
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer 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 KWAN ON HOLDINGS LIMITED, you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange for the purpose of giving information with regard to the Company. 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.



均安控股
Kwan On Holdings

KWAN ON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1559)

**PROPOSALS FOR (1) ADOPTION OF THE AUDITED CONSOLIDATED
FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND
THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2020,
(2) RE-APPOINTMENT OF THE AUDITORS,
(3) RE-ELECTION OF RETIRING DIRECTORS,
(4) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(5) REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT
AND
NOTICE OF 2020 ANNUAL GENERAL MEETING**

A notice convening the 2020 annual general meeting (“2020 AGM”) of Kwan On Holdings Limited (the “Company”) to be held at Unit 2801, 118 Connaught Road West, Hong Kong on 29 September 2020 (Tuesday) at 10:00 a.m. is set out on pages 19 to 24 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the 2020 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the 2020 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the 2020 AGM or any adjournment thereof (as the case may be) should you so desire.

PRECAUTIONARY MEASURES FOR THE 2020 AGM

In order to prevent the spread of the Novel Coronavirus (“COVID-19”) pandemic and to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the 2020 AGM:

- compulsory body temperature checks;
- compulsory wearing of surgical face masks;
- attendees may be asked whether he/she has travelled outside Hong Kong within the 14-day period immediately before the 2020 AGM and whether he/she is subject to any Hong Kong Government prescribed compulsory quarantine; and
- no provision of refreshments and corporate gifts.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the 2020 AGM venue, at the Company’s discretion to the extent permitted by law. The Company requires attendees to wear surgical face masks and reminds Shareholders that they may appoint the chairman of the 2020 AGM as their proxy to vote on the relevant resolutions at the 2020 AGM as an alternative to attending the 2020 AGM in person.

This circular will remain on the “Latest Company Announcements” page of the Stock Exchange website at www.hkexnews.hk for 7 days from the date of its posting. This circular will also be posted on the Company’s website at www.kwanonconstruction.com.

3 September 2020

CONTENTS

	<i>Page</i>
Precautionary measures for the 2020 AGM	i
Definitions	1
Letter from the Board	3
Introduction	3
Resolution (1) Adoption of the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 March 2020	4
Resolution (2) Re-appointment of the Auditors.	4
Resolution (3) Re-election of Retiring Directors.	4
Resolutions (4) and (6) General Mandate to issue Shares	5
Resolution (5) General Mandate to repurchase Shares	6
Resolutions (7) Refreshment of Share Option Scheme Mandate Limit	6
2020 AGM and Proxy Arrangement	8
Closure of Register of Members	8
Recommendation	8
Responsibility of Directors	8
General Information	9
Language	9
Appendix I – Explanatory Statement	10
Appendix II – Details of Directors proposed to be re-elected at the 2020 AGM	15
Notice of 2020 AGM	19

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing novel coronavirus (“COVID-19”) pandemic, the Company may implement the following precautionary measures at the 2020 AGM to ensure the health and safety of Shareholders, staff and other stakeholders:

- (1) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue and/or be required to leave the meeting venue;
- (2) All attendees are required to wear surgical face masks inside the meeting venue at all times;
- (3) Each attendee may be asked whether (a) he/she travelled outside of Hong Kong within the 14-day period immediately before the 2020 AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue and/or be required to leave the meeting venue; and
- (4) No provision of refreshments and corporate gifts to attendees.

In addition, the Company reminds all Shareholders that physical attendance in person at the 2020 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the 2020 AGM as their proxy to vote on the relevant resolutions at the 2020 AGM instead of attending the 2020 AGM in person, by completing and return the proxy form attached to this document.

If any Shareholder chooses not to attend the 2020 AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the board of Directors, he/she is welcome to send such question or matter in writing to our registered office.

If any Shareholder has any questions relating to the 2020 AGM, please contact Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
HK Tel: (852) 2980 1333
Fax: (852) 2810 8185

DEFINITIONS

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

“2020 AGM”	the 2020 annual general meeting of the Company to be convened and held at Unit 2801, 118 Connaught Road West, Hong Kong on 29 September 2020 (Tuesday) at 10:00 a.m., the notice of which is set out on pages 19 to 24 of this circular
“2020 AGM Notice”	the notice convening the 2020 AGM set out on pages 19 to 24 of this circular
“2020 Annual Report”	the annual report of the Company for the financial year ended 31 March 2020, which was despatched to the Shareholders on 30 July 2020
“Articles of Association”	the articles of association of the Company adopted on 16 March 2015 and as amended from time to time
“Associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Kwan On Holdings Limited 均安控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (stock code 1559)
“Connected Person(s)”	has the same meaning as defined in the Listing Rules
“Controlling Shareholder(s)”	has the same meaning as defined in the Listing Rules
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“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 PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares of up to 20% of the issued share capital of the Company on the date of 2020 AGM as set out in resolution number 4 of the 2020 AGM Notice

DEFINITIONS

“Latest Practicable Date”	27 August 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company on the date of 2020 AGM, as set out in resolution number 5 in the 2020 AGM Notice
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit as set out in resolution number 7 of the 2020 AGM Notice
“Scheme Mandate Limit”	the maximum number of Shares that may be allotted and issued upon the exercise of all the share options to be granted by the Company pursuant to the Share Option Scheme which initially shall not in aggregate exceed 10% of the number of Shares in issue at the time of listing of the Company’s Shares on 17 March 2015 and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the Refreshment of Scheme Mandate Limit by the Shareholders
“Share Option Scheme”	existing share option scheme adopted by the Company on 17 March 2015
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

Certain English translations of Chinese names or words marked with “” in this circular are included for information purpose only and should not be regarded as the official English translation of such Chinese names or words. If there is any inconsistency between the Chinese names of entities and their English translations, the Chinese names shall prevail.*

LETTER FROM THE BOARD



均安控股
Kwan On Holdings

KWAN ON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1559)

Executive Directors:

Mr. Chen Zhenghua
Mr. Zhang Fangbing
Mr. Wong Wa
Mr. Cao Lei

Registered Office:

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

Independent non-executive Directors:

Professor Lam Sing Kwong, Simon
Mr. Lum Pak Sum
Mr. Gong Zhenzhi

*Head Office and Principal Place
of Business in Hong Kong:*

Unit 2801, 118 Connaught Road
West
Hong Kong

3 September 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR (1) ADOPTION OF THE AUDITED CONSOLIDATED
FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND
THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2020,
(2) RE-APPOINTMENT OF AUDITORS,
(3) RE-ELECTION OF RETIRING DIRECTORS,
(4) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(5) REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT
AND
NOTICE OF 2020 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of the Refreshment of Scheme Mandate Limit; (iv) furnish you with details of the proposed re-election of retiring Directors; and (v) give you notice of the 2020 AGM.

LETTER FROM THE BOARD

RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2020

The audited consolidated financial statements of the Company for the year ended 31 March 2020 together with the Reports of the Directors and the Auditors, are set out in the 2020 Annual Report which was sent to the Shareholders on 30 July 2020. The 2020 Annual Report may be viewed and downloaded from the Company's website (www.kwanonconstruction.com) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee of the Company.

RESOLUTION (2) RE-APPOINTMENT OF THE AUDITORS

PKF Hong Kong Limited, will retire as the auditors of the Company at the 2020 AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee of the Board, proposed to re-appoint PKF Hong Kong Limited as the auditors of the Company and to hold office until the conclusion of the 2021 annual general meeting of the Company.

RESOLUTION (3) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Chen Zhenghua, Mr. Zhang Fangbing, Mr. Wong Wa, Mr. Cao Lei, Professor Lam Sing Kwong, Simon, Mr. Lum Pak Sum and Mr. Gong Zhenzhi.

Pursuant to article 83(3) of the Articles of Association, the Directors shall have 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 casual vacancy shall hold office only until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re- election.

Pursuant to article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one- third) shall retire from office by rotation provided that every Director shall be subject to retirement at annual general meeting at least once every three years. Any Director appointed by the Board pursuant to article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Mr. Cao Lei, Professor Lam Sing Kwong, Simon and Mr. Gong Zhenzhi shall retire at the 2020 AGM and being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

The biographical details of above mentioned Directors proposed to be re-elected at the 2020 AGM are set out in Appendix II to this circular.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2020 AGM. The Nomination Committee has also assessed the independence of all the independent non-executive Directors ("INEDs"). All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 3.13 of the Listing Rules and each of them has provided to the Company an annual written confirmation of his independence.

RESOLUTION (4) AND (6) GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 25 September 2019. On 31 March 2020, 264,000,000 Shares had been allotted and issued according to the subscription agreement entered into on 6 March 2020 at a price of HK\$0.1976 per Share pursuant to the general mandate to issue Shares granted at the last annual general meeting. Accordingly, the Company's existing mandate to issue Shares was fully exercised by the Directors during the year. At the 2020 AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the 2020 AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the 2020 AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the 2020 AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the 2021 annual general meeting of the Company; (ii) the date by which the 2021 annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,584,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the 2020 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 316,800,000 new Shares under the Issue Mandate, representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the 2020 AGM.

LETTER FROM THE BOARD

RESOLUTION (5) GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 25 September 2019. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the 2020 AGM.

At the 2020 AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,584,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the 2020 AGM, the Company would be allowed to repurchase a maximum of 158,400,000 Shares under the Repurchase Mandate, representing 10% of the aggregate nominal amount of the share capital of the Company as at the date of the 2020 AGM.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

RESOLUTION (7) REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 17 March 2015. The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants, being any employee, executive or officer of the Group (including executive, nonexecutive and independent non-executive directors of the Group) and any advisers, consultants, suppliers, customers or agent who, at the sole discretion of the Board, will contribute or has contributed to the Group as incentives or rewards for their contribution to the Group.

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for "refreshing" the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as "refreshed" must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as "refreshed". The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

The total number of Shares which may fall to be issued upon exercise of all share options to be granted under the Share Option Scheme was 96,000,000 (the "**Existing Scheme Mandate Limit**"), representing 10% of the total number of 960,000,000 Shares in issue at the time when the Shares commenced dealing on the Stock Exchange in March 2015.

LETTER FROM THE BOARD

Up to the Latest Practicable Date, no share option was granted or agreed to be granted under the Share Option Scheme. No refreshment of the Existing Scheme Mandate Limit has been previously sought by the Company under the Share Option Scheme.

The total number of new Shares which may be issued pursuant to Share Option Scheme amounted to 96,000,000 Shares, representing approximately 6.06% of the total number of issued Shares as at the Latest Practicable Date.

In view of the increase in the issued share capital of the Company the Directors consider that it is in the interest of the Company and its Shareholders as a whole to refresh the Existing Scheme Mandate Limit to provide the Company with greater flexibility to grant share options to eligible participants under the Share Option Scheme as rewards for their valuable contribution and efforts made in promoting the interests of the Group or incentives to motivate them to strive for the success of the Group.

It is therefore proposed that subject to (i) the approval of the Shareholders at the 2020 AGM and (ii) such other requirements as prescribed under the Listing Rules being fulfilled, the general limit on the grant of share options under the Share Option Scheme will be refreshed to 10% of the Shares in issue as at the date of the approval by the Shareholders at the 2020 AGM (i.e. the Refreshment of Scheme Mandate Limit).

As at the Latest Practicable Date, there were 1,584,000,000 Shares in issue. Assuming that no further Share will be issued prior to the 2020 AGM and the said refreshment is approved at the 2020 AGM, then the maximum number of Shares that can be allotted and issued upon the exercise of share options which may be granted by the Company pursuant to the Share Option Scheme under the proposed Refreshment of Scheme Mandate Limit would be 158,400,000, being 10% of the total number of issued Shares as at the date of passing of the resolution approving the said refreshment at the 2020 AGM.

As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the 2020 AGM to approve the Refreshment of Scheme Mandate Limit.

The Refreshment of Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the Annual General Meeting to approve the said refreshment; and
- (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit the Share Option Scheme up to 10% of the issued Shares as at the date of passing the relevant ordinary resolution of the 2020 AGM.

Application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in, new Shares which may fall to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit of the Share Option Scheme.

LETTER FROM THE BOARD

2020 AGM AND PROXY ARRANGEMENT

A notice convening the 2020 AGM to be held at Unit 2801, 118 Connaught Road West, Hong Kong on 29 September 2020 (Tuesday) at 10:00 a.m. is set out on page 19 to 24 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by Shareholders at the 2020 AGM is enclosed with this circular. Whether or not you intend to attend and vote at the 2020 AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2020 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the 2020 AGM or any adjournment thereof (as the case may be) should you so desire, and in such event, the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the 2020 AGM will be closed from 17 September 2020 (Thursday) to 29 September 2020 (Tuesday), both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the 2020 AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 16 September 2020 (Wednesday).

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the 2020 AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2020 AGM.

RESPONSIBILITY OF DIRECTORS

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

LETTER FROM THE BOARD

GENERAL INFORMATION

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

LANGUAGE

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

By Order of the Board
Kwan On Holdings Limited
Chen Zhenghua
Chairman

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate pursuant to the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,584,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of 2020 AGM, the Company will be allowed to repurchase a maximum of 158,400,000 Shares during the Relevant Period.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months (up to the Latest Practicable Date) were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
August	0.49	0.38
September	0.405	0.345
October	0.45	0.39
November	0.48	0.37
December	0.39	0.315
2020		
January	0.3	0.25
February	0.246	0.2
March	0.208	0.16
April	0.205	0.19
May	0.19	0.157
June	0.167	0.089
July	0.188	0.112
August (up to Latest Practicable Date)	0.161	0.15

5. UNDERTAKING

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

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following persons and entities had interests representing 5% or more of the issued share capital of the Company:

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Sino Coronet Group Limited	248,000,000	Beneficial owner (Note 1)	15.66	17.40
Jiangsu Province Construction Engineering Group Company Limited* 江蘇省建築工程集團有限公司(“ Jiangsu Construction ”)	248,000,000	Interest of controlled corporation (Note 1)	15.66	17.40
Greenland City Investment Group Co., Limited* 綠地城市投資集團有限公司 (“ Greenland City Investment ”)	248,000,000	Interest of controlled corporation (Note 1)	15.66	17.40
Jiangsu Huayuan Investment Group Co., Limited* 江蘇華遠投資集團有限公司 (“ Jiangsu Huayuan ”)	248,000,000	Interest of controlled corporation (Note 1)	15.66	17.40
Greenland Holdings Group Co., Limited* 綠地控股集團有限公司 (“ Greenland Group ”)	248,000,000	Interest of controlled corporation (Note 1)	15.66	17.40
Greenland Holdings Group Stock Co., Limited* 綠地控股集團股份有限公司 (“ Greenland Holdings ”)	248,000,000	Interest of controlled corporation (Note 1)	15.66	17.40
Mr. Chen Zhenghua 陳正華 (“ Mr. Chen ”)	248,000,000	Interest of controlled corporation (Note 1)	15.66	17.40

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Splendid Horizon Limited	220,000,000	Beneficial owner (Note 2)	13.89	15.43
Mr. Li Guosheng	220,000,000	Interest of controlled corporation (Note 2)	13.89	15.43
Mr. He Guangping	220,000,000	Interest of controlled corporation (Note 2)	13.89	15.43
	1,720,000	Beneficial owner	0.11	0.12
Mr. Sun Jiajun	157,480,000	Beneficial owner	9.94	11.05
Fortune Elite Holdings Limited	132,000,000	Beneficial owner	8.33	9.26
Mr. Huang Chih Chien	132,000,000	Interest of controlled corporation (Note 3)	8.33	9.26
Ms. Ang, Ellena Balesteros	132,000,000	Interest of controlled corporation (Note 3)	8.33	9.26

Notes:

- The 248,000,000 Shares were held by Sino Coronet Group Limited. Sino Coronet Group Limited is a wholly-owned subsidiary of Jiangsu Construction, which is beneficially owned as to 50% by Greenland City Investment, as to 35% by Jiangsu Huayuan and as to 15% by Nanking City Development Holdings Investment Partnership (Limited Partnership) (南京城開股權投資合夥企業(有限合夥)) (“**Nanking City Development**”). Nanking City Development is owned by independent third parties.

Greenland City Investment is owned as to 94.74% by Greenland Group, which is in turn wholly-owned by Greenland Holdings.

Jiangsu Huayuan is owned as to 89.3% by Mr. Chen, chairman of the Board and an executive Director, and 10.7% by Jiangsu Province City Development Investment Co., Ltd. (江蘇省城開投資有限公司) (“**Jiangsu City Development**”), which is owned as to approximately 45.17% by Mr. Chen.

Accordingly, Jiangsu Construction, Jiangsu Huayuan, Mr. Chen, Greenland City Investment, Greenland Group and Greenland Holdings are deemed to be interested in such 248,000,000 Shares.

2. The 220,000,000 Shares were held by Splendid Horizon Limited. Splendid Horizon Limited is owned as to 50% by Mr. He Guangping and as to 50% by Mr. Li Guosheng. Accordingly, Mr. He Guangping and Mr. Li Guosheng are deemed to be interested in such 220,000,000 Shares.
3. The 132,000,000 Shares were held by Fortune Elite Holdings Limited. Fortune Elite Holdings Limited is owned as to 60% by Mr. Huang Chih Chien and as to 40% by Ms. Ang, Ellena Balesteros. Accordingly, Mr. Huang Chih Chien and Ms. Ang, Ellena Balesteros are deemed to be interested in such 132,000,000 Shares.

Based on such interests and assuming that there is no change in the number of the Shares in issue after the Latest Practicable Date, in the event that the Directors exercised in full the power to buy-back Shares which is proposed to be granted at the 2020 AGM, the percentage interest of each of above-mentioned persons and entities will not give rise to any obligation to make a mandatory offer under rule 26 of the Takeovers Code.

The Directors will not repurchase the Shares if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

- (i) As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close Associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.
- (ii) As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 March 2020 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are particulars of the Directors proposed to be re-elected at the 2020 AGM:

RE-ELECTION OF DIRECTORS**Mr. Cao Lei (曹累) (“Mr. Cao”)**

Mr. Cao, aged 45, was appointed as an Executive Director on 9 February 2018. He graduated from the College of Economics and Management* of the Nanjing University of Aeronautics and Astronautics* (南京航空航天大學工商學院) with a professional qualification in marketing in June 1994. Mr. Cao has over 20 years of work experience. Mr. Cao had been appointed as the general manager of Nanjing Xinsida Technology Limited* (南京信思達科技有限公司) from 2000 to 2005 and as the chairman of Suzhou Hongyi Real Estate Limited* (蘇州鴻意地產有限公司) from 2003 to 2008. Mr. Cao was appointed as the chairman of Nanjing Minsheng Leasing Limited* (南京市民生租賃有限公司) from 2013 to 2016.

Mr. Cao had entered into a service agreement with the Company for a term of three years commencing on 9 February 2018 and, subject to retirement by rotation or re-election in accordance with the Articles of Association, such service agreement shall continue thereafter until terminated in accordance with the terms thereof. He receives an annual salary of HK\$360,000 for his directorship in the Company.

Mr. Cao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save for as disclosed above, Mr. Cao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Cao as an Executive Director, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Professor Lam Sing Kwong, Simon (林誠光) (“Professor Lam”)

Professor Lam, aged 61, was appointed as an independent non-executive Director on 16 March 2015. Professor Lam is currently a professor of management and strategy at the Faculty of Business and Economics, the University of Hong Kong. He is also head of the Faculty’s Management and Strategy Area, Director of the Centre of Asian Entrepreneurship and Business Values and Ian Davies Endowed Professor in Ethics. Before joining the University of Hong Kong, Professor Lam had worked as a management consultant and as a regional manager for a bank. He has gained extensive experience in the area of corporate governance, strategy development and corporate finance.

Professor Lam is the independent non-executive director of Sinomax Group Limited (stock code: 01418) and Overseas Chinese Town (Asia) Holdings Limited (stock code: 03366). Professor Lam is also the non-executive director of Jacobson Pharma Corporation Limited (stock code: 02633).

Professor Lam has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Professor Lam does not have any interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Professor Lam has not held any other directorships in any public companies listed on Stock Exchange or any other securities market in the last three years.

Professor Lam has entered into a letter of appointment with the Company for an initial term of three years commencing on 26 August 2019 and, subject to retirement by rotation or re-election in accordance with the Articles of Association, such letter of appointment shall continue thereafter until terminated in accordance with the terms thereof. He receives an annual salary of HK\$150,000 for his directorship in the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Professor Lam as an independent non-executive Director, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Gong Zhenzhi (龔振志) (“Mr. Gong”)

Mr. Gong, aged 49, graduated from the Southeast University* (東南大學) in Nanjing, PRC with a bachelor degree in engineering in the profession of manufacturing of machinery and equipment* (機械製造工藝與設備專業) in June 1993. In March 1999, Mr. Gong obtained a master’s degree in management in the profession of management science and engineering from the Nanjing University of Aeronautics and Astronautics* (南京航空航天大學). In October 2008, Mr. Gong obtained a doctoral degree in management in the profession of management science and engineering from the Southeast University* (東南大學). In June 2010, Mr Gong obtained a master’s degree in public management from the University of Maryland. Details of Mr. Gong’s work experience are set out below:

August 1993 to August 1996	Secretary of the Communist Youth League Branch Committee and an assistant engineer of The Eleventh Factory of Nanjing Chenguang, PRC* (南京晨光集團十一分廠團支書、助理工程師)
August 1999 to April 2001	Deputy head of the corporate management office and an assistant town mayor of Fangxiang Town, Hanjiang District, Yangzhou, PRC* (揚州邗江區方巷鎮企管站副站長、鎮長助理)
April 2001 to March 2003	Deputy commissioner and the commissioner of the Merchants Bureau of Hanjiang District, Yangzhou, PRC* (揚州邗江區招商局副局長、局長)
March 2003 to May 2005	Deputy director of the general office of Hanjiang District, PRC*(邗江區政府辦副主任)
May 2005 to April 2006	Town mayor of Guazhou Town, Hanjiang District, PRC* (邗江區廠瓜洲鎮鎮長)
April 2006 to February 2008	Vice chairman of the administrative committee of Yangzhou Economic Development Zone* (揚州經濟開發區管委會副主任)
February 2008 to April 2011	Deputy secretary-general of Yangzhou municipal government, PRC* (揚州市政府副秘書長)
April 2011 to October 2012	Deputy secretary and the vice chairman of the administrative committee of Yangzhou Economic Development Zone, PRC* (揚州經濟開發區管委會副書記、副主任)

October 2012 to November 2015	District mayor of Hanjiang District, Yangzhou, PRC* (揚州邗江區區長)
November 2015 to February 2018	Chairman, party secretary and general manager of Yangzhou Yangzijiang Group (揚州揚子江集團董事長、黨委書記、總經理) Chairman and secretary of Yangzhou Financial Group, PRC* (揚州金融集團董事長、書記)
February 2018 to present	President of the industrial research institute, and associate dean of the business school of Yangzhou University, PRC* (揚州大學產業經濟研究院院長、商學院副院長)

Mr. Gong has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company as defined under the Listing Rules. As at the Latest Practicable Date, Mr. Gong does not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Gong has not held any other directorships in any public companies listed on the Stock Exchange or any other securities market in the last three years.

Mr. Gong has entered into a letter of appointment with the Company for a term of three years commencing on 23 April 2018, which is renewable automatically for successive terms of one year each commencing from the next day after the expiry of the then term of appointment under the letter of appointment and, subject to retirement by rotation or re-election in accordance with the Articles of Association, such letter of appointment shall continue thereafter unless terminated in accordance with the terms thereof. He receives an annual fee of HK\$60,000 for his directorship in the Company.

Save as disclosed above, there is no other information which needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF 2020 AGM



均安控股

Kwan On Holdings

KWAN ON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1559)

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting of shareholders of Kwan On Holdings Limited (the “**Company**”) will be held at Unit 2801, 118 Connaught Road West, Hong Kong on 29 September 2020 (Tuesday) at 10:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2020;
2. To re-appoint PKF Hong Kong Limited as auditors of the Company and its subsidiaries for the year ending 31 March 2021 and authorise the Board to fix their remuneration;
3.
 - (a) To re-elect Mr. Cao Lei as an executive Director and the board of Directors be authorised to fix his remuneration;
 - (b) To re-elect Professor Lam Sing Kwong, Simon, as an independent non-executive Director and the board of Directors be authorised to fix his remuneration;
 - (c) To re-elect Mr. Gong Zhenzhi as an independent non-executive Director and the board of Directors be authorised to fix his remuneration;

NOTICE OF 2020 AGM

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 (the “**Share**”) each in the share capital of the Company or securities convertible into such shares or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the Capital of the Company) during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company 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 and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF 2020 AGM

- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF 2020 AGM

- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 4 as set out in this notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 5 as set out in this notice convening the meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”
7. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange granting approval of the listing of, and permission to deal in, the shares to be issued upon exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below) under the share option scheme adopted by the Company on 16 March 2015 (the “Share Option Scheme”), the existing scheme mandate limit on the grant of share options under the Share Option Scheme be refreshed provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Share Option Scheme shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”) and that the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

By Order of the Board
Kwan On Holdings Limited
Chen Zhenghua
Chairman

Hong Kong, 3 September 2020

NOTICE OF 2020 AGM

Notes:

1. Any member of the Company entitled to attend and vote at the 2020 AGM is entitled to appoint one or more proxies to attend and vote instead of him. 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 the 2020 AGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the 2020 AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the 2020 AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the 2020 AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution no. 3, Mr. Cao Lei, Professor Lam Sing Kwong, Simon, and Mr. Gong Zhenzhi will retire from office at the 2020 AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to the circular dated 3 September 2020.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to the circular dated 3 September 2020.
8. The transfer books and Register of Members of the Company will be closed from 17 September 2020 (Thursday) to 29 September 2020 (Tuesday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the 2020 AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 16 September 2020 (Wednesday).
9. A form of proxy for use by shareholders at the 2020 AGM is enclosed.
10. If tropical cyclone warning signal no.8 or above is hoisted or a black rainstorm warning signal is in force at any time at 8:00 a.m. on the day of the 2020 AGM, then the 2020 AGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The 2020 AGM will be held as scheduled when a tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the 2020 AGM under bad weather conditions bearing in mind their own situations and, if they do so, they are advised to exercise care and caution.

NOTICE OF 2020 AGM

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing novel coronavirus (“COVID-19”) pandemic, the Company may implement the following precautionary measures at the 2020 AGM to ensure the health and safety of Shareholders, staff and other stakeholders:

- (1) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue and/or be required to leave the meeting venue;
- (2) All attendees are required to wear surgical face masks inside the meeting venue at all times;
- (3) Each attendee may be asked whether (a) he/she travelled outside of Hong Kong within the 14-day period immediately before the 2020 AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue and/or be required to leave the meeting venue; and
- (4) No provision of refreshments and corporate gifts to attendees.

In addition, the Company reminds all Shareholders that physical attendance in person at the 2020 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the 2020 AGM as their proxy to vote on the relevant resolutions at the 2020 AGM instead of attending the 2020 AGM in person, by completing and return the proxy form attached to this document.

If any Shareholder chooses not to attend the 2020 AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the board of Directors, he/she is welcome to send such question or matter in writing to our registered office.

If any Shareholder has any questions relating to the 2020 AGM, please contact Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
HK Tel: (852) 2980 1333
Fax: (852) 2810 8185