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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in TK Group (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**TK GROUP (HOLDINGS) LIMITED**

**東江集團(控股)有限公司**

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

**(Stock Code: 2283)**

**RE-ELECTION OF RETIRING DIRECTORS,  
GRANT OF GENERAL MANDATES TO ISSUE  
AND  
REPURCHASE SHARES  
RE-APPOINTMENT OF AUDITOR  
AMENDMENTS TO THE MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of annual general meeting (the “AGM”) of TK Group (Holdings) Limited to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 31 May 2023 at 9:30 a.m., is set out in pages 27 to 31 of this circular. A form of proxy for use at the 2023 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tkmold.com](http://www.tkmold.com)).

Whether or not you are able to attend the 2023 AGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

28 April 2023

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## DEFINITIONS

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

“2023 AGM”	an annual general meeting of the Company to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 31 May 2023 at 9:30 a.m. or any adjournment thereof to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 27 to 31 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	TK Group (Holdings) Limited 東江集團(控股)有限公司, a company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the main board of the Stock Exchange
“Companies Act”	the Companies Act (Revised), Cap. 22 of the Cayman Islands laws and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
“Companies Ordinance”	the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Memorandum”	the memorandum of association of the Company currently in force
“Memorandum and Articles of Association”	the Memorandum and Articles
“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the 2023 AGM
“Proposed Amendments”	proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.



**TK GROUP (HOLDINGS) LIMITED**

**東江集團(控股)有限公司**

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

**(Stock Code: 2283)**

*Executive Directors:*

Mr. Li Pui Leung (*Chairman*)  
Mr. Yung Kin Cheung Michael (*Chief Executive Officer*)  
Mr. Lee Leung Yiu  
Mr. Cheung Fong Wa

*Independent Non-executive Directors:*

Dr. Chung Chi Ping Roy  
Miss Christine Wan Chong Leung  
Mr. Tsang Wah Kwong

*Registered Office:*

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

*Principal place of business  
in Hong Kong:*

Workshop No. 19  
9th Floor, Block B  
Hi-Tech Industrial Centre  
No. 491-501 Castle Peak Road  
Tsuen Wan  
New Territories  
Hong Kong

28 April 2023

*To the Shareholders*

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,  
GRANT OF GENERAL MANDATES TO ISSUE  
AND  
REPURCHASE SHARES  
RE-APPOINTMENT OF AUDITOR  
AMENDMENTS TO THE MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give the Shareholders the notice of the 2023 AGM and provide the Shareholders with details regarding (i) the re-election of Directors retiring at the 2023 AGM; (ii) the grant of general mandates to the Directors to issue and repurchase the Shares; and (iii) the Proposed Amendments. Such proposals will be dealt with at the 2023 AGM.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Article 84 of the Articles, Mr. Li Pui Leung, Dr. Chung Chi Ping Roy and Mr. Tsang Wah Kwong shall retire by rotation at the 2023 AGM. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the 2023 AGM.

Pursuant to code provision B.2.3 of part 2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by Shareholders and the papers to shareholders accompanying that resolution should state why the board or the nomination committee believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board or the nomination committee in arriving at such determination.

Dr. Chung Chi Ping Roy and Mr. Tsang Wah Kwong has each served as an independent non-executive Director for more than nine years. To determine whether each of Dr. Chung Chi Ping Roy and Mr. Tsang Wah Kwong are still independent and should be re-elected as independent non-executive Directors, the Nomination Committee of the Company have discussed their suitability, qualifications and potential contribution to the Board. Having considered (i) their background and strategic and operational experience in the manufacturing and auditing industry (respectively) which will bring professional and valuable insight and contribute to the diversity of the skills and perspectives of the Board; and (ii) each of Dr. Chung Chi Ping Roy and Mr. Tsang Wah Kwong has satisfied the independence factors set out in Rule 3.13 of the Listing Rules, the Nomination Committee has therefore recommended, and the Board concurs that, albeit their length of tenure as independent non-executive Directors, each of Dr. Chung Chi Ping Roy and Mr. Tsang Wah Kwong demonstrated continued independent judgement which contributes positively to the development of the Company's strategy and policies and are independent and should be re-elected as independent non-executive Directors.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

At the AGM of the Company held on 31 May 2022, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares. Up to the Latest Practicable Date, such mandates have not been utilized and, if not used by the date of the 2023 AGM, will lapse at the conclusion of the 2023 AGM.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, at the 2023 AGM, separate ordinary resolutions will be proposed to grant the new general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate number of the issued Shares at the date of passing of such resolution (the “**Issue Mandate**”); (ii) to repurchase issued and fully paid Shares on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange not exceeding 10% of the aggregate number of the issued Shares of the Company at the date of passing of such resolution (the “**Buyback Mandate**”); and (iii) to add the aggregate number of the Shares repurchased by the Company pursuant to the Buyback Mandate to the Issue Mandate.

As at the Latest Practicable Date, the Company had 833,260,000 Shares in issue. Subject to the passing of the proposed resolutions for the grant of the general mandates as mentioned above and on the basis that no Shares are issued or repurchased by the Company prior to the 2023 AGM, the exercise of the Buyback Mandate in full would result in up to 83,326,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution referred to herein or the date upon which the Buyback Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, and the Directors will be authorised to allot and issue under the Issue Mandate as mentioned above up to 166,652,000 Shares, and to the extent the Buyback Mandate is exercised, plus the aggregate number of Shares repurchased by the Company under the Buyback Mandate.

The explanatory statement required by the Listing Rules to provide requisite information to you for your consideration of the Buyback Mandate is set out in Appendix II to this circular.

### RE-APPOINTMENT OF AUDITOR

PricewaterhouseCoopers will retire as the auditor of the Company at the 2023 AGM and being eligible, offer themselves for re-appointment as the auditor of the Company.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS

Reference is made to the announcement of the Company dated 3 April 2023. As set out in the said announcement, the Board proposes to seek approval from the Shareholders at the 2023 AGM for the Proposed Amendments in order to (i) bring the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) make certain housekeeping improvements. The major changes brought about by the Proposed Amendments are set out below:

1. To update the definition of “Law” to bring it in line with the Companies Act;
2. To clarify that all or any of the rights for the time being attached to the shares of any class of shares may be altered either with a consent in writing of the holders of not less than three-fourths of the total voting rights of the issued shares of that class or with the approval of a resolution passed by not less than three-fourths of votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate meeting of such holder, and the quorum for such meeting shall be two persons holding or representing by proxy holding not less than one-third of the total voting rights of the issued shares of that class;
3. To provide that the Company may close its register of members on terms equivalent to the relevant section of the Companies Ordinance;
4. To provide that an annual general meeting of the Company shall be held for each financial year, within a period of six months after the end of its financial year, at such time and place as determined by the Board;
5. To clarify that any or more shareholders of the Company holding as at the date of deposit of the requisition not less than one-tenth of the total voting rights (on a one vote per share basis) in the share capital of the Company shall by giving a notice in writing to the Board or the secretary of the Company, have the right to require an extraordinary general meeting to be called for the transaction of any business and for additional resolutions to be added to the agenda of such meeting;
6. To clarify that unless it can be demonstrated that reasonable written notice can be given in less time, an annual general meeting must be called by notice of not less than 21 days and all other general meetings (including an extraordinary general meeting) must be called by notice of not less than 14 days;
7. To provide that all Shareholders shall have the right to (i) speak at any general meeting; and (ii) vote at any general meeting, except where a Shareholder is, under the Listing Rules, required to abstain from voting or restricted to voting only for or only against any particular resolution;



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## LETTER FROM THE BOARD

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8. To clarify that a clearing house may appoint proxies or authorise such persons as it thinks fit to act as its representatives, who shall enjoy rights equivalent to the rights of other Shareholders, at any meeting of the Company or at any meeting of any class of Shareholders (including but not limited to general meeting and creditor meeting);
9. To clarify that any Director so appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting after his appointment and shall then be eligible for re-election at such meeting;
10. To clarify that the Shareholders may, at any general meeting convened and held in accordance with the articles of the Company, by ordinary resolution remove a Director (including a managing director or other executive director) at any time before the expiration of his period of office, without prejudice to any claim for damages under any contracts;
11. To provide that the Shareholders shall by ordinary resolution appoint an auditor to audit the accounts of the Company at the annual general meeting or at a subsequent extraordinary general meeting in each year and such auditor shall hold office until the next annual general meeting;
12. To provide that the Shareholders may, at any general meeting convened and held, by ordinary resolution remove the auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another auditor in his stead for the remainder of his term;
13. To provide that the remuneration of the auditor shall be fixed on the authority of the Shareholders by ordinary resolution in general meeting at which they are appointed or in any other manner as specified in such ordinary resolution;
14. To provide that, unless otherwise determined by the Directors, the financial year of the Company shall end on 31 December each year and shall begin on 1 January each year; and
15. to make other miscellaneous amendments to update, modernise or clarify provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with the Listing Rules and the Companies Act.

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

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## LETTER FROM THE BOARD

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Details of the Proposed Amendments are set out in Appendix III to this circular and the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the 2023 AGM. A copy of the New Memorandum and Articles of Association showing all changes made to the Memorandum and Articles of Association will be available for inspection during normal business hours on any weekday (except public holidays) at the head office of the Company in Hong Kong at Workshop No. 19, 9th Floor, Block B, Hi-Tech Industrial Centre, No. 491-501 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong from the date of this circular up to and including the date of the 2023 AGM and at the 2023 AGM.

### **2023 AGM**

A notice of 2023 AGM is set out on pages 27 to 31 of this circular.

A form of proxy for use at the 2023 AGM is also enclosed with this circular. To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road., Hong Kong not less than 48 hours before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM should you so wish.

### **VOTE BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the 2023 AGM, all votes will be taken by way of poll save for resolutions related purely to procedural or administrative matters which may be voted by a show of hands at the discretion of the chairman of the meeting. An announcement on the poll vote results will be made by the Company after the 2023 AGM.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the 2023 AGM, the register of members will be closed from 25 May 2023 to 31 May 2023, both days inclusive, during which period no transfer of Shares will be registered.

In order to be eligible to attend and vote at 2023 AGM, unregistered holder of the Shares should 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 17/F, Far East Finance Centre, 16 Harcourt Road., Hong Kong not later than 4:30 p.m. on 24 May 2023.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposals for re-election of retiring Directors and the granting/extension of the Issue Mandate and the granting of the Buyback Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the 2023 AGM.

Yours faithfully,  
For and on behalf of the Board  
**TK Group (Holdings) Limited**  
**Li Pui Leung**  
*Chairman*

The details of the retiring Directors proposed for re-election at the 2023 AGM are set out below:

(a) **Mr. Li Pui Leung (“Mr. Li”)**

**Mr. Li**, aged 63, is the chairman of the Group. Mr. Li is one of the founders of the Group and was appointed as an executive Director on 28 March 2013. He is also the chairman of the Board and the chairman of the Nomination Committee of the Company. Mr. Li is responsible for the overall management and strategic planning of the Group. He has accumulated more than 39 years of professional experience in plastic mold fabrication and plastic injection molding and also experience in business management in the manufacturing industry. Mr. Li together with Mr. Lee Leung Yiu, a substantial shareholder and an executive Director, established Tung Kong Machinery Moulding FTY in Hong Kong in 1983, and have since expanded the Group’s mold fabrication business into the Mainland China in 1992 and relocated the operations to Shenzhen. Mr. Li was elected the “Winner of Young Industrialist Awards of Hong Kong” in 2003 and “Outstanding Person of Shenzhen Machinery Industry” in 2004, and awarded “Shenzhen Person of the Year” by Southern Metropolitan Daily in 2013. Mr. Li holds several social titles, including serving as a committee member and the convenor of Hong Kong of Shenzhen Chinese People’s Political Consultative Conference, the President of Guang Ming General Chamber of Commerce (Industry and Commerce), a committee member and honorary president of Hong Kong Young Industrialists Council Foundation, the Chairman of Kowloon City District Road Safety Campaign Committee, the vice chairman of Federation of Hong Kong Shenzhen Association Limited, the vice president of Shenzhen Overseas Chinese International Association, the executive director of Shenzhen General Chamber of Commerce, the vice chairman of charity committee of Shenzhen Guangming District and the president of Rotary Club, Tsuen Wan, Hong Kong in 2000. In July 1974, Mr. Li graduated from Yuanzhou Gongshe Lulan Primary School in Boluo, Guangdong in China, and obtained a middle school graduation certificate. Mr. Li is also the controlling shareholder and director of both Eastern Mix Company Limited (a controlling shareholder of the Company) and Lead Smart Development Limited (a substantial shareholder of the Company), and the elder brother of Mr. Lee Leung Yiu.

As at the Latest Practicable Date, save that Mr. Li was deemed to be interested in 357,014,000 Shares held by Eastern Mix Company Limited and 89,400,000 Shares held by Lead Smart Development Limited, Mr. Li did not have any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. Li has entered into a service contract with the Company for a term of three years commencing from 20 December 2022, which may be terminated by not less than three months’ notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement of the Directors as set out in the Articles. Mr. Li is entitled to a salary of HK\$2,734,299 per year in aggregate and is also entitled to bonus as determined by the Board.

Save as disclosed above, Mr. Li did not hold any other positions with the other members of the Group. Mr. Li also did not hold other directorship in listed public companies during the last three years. Save as disclosed above, he did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company as at the Latest Practicable Date.

Mr. Li confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Li.

**(b) Dr. Chung Chi Ping Roy (“Dr. Chung”)**

**Dr. Chung**, GBS BBS JP, aged 70, was appointed as an independent non-executive Director on 27 November 2013. He is also the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee of the Company.

Dr. Chung obtained a PhD in Engineering from the University of Warwick, the United Kingdom in May 2010. In September 2012 he achieved a PhD of Business Administration from City University of Macau. He was re-appointed as an Industrial Professor by the University of Warwick, the United Kingdom in December 2020. He was awarded a doctorate degree of business administration honoris causa by the University of Macau in November 2019, an honorary doctorate degree of science by the University of Warwick, the United Kingdom in July 2019, an honorary doctorate degree of business administration by the Lingnan University in November 2015, an honorary doctorate degree of business administration by the Hong Kong Polytechnic University in December 2007 and an honorary doctorate degree of the University of Newcastle, Australia in July 2006 respectively. He was awarded by the Hong Kong Special Administrative Region Government (“**HKSAR Government**”) the Gold Bauhinia Star (GBS) on 30 June 2017, the Bronze Bauhinia Star (BBS) on 1 July 2011, and was appointed as Justice of Peace on 1 July 2005. Dr. Chung was granted the Hong Kong Young Industrialists Award in 1997, and was further awarded the Industrialist of the Year in November 2014.

Dr. Chung was the Chairman of the Federation of Hong Kong Industries from July 2011 to July 2013 and has been serving as the Honorary President of the Federation since 5 July 2013. Dr. Chung was appointed as the Chairman of the Vocational Training Council from January 2018 until December 2019. He is also the Founder and Chairman of Bright Future Charitable Foundation.

Dr. Chung is a co-founder and currently a non-executive director of Techtronic Industries Company Limited (stock code: 669), a company listed on the Stock Exchange, and an independent non-executive director of Vitasoy International Holdings Limited (stock code: 345), a company listed on the Stock Exchange, since 24 June 2017. He has also been an independent non-executive director of Fujikon Industrial Holdings Limited (stock code: 927), a company listed on the Stock Exchange, since 1 April 2014 until 22 June 2021.

As at the Latest Practicable Date, Dr. Chung did not have any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Pursuant to the letter of appointment issued by the Company to Dr. Chung, his current term of office is three years from 20 December 2022, unless terminated by either party giving to the other not less than three months' prior notice in writing and is subject to provisions on retirement of Directors as set out in the Articles. Dr. Chung is entitled to a director's fee HK\$340,000 per year in aggregate.

Save as disclosed above, Dr. Chung did not hold any other positions with the other members of the Group and did not hold other directorship in listed public companies during the last three years. Save as disclosed above, he did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company as at the Latest Practicable Date.

Dr. Chung confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Dr. Chung.

**(c) Mr. Tsang Wah Kwong (“Mr. Tsang”)**

**Mr. Tsang**, aged 70, was appointed as an independent non-executive Director on 27 November 2013. He is also the chairman of the Audit Committee and a member of both the Nomination Committee and the Remuneration Committee of the Company. Mr. Tsang is a former partner of PricewaterhouseCoopers in Hong Kong and China who has over 30 years of experience in auditing and providing support for initial public offerings and acquisition transactions. Mr. Tsang received a bachelor's degree in business administration from Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the Chinese Institute of Certified Public Accountants and a fellow member of the Chartered Association of Certified Accountants.

Currently, Mr. Tsang is an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange: China Merchants China Direct Investments Limited (stock code: 133), Sihuan Pharmaceutical Holdings Group Ltd. (stock code: 460) and Shirble Department Store Holdings (China) Limited (stock code: 312). He is also an independent director of HUYA Inc. (a company listed on the New York Stock Exchange, stock code: HUYA). Mr. Tsang was an independent non-executive director of Ping An Securities Group (Holdings) Limited (delisted from the Stock Exchange in February 2022, stock code: 231) from February 2016 to March 2020 and was an independent non-executive director of CA Cultural Technology Group Limited (stock code: 1566) from November 2014 to November 2022.

As at the Latest Practicable Date, Mr. Tsang did not have any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Pursuant to the letter of appointment issued by the Company to Mr. Tsang, his current term of office is three years from 20 December 2022, unless terminated by either party giving to the other not less than three month's prior notice in writing and is subject to provisions on retirement of Directors as set out in the Articles. Mr. Tsang is entitled to a director's fee HK\$340,000 per year in aggregate.

Save as disclosed above, Mr. Tsang did not hold any other positions with the other members of the Group and did not hold other directorship in listed public companies during the last three years. Save as disclosed above, he did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company as at the Latest Practicable Date.

Mr. Tsang confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Tsang.

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide all the information in relation to the Buyback Mandate for your consideration.

## **1. LISTING RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

### **(a) Shareholders' approval**

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the Shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

### **(b) Share capital**

Under the Buyback Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate number of its issued shares at the date of the passing of the proposed resolution granting the Buyback Mandate.

As at the Latest Practicable Date, the Company had 833,260,000 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the 2023 AGM, the exercise of the Buyback Mandate in full would result in up to 83,326,000 Shares being repurchased by the Company during the period prior to the next AGM of the Company following the passing of the resolution granting the Buyback Mandate or the date upon which the Buyback Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **(c) Reason for repurchase**

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.



**(d) Funding of repurchase**

In repurchasing Shares, a company may only apply funds legally available for such purpose in accordance with the Articles and the laws of the Cayman Islands.

The Directors propose that such repurchase of Shares, would be appropriately financed by the Company's internal resources and/or available banking facilities.

As compared with the financial position of the Company as at 31 December 2022 (being date of its latest published audited accounts), the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company if the Buyback Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recently published audited accounts) unless the Directors consider that such repurchases would be in the interests of the Company and the Shareholders notwithstanding such material adverse impact.

**(e) Connected parties**

Neither the Directors nor, to the best knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Buyback Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) had notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is approved by the Shareholders.

**(f) Undertaking by Directors**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**(g) Takeovers Code**

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

As a result, 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 interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Li Pui Leung, the Chairman of the Board, was interested in 446,414,000 Shares, representing approximately 53.57% of the total issued share capital of the Company. Out of these Shares, 357,014,000 Shares (being approximately 42.85% of the total issued share capital of the Company) were held by Eastern Mix Company Limited (a controlled corporation of Mr. Li Pui Leung) and 89,400,000 Shares (being approximately 10.73% of the total issued share capital of the Company) were held by Lead Smart Development Limited (a company wholly owned by Mr. Li Pui Leung). On the basis that (i) the total issued share capital of the Company (being 833,260,000 Shares) remains unchanged as at the date of the 2023 AGM, and (ii) the shareholding of Mr. Li Pui Leung (being 446,414,000 issued Shares) in the Company remain unchanged immediately after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2023 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Buyback Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Mr. Li Pui Leung in the issued Shares would be increased to approximately 59.53% of the total issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

**2.      SHARE REPURCHASE AND MARKET PRICES**

During the six months preceding the Latest Practicable Date, no Shares had been repurchased or redeemed by the Company.

During each of the previous 12 months up to the Latest Practicable Date, the highest and lowest prices of each of the following months and up to and including the Latest Practicable Date at which the Shares had been traded on the Stock Exchange were as follows:

<b>Month</b>	<b>Per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
April	2.94	2.22
May	2.44	2.17
June	2.36	1.85
July	1.99	1.65
August	1.96	1.75
September	1.87	1.68
October	1.79	1.60
November	1.74	1.48
December	1.72	1.57
<b>2023</b>		
January	1.66	1.56
February	1.77	1.60
March	1.68	1.40
April (up to and including the Latest Practicable Date)	1.71	1.59

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**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

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The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Memorandum and Articles of Association. If the serial numbering of the clauses of the Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

*Note:      The amended and restated memorandum and articles of association of the Company is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.*

Clause No. under the existing Memorandum of Association	Clause No. under the new Memorandum of Association	Provisions in the new Memorandum of Association (showing changes to the existing Memorandum of Association)
4	4	Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies LawAct (Revised).
8	8	The share capital of the Company is HK\$200,000,000 divided into 2,000,000,000 shares of a nominal or par value of HK\$0.10 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies LawAct (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
9	9	The Company may exercise the power contained in the Companies LawAct to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.
<u>Nil</u>	<u>10</u>	<b><u>Unless otherwise determined by the Directors, the financial year of the Company shall end on 31 December each year and shall begin on 1 January each year.</u></b>

**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

Clause No. under the existing Articles of Association	Clause No. under the new Articles of Association	Provisions in the new Articles of Association (showing changes to the existing Articles of Association)
1	1	The regulations in Table A in the Schedule to the Companies LawAct (Revised) do not apply to the Company.
2(1)	2(1)	<b><u>“Companies Ordinance”</u></b> <b><u>unless otherwise specified, refers to the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time.</u></b>
2(1)	2(1)	“Law”      The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands; <b><u>the Companies Act (Revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles.</u></b>
10	10	Subject to the Law and without prejudice to Article 8, all or any of the <del>special</del> rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be <del>varied</del> <b>altered</b> , modified or abrogated either with the consent in writing of the holders of not less than three-fourths <del>in nominal value</del> <b>of the total voting rights</b> of the issued shares of that class or with the <del>sanction</del> <b>approval</b> of a <del>special</del> resolution passed at a separate general meeting of <b><u>by not less than three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of such holders.</u></b> To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

Clause No. under the existing Articles of Association	Clause No. under the new Articles of Association	Provisions in the new Articles of Association (showing changes to the existing Articles of Association)
10(a)	10(a)	the necessary-quorum ( <del>other than at an adjourned meeting</del> ) shall be two <del>persons</del> <b>Members</b> (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third <del>in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum</del> <b>of the total voting rights of the issued shares of that class;</b> and
44	<u>44(1)</u>	<u>Any Shareholder may (except when the Register is closed on terms equivalent to the relevant section of the Companies Ordinance) inspect the Register</u> and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge <b>and require the provision to him of copies</b> or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept <b>extracts thereof</b> in accordance with the Law or, <b>all respects as</b> if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. <del>Company were incorporated under and were subject to the Companies Ordinance.</del>

**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

Clause No. under the existing Articles of Association	Clause No. under the new Articles of Association	Provisions in the new Articles of Association (showing changes to the existing Articles of Association)
44	<u>44(2)</u>	The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any <del>electronic</del> means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed <b><u>on terms equivalent to the relevant section of the Companies Ordinance</u></b> at such times or for such periods not exceeding in the whole thirty (30) days in each year <b><u>or such longer period</u></b> as the <del>Board</del> <b><u>members of the Company may by Ordinary resolution</u></b> determine <del>and either generally or,</del> <b><u>provided that such longer period shall not be extended beyond 30 days</u></b> in respect of any class of shares <del>year</del> .
56	56	An annual general meeting of the Company <b><u>for each financial year</u></b> shall be held <del>in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) <del>six</del> months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any)</del> <b><u>end of that financial year,</u></b> at such time and place as may be determined by the Board.

**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

Clause No. under the existing Articles of Association	Clause No. under the new Articles of Association	Provisions in the new Articles of Association (showing changes to the existing Articles of Association)
58	58	<p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members <b><u>(including a clearing house (or its nominee(s)))</u></b> holding <b><u>as</u></b> at the date of deposit of the requisition not less than one-tenth of the <del>paid-up</del><b><u>total voting rights (on a one vote per share basis) in the share</u></b> capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for <del>the transaction of any business specified in such requisition</del><b><u>and for additional resolutions to be added to the meeting agenda</u></b>; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>



**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Clause No. under the existing Articles of Association	Clause No. under the new Articles of Association	Provisions in the new Articles of Association (showing changes to the existing Articles of Association)
59(1)	59(1)	<p>An annual general meeting shall be called by Notice of not less than twenty-one (21) <del>clear days and not</del><b>days unless it can be demonstrated that reasonable written notice can be given in less than twenty (20) clear business days and any</b>time. <b>All other extraordinary general meeting at which the passing of a special resolution is to be considered</b>meetings shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but fourteen (14) <b>days unless it can be demonstrated that reasonable written notice can be given in less time. Without prejudice to the foregoing,</b> if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p> <p>(a) In the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety- five per cent. (95%) in nominal value of the issued shares giving that right.</p>
73(2)	73(2)	<p><del>Where the Company has knowledge that any</del><b>All Members (including a Member which is, under a Clearing House (or its nominee(s))) shall have the right to (a) speak at any general meeting and (b) vote at any general meeting except where a Member is required by</b> the rules of the <b>Designated Stock Exchange to abstain from voting to approve the matter under consideration. Where any Member is, under the rules of the</b> Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

Clause No. under the existing Articles of Association	Clause No. under the new Articles of Association	Provisions in the new Articles of Association (showing changes to the existing Articles of Association)
75	75	Any Member ( <b><u>including a corporation</u></b> ) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of <del>him</del> <b><u>such Member</u></b> . A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers ( <b><u>including the right to vote and speak</u></b> ) on behalf of the Member which he or they represent as such Member could exercise.
81(1)	81(1)	Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise <b><u>as</u></b> if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

Clause No. under the existing Articles of Association	Clause No. under the new Articles of Association	Provisions in the new Articles of Association (showing changes to the existing Articles of Association)
81(2)	81(2)	If a clearing house (or its nominee(s)), being a corporation, is a Member, it may <b>appoint proxies or</b> authorise such persons as it thinks fit to act as its <b>representative or</b> representatives at any meeting of the Company or at any meeting of any class of Members <b>(including but not limited to general meetings and creditor meetings) and such representatives shall enjoy rights equivalent to that of other Members. This is</b> provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <del>where a show of hands is allowed,</del> the right to <b>speak and</b> vote individually on a show of hands <b>or on a poll.</b>
83(3)	83(3)	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a causal vacancy <del>shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting</del> and any Director appointed by the Board <b>or</b> as an addition to the existing Board shall hold office only until the <del>next following</del> <b>first</b> annual general meeting of the Company <b>after his appointment</b> and shall then be eligible for re-election <b>at that meeting.</b>
83(5)	83(5)	The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director <b>(including a managing director or other executive director)</b> at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any <del>such</del> <b>agreementcontracts</b> ).

**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

Clause No. under the existing Articles of Association	Clause No. under the new Articles of Association	Provisions in the new Articles of Association (showing changes to the existing Articles of Association)
152(1)	152(1)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <b><u>by ordinary resolution</u></b> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
152(2)	152(2)	The Members may, at any general meeting convened and held in accordance with these Articles, by <del>special</del> <b><u>ordinary</u></b> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
154	154	The remuneration of the Auditor shall be fixed <del>by</del> <b><u>on</u></b> the <del>Company in</del> <b><u>authority of the Members by ordinary resolution at a general meeting at which they are appointed</u></b> or in <del>such</del> <b><u>any other</u></b> manner as <del>the Members may determine</del> <b><u>specified in such ordinary resolution.</u></b>
165	165	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution <b><u>at a general meeting</u></b> of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.



**TK GROUP (HOLDINGS) LIMITED**

**東江集團(控股)有限公司**

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

**(Stock Code: 2283)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (the “**AGM**”) of TK Group (Holdings) Limited (the “**Company**”) will be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 31 May 2023 at 9:30 a.m. to consider and, if thought fit, transact the following business:

**ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022 and the reports of the directors and auditor of the Company for the year ended 31 December 2022.
2. To declare a final dividend of HK8.6 cents per share for the year ended 31 December 2022.
3. To re-elect Mr. Li Pui Leung as an executive director of the Company (the “**Director**”).
4. To re-elect Dr. Chung Chi Ping Roy as an independent non-executive Director.
5. To re-elect Mr. Tsang Wah Kong as an independent non-executive Director.
6. To authorise the board of Directors to fix the remuneration of the Directors.
7. To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of Directors to fix auditor’s remuneration.
8. To consider as ordinary business and, if thought fit, pass the following resolution as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company 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 be and is hereby generally and unconditionally approved;

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## NOTICE OF 2023 AGM

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options 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 (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; 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 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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company or any class of shares of the Company thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof as at that date (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 any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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## NOTICE OF 2023 AGM

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9. To consider as ordinary business and, if thought fit, pass the following resolution as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, and that the exercise by the Directors of all the powers of the Company to purchase such shares, subject to and in accordance with all applicable laws or requirements, be and is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares that may be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of passing this resolution, and the authority pursuant to paragraph (a) above shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as 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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF 2023 AGM

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10. To consider as ordinary business and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional upon the passing of Resolutions nos. 8 and 9 as set out in the notice convening the meeting of which this resolution forms part, the aggregate number of shares of the Company which are purchased by the Company pursuant to and in accordance with the said Resolution no. 9 shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with Resolution no. 8 as set out in the notice convening the meeting of which this resolution forms part.”

### SPECIAL RESOLUTION

11. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 28 April 2023 (the “**Circular**”) and the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” and produced to the Annual General Meeting and for the purpose of identification initialed by the chairman of the Annual General Meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the Annual General Meeting and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company.”

By Order of the Board  
**TK Group (Holdings) Limited**  
**Li Pui Leung**  
*Chairman*

Hong Kong, 28 April 2023

*Notes:*

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company.



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## NOTICE OF 2023 AGM

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3. In order to be valid, the form of proxy must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, 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, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. For determining the entitlement to attend and vote at the AGM to be held on 31 May 2023, the register of members of the Company will be closed from 25 May 2023 to 31 May 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Branch Share Registrar, Tricor Investor Services Limited (at its address shown in Note 3 above) for registration not later than 4:30 p.m. on 24 May 2023.
7. For determining the entitlement to the proposed final dividend upon passing of resolution no. 2 set out in this notice, the register of members of the Company will be closed from 6 June 2023 to 8 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be qualified for the proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Branch Share Registrar (at its address shown in Note 3 above) for registration not later than 4:30 p.m. on 8 June 2023.

*As at the date of this notice, the executive Directors are Mr. Li Pui Leung, Mr. Yung Kin Cheung Michael, Mr. Lee Leung Yiu and Mr. Cheung Fong Wa; the independent non-executive Directors are Dr. Chung Chi Ping Roy, Miss. Christine Wan Chong Leung and Mr. Tsang Wah Kwong.*