
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular with the accompanying revised 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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS
DATED 28 AUGUST 2024
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read in conjunction with the circular of the Company dated 28 August 2024 (the “**Original Circular**”). Capitalised terms used in this supplemental circular shall have the same meaning as those defined in the section headed “Definitions” in the Original Circular.

A revised 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 5 to 9 of this supplemental circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying revised 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 revised proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

12 September 2024

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LETTER FROM THE BOARD

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

12 September 2024

To the Shareholders

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS

DATED 28 AUGUST 2024

AND

REVISED NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

Reference is made to the Original Circular which contains, inter alia, the notice and information relating to the proposed grant of general mandate to issue new shares, proposed re-election of Directors, granting of authority to the Board to appoint auditors and fix their remuneration and notice of AGM, which was despatched to the Shareholders on 28 August 2024. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Original Circular.

The purpose of this supplemental circular is to provide you with further information relating to the resolution to approve the appointment of new auditor of the Company, and to give you a revised notice of the AGM and the revised proxy form.

LETTER FROM THE BOARD

2. PROPOSAL FOR APPOINTMENT OF AUDITOR

As disclosed in the Original Circular, Elite Partners will retire as the 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 Board has resolved, with the recommendation of the audit committee of the Company, to appoint SFAI (HK) CPA Limited (“**SFAI Hong Kong**”) as the new auditor of the Company effective immediately following the retirement of Elite Partners, subject to the approval of the Shareholders at the AGM.

The Board considers that SFAI Hong Kong’s appointment as the new auditor of the Company is in the interest of the Company and its Shareholders as a whole. The Board and the Audit Committee in proposing the appointment of SFAI Hong Kong as the new auditor have considered a number of factors, including but not limited to: (i) the audit proposal of SFAI Hong Kong; (ii) its extensive experience, industry knowledge and technical competence in providing audit work to companies listed on the Stock Exchange; (iii) its independence from the Group and objectivity; (iv) its resources and capabilities; (v) the audit fee proposed by SFAI Hong Kong with regard to the extent of audit work required by the Group and the size of the Group’s business operations and assets; (vi) the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council (the “**AFRC**”); and (vii) Guidance Notes on Change of Auditors published by the AFRC.

The Board confirms that Elite Partners has not commenced any review or audit work of the Group for the year ending 31 March 2025. The Board therefore believes that the retirement of Elite Partners and proposed appointment of SFAI Hong Kong will not have any significant impact on the annual audit and the release of annual results of the Group for the year ending 31 March 2025.

Accordingly, the Board proposes to seek the approval of the Shareholders of the proposed appointment of SFAI Hong Kong as the new auditor of the Company at the AGM and such appointment shall come into effect upon approval of the Shareholders at the conclusion of the AGM.

3. SUPPLEMENTAL DOCUMENTS

Given the AGM notice and proxy form accompanying the Original Circular (the “**Original Proxy Form**”) do not contain the proposed resolution in relation to the proposed appointment of auditor of the Company: (i) a revised notice of annual general meeting (the “**Revised AGM Notice**”); and (ii) a revised form of proxy has been prepared and is enclosed with this Supplemental Circular (the “**Revised Proxy Form**”). Both the Revised AGM Notice and the Revised Proxy Form are published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.hk01682.com>) and contain the proposed resolution for the proposed appointment of auditor of the Company.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited (the "**Share Registrar**"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof (the "**Closing Time**"). Completion and return of the Revised Proxy Form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the proxy form which has been sent to the Shareholders on 28 August 2024 together with the Original Circular and the accompanying notice of the AGM with the Share Registrar is requested to lodge the Revised Proxy Form in accordance with the instructions printed thereon. In this case, the Original Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Original Proxy Form with the Company's Share Registrar should note that:

- (a) if no Revised Proxy Form is lodged with the Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM (including, if properly put, the resolutions as set out in the Revised AGM Notice enclosed in the Supplemental Circular) except for those resolutions to which the Shareholder has indicated his voting direction in the Original Proxy Form;
- (b) if the Revised Proxy Form is lodged with the Share Registrar at a time in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by him; or
- (c) if the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Directors believe that the proposed resolution set out in the Revised AGM Notice is 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 such resolution to be proposed at the Annual General Meeting.

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

REVISED NOTICE OF ANNUAL GENERAL MEETING

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)

REVISED NOTICE OF ANNUAL GENERAL MEETING

This revised notice of annual general meeting supersedes the notice of annual general meeting of Hang Pin Living Technology Company Limited (the “**Company**”) dated 28 August 2024 (the “**Original Notice**”).

NOTICE IS HEREBY GIVEN that the annual general meeting of 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 (the “**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 appoint SFAI (HK) CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

REVISED NOTICE OF ANNUAL GENERAL MEETING

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

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (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, 12 September 2024

REVISED NOTICE OF ANNUAL GENERAL MEETING

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

Notes:

1. This revised notice should be read in conjunction with the circular of the Company dated 28 August 2024 (the “**Original Circular**”) and the supplemental circular of the Company dated 12 September 2024 (the “**Supplemental Circular**”).
2. 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.
3. Since the proxy form which has been sent to the shareholders of the Company (the “**Shareholders**”) on 28 August 2024 together with the Original Circular and the accompanying notice of the AGM (the “**Original Proxy Form**”) for use at the annual general meeting of the Company does not contain certain information as set out in this revised notice, the revised proxy form for the AGM (the “**Revised Proxy Form**”) has been prepared and is enclosed with this amended notice.
 - (a) A member entitled to attend and vote at the meeting convened pursuant to the above notice is entitled to appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company.
 - (b) In order to be valid, the Revised Proxy Form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “**Share Registrar**”), not less than 48 hours before the time appointed for the meeting or at any adjournment thereof.
 - (c) A Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar is requested to lodge the Revised Proxy Form in accordance with the instructions printed thereon. In this case, the Original Proxy Form should not be lodged with the Share Registrar.
 - (d) A Shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:
 - (i) if no Revised Proxy Form is lodged with the Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM (including, if properly put, the resolutions as set out in this amended notice) except for those resolutions to which the Shareholder has indicated his voting direction in the Original Proxy Form;
 - (ii) if the Revised Proxy Form is lodged with the Share Registrar at a time in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by him; or
 - (iii) if the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

REVISED NOTICE OF ANNUAL GENERAL 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 to. 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 revised notice, the English version shall prevail.
8. As at the date of this revised 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.