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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)

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.

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
 - (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

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.
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.