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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 or registered institution in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in **Hang Pin Living Technology Company Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

**PROPOSED GRANT OF GENERAL MANDATE TO ISSUE  
NEW SHARES, PROPOSED RE-ELECTION OF DIRECTORS,  
GRANTING OF AUTHORITY TO THE BOARD OF DIRECTORS  
TO APPOINT AUDITORS AND FIX THEIR REMUNERATION AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Hang Pin Living Technology Company Limited (the “**Company**”) at 3:00 p.m. (Hong Kong time) on Monday, 30 September 2024 at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong is set out on pages 11 to 14 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and deposit it with Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and, in any event, not later than 48 hours before the time appointed for the holding the meeting (i.e. 3:00 p.m. on Saturday, 28 September 2024, Hong Kong time) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

28 August 2024

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 3:00 p.m. on Monday, 30 September 2024 at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong or any adjournment thereof
“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 11 to 14 of this circular
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time by special resolution of the Shareholders
“Companies Act”	The Companies Act 1981 of Bermuda
“Company”	Hang Pin Living Technology Company Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	27 August 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) in issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Lam Kai Yeung (*Chief Executive Officer*)

Mr. Zhang Kaiyuan

*Independent non-executive Directors:*

Dr. Lam Lee G.

Mr. Chan Kin

Mr. Chau Chi Yan Benny

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

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

Room 2101, 21/F,

China Merchants Tower, Shun Tak Centre,

168-200 Connaught Road Central,

Hong Kong

28 August 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATE TO ISSUE  
NEW SHARES, PROPOSED RE-ELECTION OF DIRECTORS,  
GRANTING OF AUTHORITY TO THE BOARD OF DIRECTORS  
TO APPOINT AUDITORS AND FIX THEIR REMUNERATION AND  
NOTICE OF ANNUAL GENERAL MEETING**

### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you the AGM Notice. Resolutions to be proposed at the Annual General Meeting include, among other things: (i) ordinary resolution relating to the proposed grant of the Issue Mandate; (ii) ordinary resolutions relating to the proposed re-election of the Directors; and (iii) ordinary resolution relating to the granting of authority to the Board to appoint auditors and fix their remuneration.

Pursuant to the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is also prepared for such purpose.

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## LETTER FROM THE BOARD

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### 2. GRANT OF ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue or otherwise deal with new Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 785,927,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 157,185,400 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date. The Issue Mandate, if granted, will remain effective until 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 or any other applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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.

### 3. RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 108(A), each of Mr. Lam Kai Yeung, Dr. Lam Lee G., Mr. Chan Kin and Mr. Chau Chi Yan Benny will retire as Directors by rotation at the Annual General Meeting and, who being eligible, will offer themselves for re-election as Directors by the Shareholders at the Annual General Meeting.

In accordance with Bye-Law 112, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Zhang Kaiyuan was appointed by the Board as an addition to the existing Board on 30 May 2024, and shall therefore hold office only until the Annual General Meeting. Mr. Zhang shall retire and be eligible for re-election at the Annual General Meeting.

The nomination committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the character, professional qualifications, skills, knowledge and experience that are relevant to the Company's business of the retiring Directors with reference to the nomination principles and criteria set out in the Company's nomination policy along with the Company's corporate strategy.

The nomination committee of the Board has also assessed and reviewed each individual independent non-executive Director's annual written 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, including Dr. Lam Lee G., Mr. Chan Kin and Mr. Chau Chi Yan Benny remained independent.

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## LETTER FROM THE BOARD

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After reviewing and assessing the character, professional qualifications, skills, knowledge and experience of each re-electing Directors, the Board is of the view that each re-electing Director will be able to bring their perspectives, skills and experience to the Board. The Board recommended the re-election of all the Directors. The particulars of Mr. Lam Kai Yeung, Mr. Zhang Kaiyuan, Dr. Lam Lee G., Mr. Chan Kin and Mr. Chau Chi Yan Benny are set out in Appendix I to this circular.

#### 4. RETIREMENT OF AUDITOR

Reference is made to the announcement of the Company dated 16 August 2024, in which the Board announced that Elite Partners CPA Limited (“**Elite Partners**”) will retire as auditor of the Company upon expiration of its current term of office at the conclusion of the Annual General Meeting and will not offer itself for re-appointment as auditor of the Company.

The Company received a letter dated 15 August 2024 from Elite Partners (the “**Letter**”), stating that in their annual consideration of whether to continue to act for their audit clients, Elite Partners has taken into consideration many factors in reaching a conclusion, including but not limited to their available internal resources. After careful consideration, Elite Partners has decided not to seek for re-appointment as the auditor of the Company. Elite Partners has confirmed in the Letter that there are no matters that need to be brought to the attention of holders of securities or creditors of the Company.

In a press statement dated 2 August 2024 published by the Accounting and Financial Reporting Council, the Company noted that Elite Partners are banned by the Supervision and Evaluation Bureau of the Ministry of Finance of the People’s Republic of China from undertaking audit services for Mainland enterprises listed outside the Mainland for a period of 5 years, for failing to comply with various reporting obligations under the Mainland’s “Interim Provisions on Accounting Firms’ Provision of Auditing Services for the Overseas Listing of Enterprises in Mainland China” (《會計師事務所從事中國內地企業境外上市審計業務暫行規定》).

The Board and the audit committee of the Company confirm that there is no disagreement or unresolved matter between the Company and Elite Partners. Save as disclosed in this Circular, the Board is not aware of any other matter regarding the retirement of auditor that should be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Elite Partners for its professional and quality services rendered to the Company during the past years. The Board is currently in the process of identifying and appointing new auditors to fill the vacancy following the retirement of Elite Partners instead of proposing to appoint Peng Sheng CPA Limited as the new auditor of the Company. As the Board requires more time to identify and consider the new auditors, the Board resolved to seek the Shareholders’ approval for the granting of authority to the Board to appoint auditors and fix their remuneration at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 11 to 14 of this circular.

You will find enclosed with this circular a proxy form for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and, in any event no later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 3:00 p.m. on Saturday, 28 September 2024, Hong Kong time). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

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

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of the Stock Exchange and the Company.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Board collectively and individually accepts full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Board, having made all reasonable enquiries, confirms that, to the best of its knowledge and belief, the information contained in this circular is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

### 7. RECOMMENDATIONS

The Directors believe that the proposed resolutions set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. Unless otherwise stated, in case of any inconsistency between the English and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully  
For and on behalf of the Board of  
**Hang Pin Living Technology Company Limited**  
**Lam Kai Yeung**  
*Chief Executive Officer & Executive Director*

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

**Executive Directors****Mr. Lam Kai Yeung**

Mr. Lam Kai Yeung (“**Mr. Lam**”), aged 54, was appointed as an executive director of the Company on 30 June 2017 and the chief executive officer of the Company on 13 September 2017. Mr. Lam is an independent non-executive director of Shi Shi Services Limited (formerly known as Kong Shum Union Property Management (Holding) Limited) (Stock Code: 8181), the shares of which are listed on GEM of the Stock Exchange. He is also an independent non-executive director of A Metaverse Company (formerly known as Starrise Media Holdings Limited) (Stock Code: 1616) and Kin Shing Holdings Limited (Stock Code: 1630), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Lam was an independent non-executive director of Holly Futures Co., Limited (弘業期貨股份有限公司) (Stock Code: 3678) from 9 June 2015 to 23 December 2021 and an executive director of Sunway International Holdings Limited (Stock Code: 58) from 27 August 2021 to 10 January 2022, the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Lam is a fellow of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and has more than 20 years of experience in finance and auditing. Mr. Lam possessed several years of experience as a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO in Hong Kong, and he also possessed Asset Management qualification in China. He is also a Certified Dealmaker. He obtained a bachelor’s degree in accounting from Xiamen University (廈門大學) in July 1990 and a master’s degree in business administration from Oxford Brookes University in the United Kingdom in July 2010.

**Mr. Zhang Kaiyuan**

Mr. Zhang Kaiyuan (“**Mr. Zhang**”), aged 33, was appointed as an executive Director on 30 May 2024. Mr. Zhang possessed about 9 years of experience in the area of apparel industry and has been working in a private large-scale apparel manufacturing and export enterprise since July 2015, which mainly producing knitted sports apparel, and is currently serving as the deputy general manager. Mr. Zhang is also serving as the general manager of a private real estate company in the PRC.

**Independent non-executive Directors****Dr. Lam Lee G, BBS, JP**

Dr. Lam Lee G., BBS, JP (“**Dr. Lam**”), aged 64, was appointed as an independent non-executive director of the Company on 29 September 2017. Dr. Lam has extensive international experience in general management, strategy consulting, corporate governance, policy advocacy, direct investment, investment banking and asset management. He served as the Chairman of Hong Kong Cyberport, a member of the Chief Executive’s Policy Unit Expert Group, the Committee on Innovation, Technology and Re-Industrialization and the Development Bureau Common Spatial Data Advisory Committee of the Hong Kong Special Administrative Region (HKSAR) Government, and Convenor of the Panel of Advisors on Building Management Disputes of the Home Affairs Department, the Sir Murray MacLehose Trust Fund Investment Advisory Committee, and a Part-time Member of the Central Policy Unit of the HKSAR Government. Dr. Lam is a member of the Green Technology and Finance Development Committee and the Governance Committee of the Hong Kong Growth Portfolio of the HKSAR Government. He is also a member of the Belt and Road and Greater Bay Area Committee of the Hong Kong Trade Development Council, Advisor to Our Hong Kong Foundation, Chair of the United Nations ESCAP Sustainable Business Network, and a member of the Board of Directors and Chairman of the Permanent Commission on Economic and Financial Issues of the World Union of Small and Medium Enterprises.

Dr. Lam is an independent non-executive director of each of Mei Ah Entertainment Group Limited (Stock Code: 391), RENHENG Enterprise Holdings Limited (Stock Code: 3628), and Sinohope Technology Holdings Limited (Stock Code: 1611); and a non-executive director of Mingfa Group (International) Company Limited (Stock Code: 846, he was re-designated from independent non-executive director on 23 April 2020), the shares of all of which are listed on the Stock Exchange. He is also an independent non-executive director of Asia-Pacific Strategic Investments Limited (Stock Code: 5RA), the shares of which are listed on the Singapore Exchange, an independent non-executive director of AustChina Holdings Limited (Stock Code: AUH), whose shares are listed on the Australian Securities Exchange, and a non-executive director of Jade Road Investments Limited (Stock Code: JADE), whose shares are listed on the London Securities Exchange.

In the past three years, Dr. Lam was an executive director of USPACE Technology Group Limited (Stock Code: 1725, FKA: Hong Kong Aerospace Technology Group Limited, he was re-designated from non-executive director on 3 January 2022) up to May 2024, a non-executive director of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188), China Hong Kong Power Smart Energy Group Limited (FKA China LNG Group Limited, Stock Code: 931) both up to February 2024, National Arts Group Holdings Limited (Stock Code: 8228) up to July 2022, and Tianda Pharmaceuticals Limited (Stock Code: 455) up to August 2021. He was also an independent non-executive director of Greenland Hong Kong Holdings Limited (Stock Code: 337) up to May 2024, Kidsland International Holdings Limited (Stock Code: 2122), and Huarong International Financial Holdings Limited (Stock Code: 993) both up to April 2024, CSI Properties Limited (Stock Code: 497) up to March 2024, Vongroup Limited (Stock Code: 318), MOS House Group Limited (Stock Code: 1653), and Elife Holdings Limited (Stock Code: 223) up to February 2024, Haitong Securities Company Limited (Stock Code: 6837, also listed on the Shanghai Stock Exchange Stock Code: 600837) up to October 2023, and Aurum Pacific (China) Group Limited (Stock Code: 8148) up to March 2021, the shares of all of which are listed on the Stock Exchange. He

was an independent non-executive director of each of TMC Life Sciences Berhad (Stock Code: 0101, listed on the Bursa Malaysia) up to May 2023, Thomson Medical Group Limited (Stock Code: A50), Alset International Limited (Stock Code: 40V, re-designated from non-executive director on 2 July 2020), both up to November 2023, Beverly JCG Ltd. (Stock Code: VFP) up to April 2023, and Top Global Limited (Stock Code: BHO) up to August 2021 (the share of all of which are listed on the Singapore Exchange) and Sunwah International Limited ((Stock Code: SWH, listed on the Toronto Stock Exchange) up to June 2021.

The Board has considered Dr. Lam's concurrent service as a director in the abovementioned listed companies and is satisfied with Dr. Lam's time commitments in discharging his Director's duties towards our Company having regard to all relevant factors including:

- (a) Dr. Lam has maintained his profession in various directorships of listed companies he served, and has actively participated in the Board meetings and various committees held by the Company. Dr. Lam attended all of our Board meetings, committee meetings and general meetings during the year ended 31 March 2024 and he was one of the Directors with the highest attendance record of meetings during the year ended 31 March 2024;
- (b) The Board has made reasonable enquiries with Dr. Lam and it is noted that Dr. Lam was able to attend relevant board meetings of the numerous listed companies with which he has directorship; and
- (c) Dr. Lam's background, qualifications and experience in acting as an independent non-executive director of a number of listed companies indicate that Dr. Lam will be able to devote the time required to each of the listed companies with which he has directorship.

#### **Mr. Chan Kin**

Mr. Chan Kin ("**Mr. Chan**"), aged 60, 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.

\* *for identification purpose only*

**Mr. Chau Chi Yan Benny**

Mr. Chau Chi Yan Benny (“**Mr. Chau**”), aged 43, was appointed as an independent non-executive director of the Company on 16 April 2021. Mr. Chau obtained a bachelor’s degree in Business Administration and International Trade from Manchester Metropolitan University in the United Kingdom in September 2005. Mr. Chau is currently an executive director and deputy chief executive officer of ELL Environmental Holdings Limited, a company listed on the Stock Exchange (Stock Code: 1395) and the vice president of the Hong Kong Basketball Association. Mr. Chau has extensive experience in finance, investment and sports management, and has several experience in reviewing or analysing audited financial statements of public companies.

Save as disclosed above, each of the above Directors confirmed with respect to himself that: (i) he is independent from and had no other relationships with any Directors, members of our senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date; (ii) apart from the Company, in the last three years leading up to and as at the Latest Practicable Date, he is not holding, nor had he held directorships in any other public company the securities of which are listed on any securities market in Hong Kong and/or overseas; (iii) he did not hold other positions in the Company or other members of the Group as at the Latest Practicable Date; (iv) he does not have any interests in any business which competes or may compete, directly or indirectly, with us, which is disclosable under the Listing Rules; (v) he did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (vi) to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there is no additional information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and no other matters with respect to their appointments that need to be brought to the attention of our Shareholders as at the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the annual general meeting of Hang Pin Living Technology Company Limited (the “**Company**”) will be held at 3:00 p.m. on Monday, 30 September 2024 at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for the following purposes:

#### ORDINARY RESOLUTIONS

##### 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 2024.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Lam Kai Yeung as an executive Director;
  - (b) to re-elect Mr. Zhang Kaiyuan as an executive Director;
  - (c) to re-elect Dr. Lam Lee G. as an independent non-executive Director;
  - (d) to re-elect Mr. Chan Kin as an independent non-executive Director;
  - (e) to re-elect Mr. Chau Chi Yan Benny as an independent non-executive Director; and
  - (f) to authorise the board of Directors to fix the Directors’ remuneration.
3. To authorise the board of directors of the Company to appoint auditors and to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### As Special Business:

4. To consider and, if thought fit, pass (with or without amendments) the following 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

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**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**  
**Lam Kai Yeung**  
*Chief Executive Officer & Executive Director*

Hong Kong, 28 August 2024

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

*Head office and principal place  
of business in Hong Kong:*  
Room 2101, 21/F  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 2024, Hong Kong time) or any adjourned meeting.
4. 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.
5. 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.
6. 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 annual general meeting of the Company will be on Tuesday, 24 September 2024. In order to be eligible to attend and vote at the annual general meeting of the Company, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 24 September 2024.
7. Should there be any discrepancies between the English and the Chinese versions of this notice, the English version shall prevail.
8. As at the date of this notice, the board of Directors comprises Mr. Lam Kai Yeung and Mr. Zhang Kaiyuan as executive Directors; and Dr. Lam Lee G., Mr. Chan Kin and Mr. Chau Chi Yan Benny as independent non-executive Directors.