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## **HANG PIN LIVING TECHNOLOGY COMPANY LIMITED**

**杭品生活科技股份有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1682)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Hang Pin Living Technology Company Limited (the “**Company**”) will be held at Room 303, 3/F, Hing Yip Commercial Centre, 272-284 Des Voeux Road Central, Hong Kong on Monday, 30 September 2019 at 3:00 p.m. for the following purposes:

#### **As Ordinary Business:**

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 March 2019.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Ma Jun as an executive Director;
  - (b) to re-elect Mr. Chan Kin as an independent non-executive Director;
  - (c) to re-elect Mr. Chau On Ta Yuen as an independent non-executive Director;
  - (d) to authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Pan-China (H.K.) CPA Limited as the auditor of the Company and to authorise the board of directors to fix their remuneration.

#### **As Special Business:**

4. To consider and, if thought fit, pass (with or without amendments) the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below of this resolution, pursuant to the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors

during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules;
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the bye-laws of the Company (the “**Bye-Laws**”) in force from time to time; or
  - (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company;

shall not exceed the aggregate of:

- (aa) 20 per cent. of the total number of shares of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of shares of the Company in issue as at the date of the passing of this resolution) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

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

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act 1981 of Bermuda (the “**Companies Act**”) or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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

By order of the board of Directors of  
**Hang Pin Living Technology Company Limited**  
**Zhi Hua**  
*Chairman*

Hong Kong, 29 August 2019

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place of business  
in Hong Kong:*  
Room 303, 3/F  
Hing Yip Commercial Centre  
272-284 Des Voeux Road Central  
Hong Kong

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. A member entitled to attend and vote at the annual general meeting of the Company convened by this notice is entitled to appoint one or more proxy to attend and vote on his behalf. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by this notice is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.

3. To be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of holding the annual general meeting of the Company (i.e. 3:00 p.m. on Saturday, 28 September 2019, Hong Kong time) or any adjourned meeting.
4. In relation to proposed resolution no. 4, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be on Tuesday, 24 September 2019. In order to be eligible to attend and vote at the AGM, unregistered holders of the shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 24 September 2019.
8. As at the date of this notice, the board of Directors comprises Mr. Zhi Hua, Mr. Lam Kai Yeung and Mr. Ma Jun as executive Directors; Mr. Chau On Ta Yuen, Dr. Lam Lee G. and Mr. Chan Kin as independent non-executive Directors.

## Appendix 1

Set out below are details of the Directors proposed to be re-elected at the Annual General Meeting:

### **Executive Director**

**Mr. Ma Jun**, aged 48, was appointed as the chief operating officer of the Company on 16 October 2017 and the executive director of the Company on 30 November 2017.

Mr. Ma graduated from Zhejiang Gongshang University\* (浙江工商大學) with a double degree in accounting and foreign trade and economic management in 1992. Mr. Ma possessed years of experience in the area of garment manufacturing and trade. He had served as the department head of Zhejiang Textiles Import and Export Group\* (浙江省紡織品進出口集團).

Save as disclosed above and as at the date of this notice, Mr. Ma has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas nor hold any other position with the Company or any of its subsidiaries.

Mr. Ma has entered into an appointment letter with the Company, pursuant to which Mr. Ma will be not entitled to any specific remuneration, except for a bonus for each financial year which is at the Company discretion and determined by reference to the Company's results and performance for the financial year concerned as well as subject to the annual review by the Company's remuneration committee and approval by the majority of Directors. Mr. Ma is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules.

As at the date of this notice, Mr. Ma holds derivate interest in 1,000,000 underlying shares of the Company (representing 0.15% of the total issued Shares of the Company).

Save as disclosed above and as at the date of this notice, Mr. Ma does not have, and/or is not deemed to have any interests in the shares of the Company within the meaning of Part XV of the SFO. Further Mr. Ma does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Ma as an executive Director.

### **Independent non-executive Directors**

**Mr. Chan Kin**, aged 55, was appointed as a non-executive director of the Company on 12 June 2017 and re-designated as an independent non-executive director of the Company on 25 February 2019.

Mr. Chan graduated from Shanghai Institute of Foreign Trade\* (上海外貿職工大學) in 1980s and immigrated to Hong Kong in 1990s. He engaged in international trade, marketing, finance and investment risk management and other industries. Since 1993, he has been self-employed and founded Fong Shing Investment Limited. With the practical working experience accumulated in Hong Kong and China in the past 30 years, he has been engaged in the project investment research, operation planning and business evaluation of the project as well as the provision of advice regarding corporate strategic management, investment management and capital operation management and risk.

Save as disclosed above and as at the date of this notice, Mr. Chan did not hold any other positions with the Company or other members of the Group and did not hold any other directorship in any listed company in the last three years or does not hold any other major appointment and qualifications.

As at the date of this notice, Mr. Chan has no relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Date of this notice, Mr. Chan does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

A letter of appointment has been signed by Mr. Chan and the Company, pursuant to which he will be entitled to a director's fee of HK\$10,000 per month, which is determined by the Board by reference to his experience, duties and responsibilities at the Company and the recommendation from the remuneration committee of the Company. Mr. Chan is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules.

Save as disclosed above, to the best knowledge of the Board, there is no further information which is required to be disclosed pursuant to the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Chan that need to be brought to the attention of the Shareholders.

**Mr. Chau On Ta Yuen**, aged 71, was appointed as an independent non-executive director of the Company on 19 September 2017.

Mr. Chau graduated from Xiamen University, majoring in Chinese language and literature. Mr. Chau is currently a non-executive director and the honorary chairman of the board of directors of China Ocean Industry Group Limited (formerly known as China Ocean Shipbuilding Industry Group Limited) (Stock Code: 651), an executive director and the chairman of the board of directors of ELL Environmental Holdings Limited (Stock Code: 1395), an independent non-executive director of Good Resources Holdings Limited (formerly known as Good Fellow Resources Holding Limited) (Stock Code: 109), an independent non-executive director of Redco Properties Group Limited (Stock Code: 1622), and an independent non-executive director of Come Sure Group (Holdings) Limited (Stock Code: 794), the shares of all of which are listed on the Main Board of the Stock Exchange.

Mr. Chau is a member of the National Committee and the Standing Committee of the Chinese People's Political Consultative Conference (中國全國政協委員及常務委員) and the honorary consultant of Hong Kong Federation of Fujian Associations (香港福建社團聯會榮譽顧問). Mr. Chau is awarded with a Bronze Bauhinia Star (BBS) and Silver Bauhinia Star (SBS) by the Government of HKSAR on 1 July 2010 and 1 July 2016, respectively.

Save as disclosed above and as at the date of this notice, Mr. Chau did not hold any other positions with the Company or other members of the Group and did not hold any other directorship in any listed company in the last three years or does not hold any other major appointment and qualifications.

As at the date of this notice, Mr. Chau has no relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the date of this notice, Mr. Chau does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Chau has entered into an appointment letter with the Company, pursuant to which the Director's fee of Mr. Chau will be HK\$144,000 per annum which is determined based on the company financial performance and his time to be devoted to the Company. Mr. Chau is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules.

Save as disclosed above, to the best knowledge of the Board, there is no further information which is required to be disclosed pursuant to the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Chau that need to be brought to the attention of the Shareholders.