung International Holdings Limited (“**Kiu Hung**”) (Stock Code: 00381) between 2000 and 2019. He is now the Honorary Chairman of Kiu Hung.

Reference is made to the news release (“**News Release**”) published by the Stock Exchange on 12 June 2019 in relation to The Listing Committee of the Stock Exchange (“**Listing Committee**”) censuring Kiu Hung and its relevant directors. As disclosed in the News Release, the Listing Committee censured, among others, Mr. Hui, who was then an executive director and chairman of Kiu Hung, for breaches of his obligations under the Declaration and Undertaking with regard to directors given to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules for failing to use his best endeavours to procure Kiu Hung’s compliance with the Listing Rules in relation to the publication of the preliminary announcement of Kiu Hung’s 2016 Annual Results and the dispatch of Kiu Hung’s 2016 Annual Report (the “**Censure**”). The Listing Committee directed Mr. Hui to attend 18 hours of training on the Listing Rule compliance and director’s duties, including 4 hours of training on the financial reporting obligations under the Listing Rules, provided by institutions such as the Hong Kong Institute of Chartered Secretaries, the Hong Kong Institute of Directors or other course providers approved by the Listing Department (the “**Training**”). Mr. Hui completed the Training on 13–14 August 2019 in accordance with the above direction as disclosed in the announcement of Kiu Hung dated 27 August 2019. For details of the Censure, please refer to the News Release.

Both the nomination committee of the Company and the Board have reviewed and assessed the Censure and consider that notwithstanding the Censure, Mr. Hui is still suitable to act as a director of the Company under Rules 3.08 and 3.09 of the Listing Rules. As at the date of this announcement, save for having the title of the Honorary Chairman of Kiu Hung, Mr. Hui does not hold any position of a director or officer of Kiu Hung. Mr. Hui has been acting as director of public companies for over 15 years and the Censure was the first time Mr. Hui was being found in breach of the Listing Rules. Mr. Hui has no previous public record of other breaches of the Listing Rules; and Mr. Hui has undergone and completed the Training on, among others, Listing

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## APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Rules compliance, director's duties and financial reporting obligations, and the Training provider's written certifications of full compliance has been provided to the Listing Department in accordance with the direction of the Listing Committee as disclosed in the announcement of Kiu Hung dated 27 August 2019. Mr. Hui further confirms that he has completed the required Training and is equipped with an enhanced and refreshed knowledge on the Listing Rules.

Mr. Hui has entered into a service agreement with the Company for a term of three years and is subject to retirement by rotation and re-election in accordance with the articles of association (the "**Articles**") of the Company and the Listing Rules. The remuneration of Mr. Hui is HK\$1 per annum with a discretionary bonus which the Board may determine in its absolute discretion based on the recommendation of the Remuneration Committee. The remuneration of Mr. Hui was determined with reference to his duties and responsibilities and market prevailing market conditions.

APEL is wholly-owned by Soaring Holdings Limited and Soaring Holdings Limited is wholly-owned by Mr. Hui. APEL was the registered holder of 149,900,000 Shares. Under Part XV of the SFO, Mr. Hui was therefore deemed to have interest in 149,900,000 Shares in which APEL was interested.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Hui (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); and (iii) does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There are no other matters relating to the re-election of Mr. Hui which the Board considers necessary to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules.

### **Mr. LIANG Zhichao ("Mr. Liang")**

Mr. Liang, 31 years old, obtained a bachelor's degree in Electrical Engineering from Auckland University of Technology. Mr. Liang is the Vice President of Royston Securities Limited. He has over 6 years of experience in project management, business operation and equity research in HK and PRC.

Mr. Liang has entered into a director's service agreement with the Company for a term of three years and is subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. The director's service agreement does not specify Mr. Liang's remuneration and Mr. Liang's remuneration will be recommended by the remuneration committee with reference to his qualifications, experience and level of responsibilities undertaken and the prevailing market conditions and determined by the Board in due course.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Liang (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There are no matters relating to the re-election of Mr. Liang which the Board considers necessary to be brought to the attention of the shareholders of the Company and/or the Stock Exchange and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules.

### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

#### **Mr. CHEUNG Ting Pong (“Mr. Cheung”)**

Mr. Cheung, 41 years old, has over 15 years of experience in financial operations. He obtained a bachelor’s degree in business administration (accountancy) from the City University of Hong Kong and a master’s degree in business administration from the University of Manchester in the United Kingdom. He has been a fellow member of the Institute of Chartered Accountants in England and Wales, and a fellow member of Hong Kong Institute of Certified Public Accountants. Mr. Cheung is currently an independent non-executive director of Longhui International Holdings Limited (stock code: 1007). He also served as the company secretary of Munsun Capital Group Limited (now known as Bay Area Gold Group Limited, stock code: 1194), an executive director and a non-executive director of Sanbase Corporation Limited (stock code: 8501), and an executive director, chief financial officer and company secretary of Modern Dental Group Limited (stock code: 3600).

Mr. Cheung has entered into a letter of appointment with the Company for a term of three years and is subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. The director’s fee of Mr. Cheung as independent non-executive Director is HK\$120,000 per annum, which shall be paid in twelve monthly instalments of HK\$10,000 each. The director’s fee of Mr. Cheung was determined with reference to her duties and responsibilities and the prevailing market conditions.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Cheung (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); and (iii) does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Cheung further confirmed that he has satisfied the requirements to act as an independent non-executive director under Rule 3.13 of the Listing Rules.

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## APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Save as disclosed above, there are no matters relating to the re-election of Mr. Cheung which the Board considers necessary to be brought to the attention of the shareholders of the Company and/or the Stock Exchange and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules.

### **Ms. XIE Yanbin (“Ms. Xie”)**

Ms. Xie, 40 years old, is a qualified lawyer in China and has over 15 years of experience in the legal field of China. Ms. Xie has been a partner of Guangdong Kaiyer Law Firm\* (廣東凱律師事務所) since October 2018. Ms. Xie previously worked as a lawyer for Guangdong Kaitong Law Firm\* (廣東凱通律師事務所) for more than 10 years. Ms. Xie was appointed as a member of the 9th Guangzhou Lawyers Association’s Finance and Taxation Legal Business Committee\* (第九屆廣州市律師協會財稅法律業務專業委員會) in March 2017. Ms. Xie holds a bachelor’s degree in economic law from China University of Political Science and Law.

Ms. Xie has entered into a letter of appointment with the Company for a term of three years and is subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. The director’s fee of Ms. Xie as the independent non-executive Director is HK\$120,000 per annum, which shall be paid in twelve monthly instalments of HK\$10,000 each. The director’s fee of Ms. Xie was determined with reference to her duties and responsibilities and the prevailing market conditions.

Save as disclosed above, as the Latest Practicable Date, Ms. Xie (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. Xie further confirmed that she has satisfied the requirements to act as an independent non-executive director under Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to the re-election of Ms. Xie which the Board considers necessary to be brought to the attention of the Shareholders and/or the Stock Exchange.

\* *For identification purpose only*

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## NOTICE OF AGM

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# HOPE LIFE INTERNATIONAL HOLDINGS LIMITED

## 曠逸國際控股有限公司

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

(Stock Code: 1683)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Hope Life International Holdings Limited (“Company”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 28 May 2021 at 9:30 a.m. (or an adjournment thereof) to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

#### ORDINARY BUSINESSES

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (“**Directors**”) and auditors of the Company for the year ended 31 December 2020.
2.
  - (i) To re-elect Mr. HUI Kee Fung as an executive Director.
  - (ii) To re-elect Mr. LIANG Zhichao as an executive Director.
  - (iii) To re-elect Mr. CHEUNG Ting Pong as an independent non-executive Director.
  - (iv) To re-elect Ms. XIE Yanbin as an independent non-executive Director.
3. To authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors.
4. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.

#### SPECIAL BUSINESSES

As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

5. “**THAT:**
  - (a) subject to paragraph (c) below, 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 ordinary shares of HK\$0.01 each (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options

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## NOTICE OF AGM

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(including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and 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 (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the number of issued Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes, options or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares; or
  - (iii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire Shares; or
  - (iv) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company pursuant to the articles of association of the Company (“**Articles of Association**”), from time to time,

shall not exceed 20 per cent of the number of issued Shares as at the date of passing this Resolution 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 passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF AGM

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares of the Company open for a period fixed by the Directors to the holders of Shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any relevant jurisdiction).”

6. “**THAT:**

- (a) subject to paragraph (b) 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 on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the number of issued Shares as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF AGM

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; and
  - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT**, subject to the passing of Resolutions Nos. 5 and 6 set out in the notice convening this AGM, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to Resolution No. 5 be and is hereby extended by the addition thereto of an amount representing the number of issued Shares repurchased by the Company under the authority granted pursuant to Resolution No. 6, provided that such amount of Shares shall not exceed 10 per cent of the number of issued Shares as at the date of passing this Resolution.”

By Order of the Board  
**Hope Life International Holdings Limited**  
**HUI Kee Fung**  
*Chairman*

Hong Kong, 28 April 2021

*Notes:*

- (1) A member of the Company entitled to attend and vote at the AGM may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
- (2) Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM 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.
- (3) The transfer books and register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both days inclusive, to determine the entitlement of shareholders to attend and vote at the AGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 24 May 2021.
- (4) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than Wednesday, 26 May 2021 at 9:30 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

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## NOTICE OF AGM

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- (6) As at the date of this notice, the Board of Directors of the Company comprises Mr. HUI Kee Fung and Mr. LIANG Zhichao as executive Directors; and Mr. CHEUNG Ting Pong, Ms. XIE Yanbin and Ms. FU Ling as independent non-executive Directors.
- (7) If tropical cyclone warning signal no. 8 or above “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal is in force at 8:00 a.m. on Friday, 28 May 2021, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.