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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; RE-APPOINTMENT OF AUDITOR OF THE COMPANY; 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, 27 May 2022 at 9:30 a.m. is set out on pages 16 to 20 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, 25 May 2022 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.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see pages 1 and 2 of this circular for the precautionary measures to be implemented at the AGM to ensure the safety of the AGM attendees and to prevent the spreading of the coronavirus disease 2019 ("COVID-19") pandemic, which include without limitation:

1. mandatory wearing of surgical face masks (no mask will be provided at the AGM venue);
2. compulsory body temperature screening;
3. mandatory health declaration;
4. maintaining appropriate distancing and spacing between seats and in doing so, the Company may limit the number of the AGM attendees as may be necessary to avoid over-crowding; and
5. no distribution of corporate gifts and/or refreshments at the AGM.

Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Government or has close contact with any person under quarantine; or (c) has a fever or any flu-like symptoms or is otherwise unwell will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company to such extent permitted under law.

**Shareholders are encouraged to appoint the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.**

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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 AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

1. Every attendee of the AGM will be required to wear a surgical face mask throughout the AGM within the AGM venue, please note that no face masks will be provided at the AGM venue and attendees should bring and wear their own face masks;
2. Mandatory body temperature screening will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the AGM venue;
3. All attendees of the AGM are required to complete a health declaration form and submit the same at the entrance of the AGM venue before admission into the AGM venue;
4. Seating at the AGM venue will be arranged so as to allow for appropriate social distancing and spacing between seats and comply with the relevant Requirement;
5. No corporate gifts and/or refreshments will be distributed at the AGM;
6. Hand sanitizer will be available at the entrance of the AGM venue; and
7. Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Hong Kong government or has close contact with any person under quarantine; or (c) has a fever or any flu-like symptoms or is otherwise unwell will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company to such extent permitted under law, to ensure the safety of the attendees at the AGM.

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.

**Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment, (b) to follow any prevailing requirements or guidelines of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the AGM; and (c) not to attend the AGM if they have contracted or are suspected**

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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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**to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.**

**The Company will closely monitor the development of the COVID-19 pandemic and ensure that the AGM will be conducted in compliance with the laws, regulations and measures introduced by the Hong Kong government from time to time. The Company may implement further changes and precautionary measures where necessary, and may issue further announcement on such measures as and when appropriate.**

**Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person.**

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, 27 May 2022 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 (as amended, modified or otherwise supplemental from time to time)  |
| “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 proposed to be granted to the Directors to the effect that the aggregate number of issued Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate number of issued Shares repurchased under the Repurchase 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 proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal amount not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution at the AGM |
| “Latest Practicable Date”    | 20 April 2022, 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, modified or otherwise supplemental from time to time)   |
| “PRC”                        | the People’s Republic of China   |
| “Repurchase Mandate”         | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares with an aggregate nominal amount not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution at the AGM                          |
| “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. LIANG Zhichao (*Chairman*)

Ms. CHEN Wuyou

*Independent non-executive Directors:*

Mr. CHEUNG Ting Pong

Ms. XIE Yanbin

Mr. ZHEN Jian

*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;  
RE-APPOINTMENT OF AUDITOR OF THE COMPANY;  
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; (iv) the retirement and re-election of Directors; and (v) the re-appointment of the Company's auditor and authorization of the Board to fix its remuneration.

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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, separate ordinary resolutions will be proposed at the AGM:

- (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.

Pursuant to the ordinary resolution of the Shareholders passed on 28 May 2021, a general mandate was granted to the Directors to (i) allot, issue and deal with new Shares of the Company not exceeding 20 per cent of its number of issued Shares; and (ii) to repurchase Shares not exceeding 10 per cent of its number of issued Shares. Both of such mandates, to the extent not utilised by the date of the AGM, will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the total issued share capital of the Company included 720,000,000 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 144,000,000 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.

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## LETTER FROM THE BOARD

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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.

Under the Listing Rules, the Company is required to give to 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 in respect of the Repurchase Mandate at the AGM. An explanatory statement in relation to the Repurchase Mandate is set out pursuant to Rule 10.06(1)(b) of the Listing Rules in Appendix I to this circular.

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

Pursuant to articles 84(1) of the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation, provided that every Director shall be subject to retirement at an AGM at least once every three years. Pursuant to article 83(3) of the Articles of Association, Ms. Chen Wuyou (an executive Director) and Mr. Zhen Jian (an independent non-executive Director) 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.

The re-election of Directors has been reviewed by the nomination committee of the Company (the “**Nomination Committee**”), which has made recommendation to the Board that the re-election be proposed for the Shareholders’ approval at the forthcoming AGM of the Company.

The Nomination Committee has reviewed the biographical details of Ms. Chen Wuyou and Mr. Zhen Jian and their meeting of nomination criteria (including but not limited to, character, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and has considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, and has taken the view that Ms. Chen Wuyou and Mr. Zhen Jian have been contributing to the Group effectively and are committed to their role as Directors.

The Board has accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Ms. Chen Wuyou and Mr. Zhen Jian as Directors at the AGM. Each of them abstained from voting at the Board meeting regarding their nomination. The Board considers that the re-election of Ms. Chen Wuyou and Mr. Zhen Jian as Directors is in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of their re-election at the AGM.

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## LETTER FROM THE BOARD

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Furthermore, each of the independent non-executive Directors of the Company, has confirmed independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee is also responsible for, *inter alia*, assessing the independence of independent non-executive Directors. The Nomination Committee assessed and reviewed the individual independent non-executive Director's annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors remained independent.

#### 4. PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY

KTC Partners CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint KTC Partners CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. KTC Partners CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

#### 5. 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, 27 May 2022 at 9:30 a.m. is set out on pages 16 to 20 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, 24 May 2022 to Friday, 27 May 2022, 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, 23 May 2022.

The annual report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2021 and the reports of the Directors and the independent auditor of the Company thereon are dispatched to the Shareholders together with this circular.

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, 25 May 2022 at 9:30 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment

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## LETTER FROM THE BOARD

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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.

### 6. 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.

### 7. 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.

### 8. 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.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

Yours faithfully,  
For and on behalf of  
**Hope Life International Holdings Limited**  
**LIANG Zhichao**  
*Chairman*

Hong Kong, 26 April 2022

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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 720,000,000 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 72,000,000 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 2021. 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 Companies Law, 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.

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

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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:

| <b>Name of Shareholder</b>                                  | <b>Nature of interest</b> | <b>Number of Shares held or interested as at the Latest Practicable Date</b> | <b>Approximate percentage of holding as at the Latest Practicable Date</b> | <b>Approximate percentage of holding if the Repurchase Mandate is exercised in full</b> |
|---|---------------------------|--|--|---|
| Ample Platinum Enterprises Limited (“APEL”) ( <i>Note</i> ) | Beneficial owner          | 149,900,000  | 24.98%   | 27.76%  |

*Note:* 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.

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.

## **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.

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

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**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>2021</b>                               |                |               |
| April                                     | 0.173          | 0.146         |
| May                                       | 0.148          | 0.135         |
| June                                      | 0.134          | 0.112         |
| July                                      | 0.127          | 0.111         |
| August                                    | 0.116          | 0.105         |
| September                                 | 0.110          | 0.100         |
| October                                   | 0.117          | 0.101         |
| November                                  | 0.178          | 0.100         |
| December                                  | 0.300          | 0.170         |
| <b>2022</b>                               |                |               |
| January                                   | 0.250          | 0.176         |
| February                                  | 0.200          | 0.136         |
| March                                     | 0.170          | 0.125         |
| April (up to the Latest Practicable Date) | 0.153          | 0.140         |

**11. CONFIRMATION**

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

*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****Ms. CHEN Wuyou (“Ms. Chen”)**

Ms. Chen, aged 27, obtained a master’s degree in Public Policy and Management from City University of Hong Kong and a bachelor’s degree in International Tourism Management from Macau University of Science and Technology. She has over 5 years of experience in investment management and risk management in HK and PRC.

Ms. Chen has entered into a service agreement with the Company for a term of three years with effect from 14 December 2021, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association (the “Articles”) of the Company and the Listing Rules. The remuneration of Ms. Chen is HK\$240,000 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 Ms. Chen was determined with reference to her duties and responsibilities and prevailing market conditions.

Save as disclosed herein, as at the Last Practicable Date, Ms. Chen (i) does not hold any other positions with the Company or any 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 past three years the securities of which are listed on any securities market in Hong Kong or overseas. As the Last Practicable Date, save for her interests in corporation controlled by her, Ms. Chen does not have other interests in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within meaning of Part XV of Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

As at the Last Practicable Date, save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Ms. Chen that needs to be brought to the attention of the Shareholders and/or the Stock Exchange.

**Mr. ZHEN Jian (“Mr. Zhen”)**

Mr. Zhen, aged 50, has over 25 years of experience in banking and securities investment in PRC and worked as senior management in several renowned financial institutions. He is currently the Chairman and Investment Director of an investment management company in Shanghai. He was graduated from Correspondence College of the Central Party School of the Communist Party of China with an undergraduate degree in Economics and Management.

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

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Mr. Zhen 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 of association of the Company and the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange. The director’s fee of Mr. Zhen 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. Zhen was determined with reference to his duties and responsibilities and the prevailing market conditions.

As at the Last Practicable Date and save as disclosed above, Mr. Zhen (i) has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules); (iii) does not have any interests in the shares or underlying shares of the Company or any of its associated corporations (within the meaning under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); and (iv) does not hold any other positions in the Company or any member of the Group. Mr. Zhen has further confirmed that he has satisfied the independence criteria to act as an independent non-executive Director as set out under Rule 3.13 of the Listing Rules.

As at the Last Practicable Date, save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Zhen that needs to be brought to the attention of the Shareholders and/or the Stock Exchange.

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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, 27 May 2022 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 2021.
2. (i) To re-elect Ms. CHEN Wuyou as an executive Director.  
  
(ii) To re-elect Mr. ZHEN Jian 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 KTC Partners CPA 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 (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which

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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;
- (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

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## NOTICE OF AGM

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- (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;
- (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

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## NOTICE OF AGM

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(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**  
**LIANG Zhichao**  
*Chairman*

Hong Kong, 26 April 2022

*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, 24 May 2022 to Friday, 27 May 2022, 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, 23 May 2022.
- (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, 25 May 2022 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.
- (6) As at the date of this notice, the Board of Directors of the Company comprises Mr. LIANG Zhichao and Ms. CHEN Wuyou as executive Directors; and Mr. CHEUNG Ting Pong, Ms. XIE Yanbin and Mr. ZHEN Jian as independent non-executive Directors.

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- (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, 27 May 2022, 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.
- (8) Considering the outbreak of novel coronavirus 2019 (“**COVID-19**”) pandemic, certain measures will be implemented at the annual general meeting (the “**AGM**”) with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to wear a surgical face mask throughout the AGM within the AGM venue (no mask will be provided at the AGM venue); (ii) all attendees will be required to undergo compulsory body temperature screening; (iii) all attendees will be required to complete and submit health declaration form; (iv) seating will be arranged to ensure approximate social distancing; and (v) no corporate gifts and/or refreshments will be distributed. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. For details, all attendees of the AGM should read the section headed “Precautionary Measures for the Annual General Meeting” on pages 1 and 2 of the circular of the Company for the AGM dated 26 April 2022.
- (9) Please refer to Appendix I to the circular of the Company, of which this notice forms part, for biographical details of Ms. Chen Wuyou and Mr. Zhen Jian.
- (10) In relation to proposed resolution numbered 6 above, please also refer to the explanatory statement, containing the information reasonably necessary to enable shareholders of the Company to make an informed decision as to whether to vote for or against the resolution, as set out in Appendix II to the circular of the Company, of which this notice forms part.
- (11) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (12) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.