

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Genes Tech Group Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **GENES TECH GROUP HOLDINGS COMPANY LIMITED**

**靖洋集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8257)**

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

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Capitalized terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the Annual General Meeting to be held at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 26 June 2019 at 11:00 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of GEM (<http://www.hkgem.com>) and the Company (<http://www.genestech.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Monday, 24 June 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

*This circular will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at [www.genestech.com](http://www.genestech.com).*

*Note:* References to time and dates in this circular are to Hong Kong time and dates.

22 May 2019

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF  
HONG KONG LIMITED (“STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 26 June 2019 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Genes Tech Group Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange from time to time
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 18 to 19 of this circular
“Latest Practicable Date”	17 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	14 July 2017, being the date of listing of Shares on GEM
“Prospectus”	the prospectus of the Company dated 30 June 2017 issued in connection with the listing of Shares on GEM

## DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 17 to 18 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time



**GENES TECH GROUP HOLDINGS COMPANY LIMITED**

**靖洋集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8257)**

*Executive Directors:*

Yang Ming-Hsiang (*Chairman*)  
Fan Chiang-Shen  
Wei Hung-Li  
Lin Yen-Po

*Independent Non-executive Directors:*

Kam Leung Ming  
Cheng Chun Shing  
Ho Pak Chuen Brian

*Registered Office:*

Cricket Square, Hutchins Drive  
PO Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

*Head Office:*

No. 80, Baotai 3rd Road, Zhubei City  
Hsinchu County 30244,  
Taiwan

*Principal Place of Business  
in Hong Kong:*

Level 54, Hopewell Centre  
183 Queen's Road East, Hong Kong

22 May 2019

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting relating to (i) the proposed re-election of retiring Directors; (ii) the Share Repurchase Mandate; and (iii) the Issuance Mandate.

## **LETTER FROM THE BOARD**

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors were Mr. Yang Ming-Hsiang, Mr. Fan Chiang-Shen, Ms. Wei Hung-Li and Mr. Lin Yen-Po; and the independent non-executive Directors were Mr. Kam Leung Ming, Mr. Cheng Chun Shing and Mr. Ho Pak Chuen Brian.

In accordance with Articles 83(3), 84(1) and 84(2) of the Articles of Association, Mr. Fan Chiang-Shen, Ms. Wei Hung-Li and Mr. Lin Yen-Po shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the retiring Directors standing for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the Annual General Meeting of the Company held on 27 June 2018, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on GEM of the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 17 to 18 of this circular (i.e. a total of 100,000,000 Shares on the basis that the issued share capital of the Company remains 1,000,000,000 Shares from the Latest Practicable Date to the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting of the Company held on 27 June 2018, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 18 to 19 of this circular (i.e. a total of 200,000,000 Shares on the basis that the issued share capital of the Company remains 1,000,000,000 Shares from the Latest Practicable Date to the date of the Annual General

## LETTER FROM THE BOARD

Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting, which contained in item 7 of the notice of the Annual General Meeting as set out on page 19 of this circular.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

Subject to the approval of Shareholders at the Annual General Meeting, the Issuance Mandate and the Share Repurchase Mandate will continue in force until (a) the conclusion of the next annual general meeting of the Company or; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held or; (c) the date upon which such authority is revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever is earlier.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular. At the Annual General Meeting, resolutions of the Shareholders will be proposed to approve, among others the re-election of the retiring Directors, the granting of the Share Repurchase Mandate and the Issuance Mandate and the extension of the Issuance Mandate by adding thereto of any Shares repurchased under the Share Repurchase Mandate. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of GEM (<http://www.hkgem.com>) and the Company (<http://www.genestech.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Monday, 24 June 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.



## LETTER FROM THE BOARD

### 6. CLOSURE OF REGISTER OF MEMBERS

#### **Entitlement to attend the Annual General Meeting**

For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Friday, 21 June 2019 to Wednesday, 26 June 2019, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of 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 Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 June 2019.

#### **Entitlement to final dividend**

The Board has recommended the payment of a final dividend of HK\$0.01 per share for the year ended 31 December 2018. For determining the entitlement to the proposed final dividend (if approved), the register of members of the Company will be closed from Wednesday, 3 July 2019 to Friday, 5 July 2019, both days inclusive, during which period no transfer of shares in the Company will be registered. All properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 2 July 2019.

The 2018 Final Dividend is expected to be paid on or before Thursday, 10 October 2019 to shareholders whose names appear on the register of members of the Company on Friday, 5 July 2019.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, and granting of the Share Repurchase Mandate and the Issuance Mandate and the extension of the Issuance Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

## LETTER FROM THE BOARD

### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating to the Group. 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.

Yours faithfully,  
For and on behalf of the Board  
**Genes Tech Group Holdings Company Limited**  
**Yang Ming-Hsiang**  
*Chairman and Executive Director*

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

**(1) MR. FAN CHIANG-SHEN (范強生)**

**Position and Experience**

Mr. Fan Chiang-Shen (“Mr. Fan”), aged 49, is the executive Director and deputy general manager of Semiconductor Business Division of the Company. He is also a member of the Risk Management Committee of the Company. Mr. Fan is primarily responsible for sales and engineering. He joined the Group as a manager in December 2009 and was promoted as a Vice President in April 2015.

Mr. Fan graduated from National Cheng Kung University (國立成功大學) in Taiwan with a Bachelor’s degree in Industrial Management Science in June 1992. He worked in Nan Shan Life Insurance Co., Ltd. (南山人壽保險股份有限公司), an insurance company in Taiwan as the marketing development specialist from September 1994 to February 1998. From May 1998 to February 2000, he was the marketing planning specialist in Eagle Star (統一人壽保險股份有限公司), an insurance company in Taiwan. From March 2000 to February 2003, Mr. Fan was an engineer in Hermes-Epitek Corp. (漢民科技股份有限公司), a semi-conductor manufacturer in Taiwan. In February 2003, he joined Ubiquity Equipment Co., Ltd, a company engaging in providing turnkey solution services, as an engineer and was the sales engineer since July 2004. He left Ubiquity Equipment Co., Ltd as the sales deputy manager in December 2009.

Mr. Fan has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years.

**Length of service**

Mr. Fan was appointed as a Director on 28 July 2016. Mr. Fan has entered into a service contract with the Company for a term of three years commencing from the Listing Date, unless terminated by not less than three months’ notice in writing served by either party on the other. Mr. Fan is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

**Relationships**

Save as disclosed below, Mr. Fan does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Fan had the following interests in Shares pursuant to Part XV of the SFO:

Capacity/Nature of Interest	Number of Shares held	Approximate percentage of total number of Shares
Beneficial owner	2,925,000 (long position)	0.29%
Interest in persons acting in concert ( <i>Note</i> )	679,125,000 (long position)	<u>67.91%</u>
	682,050,000 (long position)	<u>68.20%</u>

*Note:* Pursuant to the concert party agreement dated 22 August 2016 (the “Concert Party Agreement”) entered into by Mr. Yang Ming Hsiang, Tai Yi Investment Co. Ltd., Ms. Wei Hung-Li, Mr. Fan Chiang-Shen and Mr. Lin Yen-Po (a group of controlling shareholders (as defined under the GEM Listing Rules) (the “Controlling Shareholders”) of the Company (the “Concert Parties”), the Concert Parties have agreed with certain arrangement pertaining to their shareholding. The interests in these Shares include the interests of the Concert Parties under the Concert Party Agreement and the interests of controlled corporations controlled by the Concert Parties.

**Director’s emoluments**

Mr. Fan is entitled to a director’s fee and remuneration of approximately HK\$1,210,000 per annum and bonus payments of not more than 2% of the Company’s profit before tax during the relevant year. Mr. Fan is also entitled to bonus as determined by the Board on the recommendations made by the Remuneration Committee of the Company, which taken into account the salaries paid by comparable companies, his time commitment and responsibilities and employment conditions elsewhere in the Group.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

There is no information which is discloseable nor is Mr. Fan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Mr. Fan that need to be brought to the attention of the Shareholders.

**(2) MS. WEI HUNG-LI (魏弘麗)****Position and Experience**

Ms. Wei Hung-Li (“Ms. Wei”), aged 42, is the executive Director, Chief Financial Officer, China Region General Manager and Compliance Officer of the Company. She is also a member of the Remuneration Committee, the Nomination Committee and the Risk Management Committee of the Company. Ms. Wei is primarily responsible for financial management of the Group. She joined the Group in March 2011 as the Chief Financial Officer.

Ms. Wei obtained a Bachelor’s degree in International Trade from Ta Hwa University of Science and Technology (大華科技大學) in Taiwan in June 2000. She worked in Ubiquity Equipment Co., Ltd, a company engaging in providing turnkey solution, as a senior administrator from July 2003 to September 2006, being responsible for overall administrative management. She was the management department manager in iBerlin Technology Co., Ltd. (艾柏霖科技股份有限公司), a company engaging in the manufacturing of electronic components, from January 2010 to February 2011.

Ms. Wei has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years.

**Length of service**

Ms. Wei was appointed as a Director on 28 July 2016. Ms. Wei has entered into a service contract with the Company for a term of three years commencing from the Listing Date, unless terminated by not less than three months’ notice in writing served by either party on the other. Ms. Wei is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

**Relationships**

Save as disclosed below, Ms. Wei does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Ms. Wei had the following interests in Shares pursuant to Part XV of the SFO:

Capacity/Nature of Interest	Number of Shares held	Approximate percentage of total number of Shares
Beneficial owner	19,125,000 (long position)	1.91%
Interest in persons acting in concert ( <i>Note</i> )	662,925,000 (long position)	<u>66.29%</u>
	682,050,000 (long position)	<u>68.20%</u>

*Note:* Pursuant to the concert party agreement dated 22 August 2016 (the “Concert Party Agreement”) entered into by Mr. Yang Ming Hsiang, Tai Yi Investment Co. Ltd., Ms. Wei Hung-Li, Mr. Fan Chiang-Shen and Mr. Lin Yen-Po (a group of controlling shareholders (as defined under the GEM Listing Rules) (the “Controlling Shareholders”) of the Company (the “Concert Parties”), the Concert Parties have agreed with certain arrangement pertaining to their shareholding. The interests in these Shares include the interests of the Concert Parties under the Concert Party Agreement and the interests of controlled corporations controlled by the Concert Parties.

**Director’s emoluments**

Ms. Wei is entitled to a director’s fee and remuneration of approximately HK\$1,174,000 per annum and bonus payments of not more than 2% of the Company’s profit before tax during the relevant year. Ms. Wei is also entitled to bonus as determined by the Board on the recommendations made by the Remuneration Committee of the Company, which taken into account the salaries paid by comparable companies, her time commitment and responsibilities and employment conditions elsewhere in the Group.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

There is no information which is discloseable nor is Ms. Wei involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Ms. Wei that need to be brought to the attention of the Shareholders.

**(3) MR. LIN YEN-PO (林衍伯)****Position and Experience**

Mr. Lin Yen-Po (林衍伯) (“Mr. Lin”), aged 46, is the executive Director and the head of semiconductor business department of the Company and is responsible for overseeing the engineering department. He joined the Group in December 2009.

Mr. Lin obtained a Bachelor of Science in Chemical Engineering from the National Taiwan University of Science and Technology (國立臺灣科技大學) in June 1998. Prior to joining the Group, he was an engineer in Dahin Co., Ltd. (大穎企業股份有限公司), a company engaging in the construction of channel plant from July 1998 to February 2000. From February 2000 to February 2003, Mr. Lin was an equipment and process engineer in Hermes-Epitek Corp. (漢民科技股份有限公司), a semi-conductor manufacturer in Taiwan. He joined Ubiquity Equipment Co., Ltd (佑鳴科技股份有限公司), a company engaging in providing turnkey solutions, as the process equipment engineer and sales engineer in February 2003 and was the equipment engineering manager from September 2006 to December 2009.

Mr. Lin has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years.

**Length of service**

Mr. Lin was appointed as a Director on 14 August 2018. Mr. Lin has entered into a service agreement with the Company for a term of 3 years commencing from 14 August 2018, unless terminated by not less than three months’ notice in writing served by either party on the other. Mr. Lin is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association.

**Relationships**

Save as disclosed below, Mr. Lin does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Lin had the following interests in Shares pursuant to Part XV of the SFO:

Capacity/Nature of Interest	Number of Shares held	Approximate percentage of total number of Shares
Beneficial owner	1,200,000 (long position)	0.12%
Interest in persons acting in concert ( <i>Note</i> )	680,850,000 (long position)	<u>68.08%</u>
	682,050,000 (long position)	<u>68.20%</u>

*Note:* Pursuant to the concert party agreement dated 22 August 2016 (the “Concert Party Agreement”) entered into by Mr. Yang Ming Hsiang, Tai Yi Investment Co. Ltd., Ms. Wei Hung-Li, Mr. Fan Chiang-Shen and Mr. Lin Yen-Po (a group of controlling shareholders (as defined under the GEM Listing Rules) (the “Controlling Shareholders”) of the Company (the “Concert Parties”), the Concert Parties have agreed with certain arrangement pertaining to their shareholding. The interests in these Shares include the interests of the Concert Parties under the Concert Party Agreement and the interests of controlled corporations controlled by the Concert Parties.

**Director’s emoluments**

Mr. Lin is entitled to a director’s fee of HK\$240,000 per annum, which is determined with reference to the fees paid by comparable companies, time commitment, responsibilities of Mr. Lin and the Company’s performance.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

There is no information which is discloseable nor is Mr. Lin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.



*The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,000,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 100,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

The company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such 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.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have been traded on the GEM during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2018</b>		
May	0.275	0.205
June	0.270	0.208
July	0.265	0.159
August	0.310	0.210
September	0.250	0.201
October	0.235	0.198
November	0.230	0.188
December	0.220	0.180
<b>2019</b>		
January	0.208	0.190
February	0.360	0.195
March	0.245	0.211
April	0.245	0.221
May ( <i>up to the Latest Practicable Date</i> )	0.242	0.227

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, 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 purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Queenbest Development Limited, Ever Wealth Holdings Limited, Planeta Investments Limited and the Concert Parties, being the controlling shareholders of the Company (as defined in the GEM Listing Rules), were interested in 682,050,000 Shares representing approximately 68.2% of the total issued share capital of the Company.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of the above controlling shareholders would be increased to approximately 75.8% of the issued share capital of the Company.

The Directors will use their best endeavours to ensure that the Share Repurchase Mandate will not be exercised to such extent that the number of Shares held by the public will fall below the relevant minimum percentage as determined by the Stock Exchange.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on GEM or otherwise).

**NOTICE OF ANNUAL GENERAL MEETING**



**GENES TECH GROUP HOLDINGS COMPANY LIMITED**

**靖洋集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8257)**

**Notice is hereby given** that the Annual General Meeting of Genes Tech Group Holdings Company Limited (the “**Company**”) will be held at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 26 June 2019 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2018.
2. To declare a final dividend of HK\$0.01 per share for the year ended 31 December 2018.
3.
  - (a) To re-elect Mr. Fan Chiang-Shen as executive director.
  - (b) To re-elect Ms. Wei Hung-Li as executive director.
  - (c) To re-elect Mr. Lin Yen-Po as executive director.
  - (d) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the

## NOTICE OF ANNUAL GENERAL MEETING

maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. 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, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

## NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board  
**Genes Tech Group Holdings Company Limited**  
**Yang Ming-Hsiang**  
*Chairman and Executive Director*

22 May 2019

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”). The results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
  2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
  3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 11:00 a.m. on Monday, 24 June 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
  4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Friday, 21 June 2019 to Wednesday, 26 June 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company 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 Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 June 2019.
  5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Wednesday, 3 July 2019 to Friday, 5 July 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company 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 Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 July 2019.
- The 2018 Final Dividend is expected to be paid on or before Thursday, 10 October 2019 to shareholders whose names appear on the register of members of the Company on Friday, 5 July 2019.
6. References to time and dates in this notice are to Hong Kong time and dates.