
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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in P.B. Group Limited (the “**Company**”), you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



MAJOR TRANSACTION
RENEWAL OF FINANCIAL GUARANTEE

A letter from the Board is set out on pages 3 to 8 of this circular.

The transaction being the subject matter of this circular has been approved by written shareholders' approval pursuant to Rule 19.44 of the GEM Listing Rules in lieu of a general meeting of the Company. This circular is being despatched to the Shareholders for information only.

This circular will remain on the Stock Exchange's website at www.hkexnews.hk on the “Latest Company Announcements” page for at least seven days from the date of its publication and on the website of the Company at www.thepbg.com

CHARACTERISTICS OF GEM

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 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:

“Announcement”	the announcement made by the Company dated 28 July 2022 regarding the provision of the Guarantee
“Borrower”	Wuhu Haiyuan Copper Industrial Co., Ltd* (蕪湖海源銅業有限責任公司)
“Company”	P.B. Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8331)
“connected person(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Chan”	Dr. Chan Man Fung, the Co-chairman of the Company and an executive Director
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Guarantee”	the financial guarantee to the Borrower for procuring it to obtain the loan provided by the lending bank with principal amount of RMB19 million (equivalent to approximately HK\$22.1 million) by means of the Wuhu Subsidiary entering into a guarantee contract for the pledge of its deposit in the sum of RMB20 million (equivalent to approximately HK\$23.3 million) with the lending bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third party(ies) independent of the Company and its connected persons

DEFINITIONS

“Latest Practicable Date”	22 August 2022, being the latest practicable date for ascertaining certain information for inclusion in this circular prior to the printing of this circular
“Mr. Pui”	Mr. Pui Wai Lun, the Co-chairman of the Company and an executive Director
“P.B. Asia”	P.B. Asia Holdings Limited, a company incorporated in British Virgin Islands with limited liability which is owned as to 50% by Dr. Chan and 50% by Mr. Pui
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Renewal Agreement”	the back-to-back guarantee agreement dated 28 July 2022 and entered into between the Wuhu Subsidiary and the Borrower in relation to the Guarantee
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wuhu Subsidiary”	Wuhu Feishang Non-metal Material Co., Limited* (蕪湖飛尚非金屬材料有限公司), a wholly-owned subsidiary of the Company established in the PRC
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

The provision of English translation of names in Chinese language which are marked with “*” are not official names but are provided for identification purposes only

LETTER FROM THE BOARD



(incorporated in Cayman Islands with limited liability)

(Stock code: 8331)

Executive Directors:

Dr. CHAN Man Fung (*Co-chairman*)

Mr. PUI Wai Lun (*Co-chairman*)

Mr. SU Chun Xiang

Mr. PANG Ho Yin

Registered office:

71 Fort Street

P.O. Box 500, George Town

Grand Cayman KY1-1106

Cayman Islands

Independent non-executive Directors

Mr. YIP Chong Ho Eric

Mr. CHOW Chi Hang Tony

Principal place of business in

Hong Kong:

Room 1601, 16/F.

Park Commercial Centre

180 Tung Lo Wan Road

Causeway Bay

Hong Kong

26 August 2022

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION RENEWAL OF FINANCIAL GUARANTEE

1. INTRODUCTION

References are made to the Announcement.

The purpose of this circular is to provide you with, among other things, (i) further details of the financial assistance to be provided by the Company to the Borrower; (ii) financial information of the Group; and (iii) other information in accordance with the GEM Listing Rules.

2. PROVISION OF THE GUARANTEE TO THE BORROWER

Wuhu Subsidiary has been providing financial guarantee to the Borrower for procuring it to obtain a loan of RMB19.0 million provided by Huishang Bank (徽商銀行) in the PRC (the “**Lending Bank**”) by entering into a guarantee contract for the pledge of its deposit in the sum of RMB 20.0 million with the Lending Bank since 2018.

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Wuhu Subsidiary and the Borrower has entered into the Renewal Agreement, pursuant to which the Wuhu Subsidiary has agreed to provide financial guarantee to the Borrower by means of pledging its deposit in the sum of RMB20.0 million and in return the Wuhu Subsidiary shall receive a guarantee fee of 6% of the amount of deposit pledged by the Wuhu Subsidiary.

A brief summary of the Renewal Agreement is set out below:

- (a) Date : 28 July 2022
- (b) Parties : The Borrower; and
Wuhu Subsidiary
- (c) Purpose : To provide financial guarantee to the Borrower for procuring it to obtain the loan provided by the lending bank in the PRC with principal amount of RMB19 million
- (d) Guarantee Fee : 6% of the amount deposit pledged by the Wuhu Subsidiary payable annually to Wuhu Subsidiary by the Borrower (determined after making reference to the guarantee fee charged by other guarantors in similar transaction^{Note 1})
- (e) Security : The Borrower shall provide security of its main products comprising electrolytic copper, copper rod and copper busbar with market value of not less than RMB20 million during the term of the Guarantee. In the event that the market value of the security falls below RMB20 million at any time during the term of the Guarantee, the Borrower shall provide additional security to meet the shortfall upon request by the Wuhu Subsidiary
- (f) Term : One year commencing from 29 July 2022 to 29 July 2023

Note 1: The Company made reference to the guarantee services provided by Jinshang Bank, a commercial bank in China, which is an Independent Third Party. According to a notice issued by Jinshang Bank, Jinshang Bank charges up to 5% of the guarantee balance per annum for the provision of financial guarantee services. Jinshang Bank also charges up to 1% of the guarantee balance as assessment fee. The Company has also enquired other banks in the PRC, and noted that the guarantee fees charged by those banks for the provision of guarantee services fall within a similar range. Based on the above, the Company considers the guarantee fee charged by Wuhu Subsidiary is fair and reasonable.

LETTER FROM THE BOARD

3. REASONS FOR AND BENEFITS OF THE PROVISION OF FINANCIAL ASSISTANCE

The Group is principally engaged in (i) bentonite mining; (ii) the production and sales of drilling mud and pelletising clay; and (iii) financial service business, including money lending business and wealth management services in Hong Kong as well as generating financial guarantee fee income in the PRC.

Due to the outbreak of COVID-19 in first half of 2022 and lock-down in some major cities of the PRC, the PRC's economy growth has slowed and are facing challenges ahead. Due to uncertainties brought by the Russo-Ukrainian War, international trade conflicts and outbreak of COVID-19, the Board expect competition within the bentonite industry will further intensify and might adversely affect the revenue of the Group.

The Board considers that the provision of Guarantee in favour of the Borrower will better utilise the Group's cash in return for a stable interest income (i.e. the annual guarantee fee from the Borrower and the normal bank deposit interest income).

As at the Latest Practicable Date, the annual guarantee fee under the 2021 Agreement in the amount of RMB1.2 million has been duly received by the Group. The Wuhu Subsidiary provided financial guarantee to the Borrower since 2018, timely payments of the annual guarantee fee under the back-to-back guarantee agreements were made by the Borrower to the Group according to the prescribed payment schedule and, to the best knowledge of the Directors, there was no default on the part of the Borrower with the lending bank. With the security provided by the Borrower, being the main products of the Borrower, the Directors consider that its financial exposure has been secured.

The market value of electrolytic copper is determined base on (i) the price quoted on the Shanghai Futures Exchange and the Changjiang Coloured Metal Website* (長江有色金屬網); and (ii) the physical delivery unit price. The market value of copper rod and copper busbar are determined base on the market value of electrolytic copper together with processing fees in accordance with industry norm. The Company conducts weekly reviews on the market price of the main products by referring to the price quoted on the Shanghai Futures Exchange and the Changjiang Coloured Metal Website. Electrolytic copper, copper rod and copper busbar are purchased by copper processing companies and power equipment manufacturers in order to produce materials including but not limited to copper foil and copper strips for the manufacturing of electronic components. The Directors consider that there is a liquid market for these securities as copper is one of the most commonly used metal, and in the event of default, the Company may sell the securities to various copper processing companies in Wuhu. According to the Renewal Agreement, the main products are stored in a storage where the Company have access to, in the event of default, the Company may dispose the main products in the storage.

LETTER FROM THE BOARD

To the Directors' best information and knowledge, the term of the loan agreement entered into between the Borrower and the Lending Bank is one year. The Company has conducted review on the financial position of the Borrower before entering into the Renewal Agreement. The Company considers that the credit risk of the Borrower under the Guarantee is low after evaluating the financial ability of the Borrower because (i) the interest payable by the Borrower to the Lending Bank amounts to less than 0.5% of the revenue of the Borrower for the financial years ended 31 December 2019, 2020 and 2021, respectively; and (ii) the 6% guarantee fee payable by the Borrower to the Group only amounts to no more than 0.5% of the revenue of the Borrower for the financial years ended 31 December 2019, 2020 and 2021, respectively.

As the Company has a decent understanding of the background of the Borrower and has established a good track record with the Borrower by now, the Directors are of the view that the renewal of the provision of the Guarantee with the Borrower would continue to provide an efficient and cost-effective way to utilise the Group's cash to secure reasonable return for the Company and its Shareholders as a whole.

In view of the foregoing, the Board considers that the annual guarantee fee from the Borrower together with the normal bank deposit interest income under the Renewal Agreement could generate a stable source of revenue for the Group. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the use of the renewed loan by the Borrower with the lending bank is for working capital purpose. The Directors consider that the terms and conditions of the Renewal Agreement are fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

4. INFORMATION ON THE BORROWER

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrower is a company established in the PRC in 1996 with a registered capital of RMB32 million principally engaged in manufacture and subcontracting of nonferrous metals in the PRC and its main products are copper rod, copper busbar, high frequency resistance welding copper wire and other copper materials. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrower and its ultimate beneficial owner, namely, Mr. Zhou Tianliang are Independent Third Parties.

5. FINANCIAL EFFECTS OF RENEWING THE FINANCIAL GUARANTEE ON THE GROUP

There is an increase in earnings of the Group which amounts to approximately RMB1.2 million, being the guarantee fee payable to the Wuhu Subsidiary, and the same will be recorded to the Group's statement of profit or loss.

LETTER FROM THE BOARD

There is no immediate effect on the assets and liabilities of the Group on the date of renewing the financial guarantee. However, the Company, as the guarantor, will be responsible for the principal amount of RMB19.0 million and any interest, other bank charges, costs and expenses accrued thereon if the Borrower fails to make payments in accordance with the facility agreement between the Borrower and the Lending Bank.

6. IMPLICATIONS UNDER THE GEM LISTING RULES

The provision of the Guarantee constitutes a major transaction for the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting, announcement and the Shareholders' approval requirements.

7. WRITTEN SHAREHOLDERS' APPROVAL

Pursuant to Rule 19.44 of the GEM Listing Rules, Shareholders' approval of the Guarantee may be given by way of written Shareholders' approval in lieu of holding a general meeting if (i) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Guarantee and the transactions contemplated thereunder; and (ii) the written Shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the issued Shares of the Company giving the right to attend and vote at that general meeting to approve the Guarantee and the transactions contemplated thereunder.

As at the Latest Practicable Date and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of its close associates (as defined in the GEM Listing Rules) has any material interest in the Renewal Agreement and the transactions contemplated thereunder, and therefore no Shareholder is required to abstain from voting under the GEM Listing Rules if the Company were to convene a general meeting for the approval of the Renewal Agreement.

The written Shareholders' approval of the transactions contemplated thereunder has been obtained from P.B. Asia and Dr. Chan, which in aggregate hold 87,607,690 Shares, representing approximately 55.06% of the total number of issued Shares of the Company as at the Latest Practicable Date. Pursuant to Rule 19.44 of the GEM Listing Rules, the written Shareholders' approval from P.B. Asia and Dr. Chan has been accepted in lieu of holding a general meeting for the approval of the Guarantee and the transactions contemplated thereunder.

8. RECOMMENDATION

This circular is despatched to Shareholders for information purposes only. Although no general meeting will be convened, the Directors (including the independent non-executive Directors) are of the view that the transaction, based on the reasons set out in the above paragraph "REASONS FOR AND BENEFITS OF THE PROVISION OF FINANCIAL ASSISTANCE", is fair and reasonable and are in the interests of the Company and the

LETTER FROM THE BOARD

Shareholders as a whole. If a general meeting was convened for approving the transaction under the Renewal Agreement, the Board would recommend the Shareholders to vote in favour of the ordinary resolution(s) to approve the Renewal Agreement and the transactions contemplated thereunder.

ADDITIONAL INFORMATION

Your attention is also drawn to the other additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
P.B. Group Limited
CHAN Man Fung
Executive Director and Co-chairman

(1) FINANCIAL INFORMATION

The audited consolidated financial statements of the Group for the years ended 31 December 2019, 2020 and 2021 were disclosed in the annual reports of the Company for the years ended 31 December 2019 (pages 76 to 140), 2020 (pages 95 to 160), and 2021 (pages 99 to 160) respectively. The unaudited condensed consolidated statements of the Group for the six months ended 30 June 2022 were set out on page 32 to 50 in the interim report of the Company for the six months ended 30 June 2022. The aforementioned financial information of the Group has been published on both the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.thepbg.com).

Please refer to the hyperlinks as stated below:

Annual Report for the year ended 31 December 2019:

<https://www1.hkexnews.hk/listedco/listconews/gem/2020/0429/2020042900001.pdf>

Annual Report for the year ended 31 December 2020:

<https://www1.hkexnews.hk/listedco/listconews/gem/2021/0331/2021033103014.pdf>

Annual Report for the year ended 31 December 2021:

<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0327/2022032700244.pdf>

Interim Report for the six months ended 30 June 2022:

<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0812/2022081202244.pdf>

(2) STATEMENT OF INDEBTEDNESS

As at 30 June 2022, being the most recent practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this circular, the details of the Group's indebtedness are as follows:

Borrowings

As at 30 June 2022, being the most recent practicable date for the purpose of this statement of indebtedness, the Group has outstanding borrowings of approximately RMB208,533 details of which are set out as follows:

	30 June 2022
	unaudited
	<i>RMB</i>
Amount due to directors ^(Note)	<u>208,533</u>

Note: The amounts are unsecured, interest free and has no fixed terms of repayment. The amounts due to directors are amounted at HK\$244,265. The exchange rate accepted on that date is HK\$1:RMB0.8537.

Contingent liabilities and financial guarantees

As at 30 June 2022, the Group's financial guarantee contracts were as follows:

	<i>RMB</i>
Financial guarantees provided to third party	<u>304,661</u>

During the period ended 30 June 2022, the Group entered into a back-to-back guarantee agreement, pursuant to which the Wuhu Subsidiary has agreed to provide financial guarantee to the Borrower, an Independent Third Party, by means of pledging its deposit in the sum of RMB20 million for procuring the Borrower to obtain the loan of RMB19 million provided by the bank. In return, the Wuhu Subsidiary would receive a guarantee fee of 6% of the amount of deposit pledged by the Wuhu Subsidiary. The fair value of the financial guarantee issued at initial recognition was immaterial.

Pledged bank deposit

Pledged bank deposit represented deposit pledged to bank to secure short-term bank borrowing granted to an Independent Third Party. As at 30 June 2022, the bank deposit of RMB20,000,000 has been pledged to secure short-term bank borrowing of the Independent Third Party and was therefore classified as current asset. The pledged bank deposit carry interest rates at 1.95% per annum and will be released upon the expiry of the short-term bank borrowing.

Save as disclosed above, and apart from intra-group liabilities, the Group did not have any outstanding bank overdrafts or loans, or other similar indebtedness, mortgages, charges, or guarantees, debt securities, term loans, hire purchase commitments, liabilities under acceptances (other than normal trade bills) or acceptance credits, other borrowings or indebtedness in the nature of borrowings or other material contingent liabilities as at 30 June 2022.

(3) WORKING CAPITAL

The Directors are of the opinion that, taking into account the effect of the Renewal Agreement, cash flow from operations, and the Group's present available financial resources, the Group will have sufficient working capital for its present requirements for at least 12 months from the date of this circular.

(4) FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Company is an investment holding company and the Group is principally engaged in (i) bentonite mining, the production and sales of drilling mud and pelletising clay in the PRC; and (ii) financial service business, including money lending business and wealth management services in Hong Kong as well as generating financial guarantee fee income in the PRC.

Bentonite Mining Business

China's economy grew 0.4 percent year-on-year in the second quarter of 2022, posting 2.5 percent growth in the first half of the year, as the China's economy was battered by a surge in COVID-19 cases in Shanghai and other manufacturing hubs in eastern China.

In early 2022, COVID-19 resurged and spread rapidly in the major cities of China. The government implemented strict epidemic prevention measures to control and curb the spread of virus, such as lockdowns of various cities and requirements to observe home quarantine. These stringent measures brought some negative effects to the production and the logistics across cities. The situation was worsen by the government steps to curb overcapacity in the iron and steel industry. This resulted in a drop in the downstream demand for the pelletising clay. Despite this, the management was successful in expanding the customer base of drilling mud, which setoff the drop in the sales pelletising clay. The

Group still recorded an increase in revenue as compared to the corresponding period in 2021 despite a slight drop in gross profit margin. In the second half of the year, the management will reinforce its efforts to ensure safety in production of mine, improve efficiency in production and lower production cost.

Due to the outbreak of COVID-19 in early 2022 in major cities of the PRC, the Chinese economy will inevitably face more challenges and further slow down. Within the bentonite industry, uncertainties brought by the Russo-Ukrainian War, the outbreak of COVID-19 in the mainland in early 2022 and international trade conflicts will cause market competition to further intensify and prices to fluctuate. Meanwhile, the new series of real estate market regulation and control policies and the PRC's ambitious target to achieve carbon neutrality by 2060 are expected to adversely affect the iron and steel and the traditional energy industries in the long term, which will negatively impact the Group's business by imposing pressures on demand for pelletising clay and drilling mud. The Group will continue to strive to maintain the sales volume of its bentonite products by improving product quality and adhering to the "selling more with lower margin" strategy, and yet the Group may not be able to maintain the current level of gross profit margin in the long run. The Group intends to continue expanding its customer base and market share by boosting product awareness of its bentonite products, refining its production technology and developing new products with a view to enhance the Group's overall competitiveness to cope with the risks and uncertainties of the business environment.

Financial Service Business

Apart from the production and sale of bentonite products in the PRC, the Group has also carried out business on financial service business, including money lending business and wealth management services in Hong Kong as well as generating financial guarantee fee income in the PRC. During early 2022, the business and operation environments of financial services remain challenging in Hong Kong as the pandemic has yet to be brought under control, and economic activities and confidence have not fully recovered. The performance of this business segment remained stable during the first half of 2022.

In view of the COVID-19 pandemic situation in Hong Kong, the Group expects the business environment in financial services, including wealth management and money lending business would remain challenging in the year of 2022. However, with the expectation of increasing awareness in wealth management in recent years, the Group remains cautiously optimistic in the medium and long-term development of this business segment in Hong Kong. Meanwhile, the Group will cautiously monitor market change and impose robust control measures to improve cost efficiency and risk management in order to provide a solid foundation for sustainable growth in the future.

(5) MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that save as disclosed in the interim report for the six months ended 30 June 2022, there has been no material adverse change in the financial or trading position of the Group since 31 December 2021, the date to which the latest published audited accounts of the Group were made up.

(1) 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 with regard 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.

(2) DISCLOSURE OF INTERESTS**(a) Directors' Interests**

As at the Latest Practicable Date, the interests and short positions, if any, of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant Rule 5.46 to Rule 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in the Shares and the underlying shares

Name of Director	Number of Shares held	Capacity	Approximate percentage of the issued share capital of the Company
Dr. CHAN Man Fung	80,925,690	Interests of a controlled corporation ^{Note 1}	50.86%
	6,682,000	Beneficial Owner	4.20%
Mr. PUI Wai Lun	80,925,690	Interests of a controlled corporation ^{Note 1}	50.86%

Note 1: P.B. Asia Holdings Limited is owned as to 50% by Dr. CHAN Man Fung and 50% by Mr. PUI Wai Lun. By virtue of the SFO, Dr. CHAN Man Fung and Mr. PUI Wai Lun are deemed to be interested in these 80,925,690 Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company and their respective associates held any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

(b) Substantial Shareholders' Interests

So far as is known to each Director or the chief executive of the Company, as at the Latest Practicable Date, the following persons, other than a Director or the chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Long positions

Name of Substantial Shareholders	Number of Shares held	Capacity	Approximate percentage of the issued share capital of the Company
Mr. ZHANG Qiang	27,500,000	Beneficial Owner	17.28%
Ms. WANG Jie ^{Note 1}	27,500,000	Interest of Spouse	17.28%
P.B. Capital Advanced Fund SPC – P.B. Capital Advance Fund 1 Segregated Portfolio	11,176,200	Beneficial Owner	7.02%
P.B. Asia Holdings Limited	80,925,690	Beneficial Owner	50.86%

Note:

1. Ms. WANG Jie is the spouse of Mr. ZHANG Qiang. Therefore, Ms. WANG Jie is deemed to be interested in the Shares in which Mr. ZHANG Qiang is interested.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company was aware of any other person, other than a Director or the chief executive of the Company, who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

(3) DIRECTORS' INTERESTS

- (a) As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group (excluding contracts expiring or may be terminated by the employer within one year without payment of compensation, other than statutory compensation).
- (b) On 28 April 2022, P.B. Two (Hong Kong) Limited, a wholly owned subsidiary of the Company (“**P.B. Two**”) as purchaser, and Dr. Chan as vendor, entered into a sale and purchase agreement, pursuant to which Dr. Chan sold his property to P.B. Two at the consideration of HK\$2,980,000.00. Save as disclosed, as at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which have, since 31 December 2021 (being the date to which the latest published audited consolidated financial statements of the Company were made up), been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.
- (c) None of the Directors was materially interested in any contract or arrangement subsisting at the date of this circular and which is significant in relation to the business of the Group.

(4) DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors and controlling shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) has any interest in a business that competes or may compete with the business of the Group and any other conflicts of interests which such person had or may have with the Group.

(5) LITIGATION

As disclosed in the interim report of the Company for the six months ended 30 June 2022, the Company has:

- i. instituted legal proceedings against Lituo Enterprise (HK) Limited on 18 October 2018 to recover outstanding deposits amounted to HK\$10,930,000 under High Court Action No. 2449 of 2018. Lituo Enterprise (HK) Limited filed its defence on 28 November 2018. Upon counsel's advice, the Company considered to have taken out summary proceedings against Lituo Enterprise (HK) Limited pursuant to Order 14 of the Rules of High Court, Cap 4A of the Laws of Hong Kong. However, after thoroughly considered the evidence of the case, counsel advised that it would be quite difficult to obtain summary Judgment against Lituo Enterprise (HK) Limited by way of summary proceedings and advised that the case should proceed normally to trial. The Company adopted such advice given by counsel and thereby decided not to proceed to summary proceedings. Accordingly, the Company's legal representatives have followed the normal civil procedures in proceedings. The parties to the proceedings have sought usual order of directions for fixing timeline for the parties to make discovery of documents and exchange of statements of witnesses. On 31st March 2022, the Court made an order nisi giving case management directions and fixed a timetable for the proceedings. The order came into force on 14th April 2022. The parties to the proceedings are in the stage of discovery. The case is in progress;
- ii. instituted legal proceedings against, Lituo Enterprise (HK) Limited and another company ("**the 2nd Defendant**") which was the payee designated by Lituo Enterprise (HK) Limited under the underlying contract, to recover outstanding deposits amounted to HK\$35,000,000 under High Court Action No. 2450 of 2018. Lituo Enterprise (HK) Limited filed its defence on 28 November 2018. Whereas the 2nd Defendant, which is incorporated in British Virgin Islands (BVI), has never responded to the case and on 15 May 2020, the court granted final judgment against the 2nd Defendant upon the Company's application. Thereafter, the Company had appointed BVI lawyers to execute and enforce the Judgement by way of presenting a winding-up petition against the 2nd Defendant; and the Eastern Caribbean Supreme Court in the High Court of Justice Virgin Islands made an order, ordering, *inter alia*, that the 2nd Defendant be wound up and that Mr. John David Ayres (replaced by Mr. Aaron Gardner pursuant to the order made by the BVI court on 14 March 2022) of FTI Consulting (BVI) Limited and Mr. Chow Wai Shing Daniel of FTI Consulting (Hong Kong) Limited ("**the Joint Liquidators**") be appointed as joint and several liquidators of the 2nd Defendant. Subsequent to the said order, the Joint Liquidators wrote to the Company on 15 June 2021 with the aim of (1) notifying the Company that the Joint Liquidators did not intend to call a 20 meeting of creditors and (2) requesting the Company to submit a Proof of Debt Form in respect of the indebtedness owed by the 2nd Defendant. The Company had duly completed the Proof of Debt form and returned the same to the

Joint Liquidators. Then on 17 June 2021, the Joint Liquidators issued a First Report dated 17 June 2021 to the creditors of the 2nd Defendant including the Company reporting, *inter alia*, the steps taken since their appointment (“**the First Report**”). According to the First Report, the Joint Liquidators served on the 2nd Defendant notice of the liquidation at its registered office as well as wrote to the director of the 2nd Defendant requesting her to complete a Statement of Affairs and Director’s Questionnaire Form, as stipulated by BVI laws but the director of the 2nd Defendant was not cooperative and refused to provide any details in relation to the affairs of the 2nd Defendant, however. The Joint Liquidators are now in the course of locating if the 2nd Defendant has any assets overseas and they are of the view that a substantial amount of asset of the 2nd Defendant may be located in Singapore. To this end, the Joint Liquidators initiated an application in Singapore, seeking to apply for recognition of their liquidators’ status in Singapore. On 6 July 2022, the Singaporean Court granted an order to this effect. The Joint Liquidators are now in the course of locating the asset of the 2nd Defendant in Singapore. The liquidation of the 2nd Defendant is still in progress;

- iii. instituted legal proceedings against Tong Chung Ming trading as Kai Muk Company to recover the remaining balance of a deposit amounted HK\$8,530,000 under High Court Action No. 1767 of 2018. The trial of the case was heard from 7 to 10 December 2020. By a Judgment dated 20 January 2021, it was adjudged that Tong Chung Ming shall pay to the Company the sum of HK\$8,530,000 with interests and costs of the proceedings as well. The Company tends to execute and enforce the Judgment and in January 2021 the Company is seeking leave from the Court to file a Petition against Tong Chung Ming trading as Kai Muk Company. The enforcement procedures are on-going.

As at the Latest Practicable Date, save as disclosed above, no member of the Group was involved in any litigation or claims of material importance and no litigation or claims of material importance were known to the Directors to be pending or threatened against any member of the Group.

(6) MATERIAL CONTRACTS

As at the Latest Practicable Date, the following contracts (not being contracts entered into in the ordinary course of business) were entered into by members of the Group within the two years immediately preceding the date of this circular which are, or may be, material:

- (a) a sale and purchase agreement dated 23 October 2020 entered into among P.B. Asia Holdings Limited as vendor, the Company as purchaser, and Dr. Chan and Mr. Pui as guarantors in relation to the acquisition of the entire issued share capital of P.B. One Capital Holdings Limited (formerly known as P.B. Group Limited) by the Company from P.B. Asia Holdings Limited at the consideration of HK\$9,000,000;
- (b) the placing agreement dated 16 July 2021 (and supplemented on 30 September 2021) and entered into between the Company and CIS Securities Asset Management Limited in relation to placing of right shares under the rights issue on the basis of one (1) rights share for every one (1) consolidated share;
- (c) underwriting agreement dated 16 July 2021 (and supplemented on 30 September 2021) and entered into among the Company, P.B. Asia Holdings Limited and Dr. Chan in relation to the underwriting arrangement in respect of the rights issue on the basis of one (1) rights share for every one (1) consolidated share;
- (d) a back-to-back guarantee renewal agreement dated 28 July 2021 and entered into between the Wuhu Subsidiary and the Borrower in relation to the renewal of the Guarantee;
- (e) a sale and purchase agreement dated 28 April 2022 entered into between Dr. Chan as vendor and P.B. Two as purchaser in relation to the acquisition of a property by P.B. Two from Dr. Chan at the consideration of HK\$2,980,000;
- (f) the Renewal Agreement; and
- (g) the contract dated 29 July 2022 entered between Wuhu Subsidiary and Huishang bank in relation to the pledge of RMB20.0 million.

(7) MISCELLANEOUS

- (a) The secretary of the Company is Ms. CHIK Wai Chun. She is an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Institute of Chartered Secretaries and Administrators. She is also a member of the Hong Kong Institute of Certified Public Accountants and The Certified Public Accountants Australia. She holds a Master of Corporate Governance degree from The Hong Kong Polytechnic University.
- (b) The registered office of the Company is at 71 Fort Street, P.O. Box 500, George Town, Grand Cayman KY1-1106, the Cayman Islands.
- (c) The head office and principal place of business of the Company in Hong Kong is at Room 1601, 16/F., Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong.
- (d) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (e) The compliance officer of the Company is Mr. SU Chun Xiang, the executive Director of the Company.
- (f) The audit committee of the Company was established on 12 December 2015 with written terms of reference in accordance with Rule 5.28 of the GEM Listing Rules and in compliance with paragraphs D.3.1 to D.3.7 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the audit committee include, among others, to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, and handling any questions of their resignation or dismissal of that auditor, to review the Group's financial statements and the annual, interim and quarterly financial reports, to review the Group's financial and accounting policies and practices and to review the Group's financial controls, and risk management and internal control system. The audit committee currently consists of two independent non-executive Directors, namely Mr. YIP Chong Ho Eric and Mr. CHOW Chi Hang Tony and is chaired by Mr. YIP Chong Ho Eric.

Mr. YIP Chong Ho Eric, aged 31, was appointed as an independent non-executive Director, the chairman of each of the audit committee and remuneration committee and the member of the nomination committee of the Company on 23 April 2021. Mr. Yip holds a degree of Bachelor of Business Administration in Professional Accounting from The Open University of Hong Kong. Mr. Yip is a member of Hong Kong Institute of Certified Public Accountants. He has over 6 years of working experience in the field of accounting and finance. He is currently the audit manager of

a professional accountants firm. Mr. Yip has over 7 years' experience in the field of accounting and finance. Prior to that, Mr. Yip worked for several professional accountants firm and the accounting department of a securities firm.

Mr. CHOW Chi Hang Tony, aged 30, was appointed as an independent non-executive Director on 9 January 2018. He is the chairman of nomination committee and the member of each of the audit committee and remuneration committee of the Company. Mr. Chow obtained a degree of Bachelor of Laws and a Postgraduate Certificate in Laws from The Chinese University of Hong Kong in 2014 and 2015 respectively. Mr. Chow is currently a practicing Barrister-At-Law in Hong Kong practicing in both civil and criminal litigation. Mr. Chow is currently an independent non-executive director of Bonny International Holding Limited (Stock code: 1906), whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

(g) The English text of this circular shall prevail over the Chinese text.

(8) DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.thepbg.com>) from the date of this circular until 14 days hereafter:

- the material contracts referred to in the paragraph headed “Material Contracts” above in this Appendix.