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If you are in any doubt as to any aspect of this circular, 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 **New Concepts Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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NEW CONCEPTS HOLDINGS LIMITED

創業集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2018 Annual General Meeting (“AGM”) of the Company to be held at 1/F, OZO Wesley Hong Kong, 22 Hennessy Road, Wanchai, Hong Kong on 28 March 2019 (Thursday) at 10:30 a.m. is set out on pages 16 to 19 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 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 AGM or any adjournment thereof if you so wish.

Hong Kong, 27 February 2019

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
Proposed Grant of General Mandates to Issue and Repurchase Shares	4
Proposed Re-election of Retiring Directors	5
AGM	5
Responsibility Statement	6
Recommendation	6
General	6
APPENDIX I — EXPLANATORY STATEMENT	7
APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	12
NOTICE OF ANNUAL GENERAL MEETING	16

DEFINITIONS

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

“2017 AGM”	the annual general meeting of the Company held on 25 September 2017
“AGM”	the annual general meeting of the Company to be held at 1/F, OZO Wesley Hong Kong, 22 Hennessy Road, Wanchai, Hong Kong on 28 March 2019 (Thursday) at 10:30 a.m., a notice of which is set out on pages 16 to 19 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	New Concepts Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Core Connected Person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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”	22 February 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the approval by written resolutions of the then sole Shareholder passed on 26 August 2014
“Share(s)”	ordinary share(s) of the Company of HK\$0.10 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“%”	percent



NEW CONCEPTS HOLDINGS LIMITED

創業集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

Executive Directors

Mr. Zhu Yongjun (*Chairman of the Board*)
Ms. Qin Shulan (*Chief Executive Officer*)
Mr. Cai Jianwen
Mr. Lee Tsi Fun Nicholas

Registered Office

Clifton House, 75 Fort Street
P.O. Box 1350, Grand Cayman
KY-1108
Cayman Islands

Non-executive Director

Dr. Zhang Lihui

Headquarters, head office and Principal

Place of Business in Hong Kong
Office B, 3/F

Independent Non-executive Directors

Mr. Lo Chun Chiu, Adrian
Dr. Tong Ka Lok
Mr. Choy Wai Shek, Raymond, *MH, JP*

Kingston International Centre
19 Wang Chiu Road
Kowloon Bay, Hong Kong

27 February 2019

To the Shareholders, and for the information only, holders of options of the Company

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the 2017 AGM, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

- (a) allot, issue and deal with the Shares with an aggregate number of Shares not exceeding 20% of the number of Shares in issue as at that date;

LETTER FROM THE BOARD

- (b) purchase the Shares with an aggregate number of Shares not exceeding 10% of the number of Shares in issue as at that date; and
- (c) add to the general mandate for issuing Shares set out in (a) above the number of shares purchased by the Company pursuant to the repurchase mandate set out in (b) above.

The above general mandates will expire at the conclusion of the AGM, unless renewed at that meeting.

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) granting the general mandates to the Directors to allot, issue and deal with new Shares and repurchase Shares; (ii) the extension of the proposed Issue Mandate (as defined below) to issue Shares by adding to it the aggregate number of issued Shares repurchased under the proposed Repurchase Mandate (as defined below); and (iii) the re-election of the retiring Directors together with the notice of AGM.

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Three respective ordinary resolutions will be proposed at the AGM for the purposes of granting the general mandates to the Directors:

- (a) to allot, issue and otherwise deal with additional Shares with the aggregate number of such Shares not exceeding 20% of the number of Shares in issue (the “Issue Mandate”) at the date of passing the resolution approving the Issue Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller number of Shares after approving the Issue Mandate);
- (b) to repurchase Shares with the aggregate number of such Shares not exceeding 10% of the number of Shares in issue (the “Repurchase Mandate”) at the date of passing the resolution approving the Repurchase Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller number of Shares after approving the Repurchase Mandate); and
- (c) to add to the Issue Mandate set out in (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The full text of these resolutions are set out in Resolution 8 (“Issue Mandate”), Resolution 9 (“Repurchase Mandate”) in the notice of the AGM contained in pages 16 to 18 of this circular.

The aforesaid mandates, unless revoked or varied by way of ordinary resolutions of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which will be convened on or before 30 September 2019.

LETTER FROM THE BOARD

As at the Latest Practicable Date, a total of 572,900,134 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 114,580,026 Shares representing 20% of the aggregate number of the issued Shares as at the date of the AGM.

In accordance with the requirements set out in the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing requisite information to consider the Repurchase Mandate subject to certain restrictions, which are set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

To comply with the Corporate Governance Code and Corporate Governance Report under Appendix 14 to the Listing Rules and in accordance with the Article 108(a) of Articles of Association, Mr. Zhu Yongjun, Ms. Qin Shulan and Mr. Cai Jianwen shall retire by rotation at the AGM.

In accordance with Article 112 of the Articles of Association, Mr. Lee Tsi Fun Nicholas, who was appointed by the Board, shall retire from office at the AGM.

All of the retiring Directors, being eligible, offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected as Directors at the AGM, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

AGM

The notice convening the AGM is set out on pages 16 to 19 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 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 if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by way of poll. Therefore, all proposed resolutions put to vote at the AGM shall be taken by way of poll.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate, and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend the Shareholders to vote in favour of such relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
New Concepts Holdings Limited
Cai Jianwen
Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

SHARE CAPITAL

As at the Latest Practicable Date, 572,900,134 Shares were in issue and fully paid.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued and repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 57,290,013 Shares, representing 10% of the number of Shares in issue as at the Latest Practicable Date.

REASONS FOR REPURCHASE

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

FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Company's Memorandum and Articles of Association and the laws of the Cayman Islands.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited accounts for the year ended 31 March 2018) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries.

No Core Connected Persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, 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 (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholders, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a result of a repurchase of Shares made.

As at the Latest Practicable Date, the following Shareholders were interested in 5% or more of the issued Shares as recorded in the register of the Company kept under Section 336(1) of Part XV (Disclosure of Interests) of the SFO:

Name	Number of Shares	Percentage Holding
(1) Jumbo Grand Enterprise Development Limited ("Jumbo Grand") and Mr. Zhu Yongjun ^{Note 1}	80,198,000	13.99%
(2) Prosper Power Group Ltd ("Prosper Power") and Mr. Chu Shu Cheong ^{Note 2}	76,500,000	13.35%
(3) CEF Concept Holdings Limited, CEF IV Holdings Ltd., China Environment Fund IV, L.P., CEF IV Management, L.P., CEF IV Management, Ltd. and Ms. Zhang Yi ^{Note 3}	55,400,000	9.67%
(4) Simple Gain International Limited ("Simple Gain"), Allan Warburg Holdings Limited ("AW Holdings") and Mr. Allan Warburg ^{Note 4}	40,000,000	6.98%

Notes:

1. The 77,000,000 Shares were held by Jumbo Grand which was owned as to 100% by Mr. Zhu Yongjun. Mr. Zhu was personally interested in 480,000 Options. By virtue of the SFO, Mr. Zhu was deemed to be interested in the Shares held by Jumbo Grand. Mr. Zhu has a personal interest in 2,458,000 Shares.

Ms. Dai Huiyao has a personal interest in 260,000 Shares. Ms. Dai Huiyao is the spouse of Mr. Zhu Yongjun. By virtue of the SFO, Mr. Zhu was deemed to be interested in the Shares held by Ms. Dai Huiyao.
2. The 76,500,000 Shares were held by Prosper Power which was owned as to 75% by Mr. Chu Shu Cheong. By virtue of the SFO, Mr. Chu was deemed to be interested in the Shares held by Prosper Power.
3. CEF Concept Holdings Limited was wholly-owned by CEF IV Holdings Limited, which in turn was owned as to 92.55% by China Environment Fund IV, L.P., an investment fund incorporated in the Cayman Islands. CEF IV Management, L.P. was the general partner of China Environment Fund IV, L.P., and CEF IV Management, Ltd. was the general partner of CEF IV Management, L.P.. By virtue of the SFO, CEF IV Holdings Limited, China Environment Fund IV, L.P., CEF IV Management, L.P. and CEF IV Management, Ltd. were all deemed to be interested in the 55,400,000 Shares held by CEF Concept Holdings Limited. CEF IV Management, Ltd. was wholly-owned by Ms. Zhang Yi. Accordingly, Ms. Zhang Yi was also deemed to be interested in the 55,400,000 Shares held by CEF Concept Holdings Limited for the purpose of the SFO.
4. The 40,000,000 Shares were held by Simple Gain which was owned as to 100% by AW Holdings. AW Holdings was owned as to 100% by Mr. Allan Warburg. By virtue of the SFO, AW Holdings and Mr. Warburg were deemed to be interested in the Shares held by Simple Gain.

To the best of the knowledge and belief of the Company, save as disclosed above, no other person was beneficially interested in Shares representing 5% or more of the issued Shares for the purpose of Part XV of the SFO.

On the basis that no further Shares are issued or repurchased prior to the AGM and if the Repurchase Mandate is exercised in full, the percentage shareholding of the above Shareholders will be increased as follows:

Name	Number of Shares	Percentage Holding
(1) Jumbo Grand and Mr. Zhu Yongjun ^{Note 1}	80,198,000	15.55%
(2) Prosper Power and Mr. Chu Shu Cheong ^{Note 2}	76,500,000	14.83%
(3) CEF Concept Holdings Limited, CEF IV Holdings Ltd., China Environment Fund IV, L.P., CEF IV Management, L.P., CEF IV Management, Ltd. and Ms. Zhang Yi ^{Note 3}	55,400,000	10.74%
(4) Simple Gain, AW Holdings and Mr. Allan Warburg ^{Note 4}	40,000,000	7.75%

Notes:

1. The 77,000,000 Shares were held by Jumbo Grand which was owned as to 100% by Mr. Zhu Yongjun. Mr. Zhu was personally interested in 480,000 Options. By virtue of the SFO, Mr. Zhu was deemed to be interested in the Shares held by Jumbo Grand. Mr. Zhu has a personal interest in 2,458,000 Shares.

Ms. Dai Huiyao has a personal interest in 260,000 Shares, Ms. Dai Huiyao is the spouse of Mr. Zhu Yongjun. By virtue of the SFO, Mr. Zhu was deemed to be interested in the Shares held by Ms. Dai Huiyao.
2. The 76,500,000 Shares were held by Prosper Power which was owned as to 75% by Mr. Chu Shu Cheong. By virtue of the SFO, Mr. Chu was deemed to be interested in the Shares held by Prosper Power.
3. CEF Concept Holdings Limited was wholly-owned by CEF IV Holdings Limited, which in turn was owned as to 92.55% by China Environment Fund IV, L.P. (an investment fund incorporated in the Cayman Islands). CEF IV Management, L.P. was the general partner of China Environment Fund IV, L.P., and CEF IV Management, Ltd. was the general partner of CEF IV Management, L.P.. By virtue of the SFO, CEF IV Holdings Limited, China Environment Fund IV, L.P., CEF IV Management, L.P. and CEF IV Management, Ltd. were all deemed to be interested in the 55,400,000 Shares held by CEF Concept Holdings Limited. CEF IV Management, Ltd. was wholly-owned by Ms. Zhang Yi. Accordingly, Ms. Zhang Yi was deemed to be interested in the 55,400,000 Shares held by CEF Concept Holdings Limited for the purpose of the SFO.
4. The 40,000,000 Shares were held by Simple Gain which was owned as to 100% by AW Holdings. AW Holdings was owned as to 100% by Mr. Allan Warburg. By virtue of the SFO, AW Holdings and Mr. Warburg were deemed to be interested in the Shares held by Simple Gain.

On the basis of the current shareholdings of above Shareholders, an exercise of the Repurchase Mandate in full will not result in him/it becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

SHARE PRICES

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

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
January	4.82	4.57
February	4.58	3.90
March	4.05	3.95
April	4.07	3.88
May	4.15	3.85
June	3.90	3.48
July	3.49	3.49
August	3.49	3.49
September	3.49	3.49
October	3.49	3.49
November	3.49	3.49
December	3.49	3.49
2019		
January	3.49	3.49
February (up to the Latest Practicable Date)	3.49	1.67

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As required by the Listing Rules, the following are the particulars of the retiring Directors proposed to be re-elected at the AGM:

1. MR. ZHU YONGJUN (“MR. ZHU”)

Mr. Zhu Yongjun, aged 51, was appointed as the Chairman of the Board and an executive Director on 24 May 2016. He is also a member of the nomination committee of the Board.

Mr. Zhu was an executive director of EverChina Int’l Holdings Company Limited (a company listed on the main board of the Stock Exchange) (Stock Code: 202) from May 2008 to February 2013. He was also the chairman of the board of Heilongjiang Interchina Water Treatment Company Limited (a company listed on the Shanghai Stock Exchange) (Stock Code: 600187), from January 2009 to May 2015. He is currently the chairman of the board of Josab Water Solutions AB (formerly known as “Josab International AB”) (“Josab”), a company incorporated under the laws of Sweden, whose shares are listed on the Spotlight Stock Market (formerly AktieTorget), a stock exchange in Sweden. Mr. Zhu obtained his undergraduate from Hunan University in 1989, and a Master’s degree of business administration in Peking University in the People’s Republic of China in 2005. He started his environmental protection career in 2001.

Save as disclosed above, Mr. Zhu did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Last Practicable Date.

Mr. Zhu, being an ultimate beneficial owner of one of the substantial Shareholders, entitled to receive a director’s emolument of HK\$150,000 per month. Mr. Zhu has entered into a service contract with the Company for a term of three years, which shall be terminated at any time by giving to the other not less than 3 months’ written notice. His emolument was HK\$1 per month since his appointment and was subsequently increased to HK\$150,000 per month pursuant to his service agreement and which is determined by reference to prevailing market condition, and his knowledgeable experience in the industry and his responsibility.

Save as disclosed above, Mr. Zhu does not have any relationships with any other Directors, senior management or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Zhu is deemed to be interested in 80,198,000 Shares, representing approximately 13.99% of the total number of the issued Shares through his holding of 77,260,000 Shares representing interest of his controlled corporation, Jumbo Grand and his spouse within the meaning of Part XV of the SFO. In addition, Mr. Zhu has a personal interest in Options to subscribe for 480,000 Shares and a personal interest in 2,458,000 Shares. Save for the above, Mr. Zhu does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Jumbo Grand is a substantial Shareholder. Mr. Zhu is a director and the chairman of the board of directors of Josab in which the Company owns 10,000 shares as at the Latest Practicable Date. Mr. Zhu's brother-in-law, Mr. Allan Warburg, is the ultimate beneficial owner of Simple Gain International Limited, a substantial Shareholder.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Zhu as an executive director that need to be brought to the attention of the holders of securities of the Company and, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

2. MS. QIN SHULAN (“MS. QIN”)

Ms. Qin Shulan, aged 55, was appointed as an executive Director on 24 May 2016 and subsequently appointed as the Chief Executive Officer on 27 February 2017. She is the senior engineer of Northern China Municipal Engineering Design and Research Institute. She was the legal representative and supervisor of water treatment new technology commercialisation centre (Tianjin Free Trade Zone Water Treatment New Technology Commercialisation Centre) under the Ministry of Housing and Urban-Rural Development of the People's Republic of China from 2006 to 2015. She was the person in charge of the commercialisation of biologically reinforced filler and its carrier and auxiliary device for municipal sewage treatment plant, which is a key water body pollution control and restoration technology project in China's 12th Five-Year Plan. She was also the general manager and vice chairperson of Capital Aihua Municipal & Environmental Engineering Co., Ltd. from 2009 to November 2015. She obtained her Master's degree in business administration from Tianjin University. She has over 30 years of experience in investment, constructions, development and operations of environmental protection-related businesses.

Save as disclosed above, Ms. Qin did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Last Practicable Date.

The emolument of Ms. Qin is RMB50,000 per month which is determined by reference to prevailing market condition, and her knowledgeable experience in the industry. Ms. Qin has entered into a service contract with the Company for a term of three years, which shall be terminated at any time by giving to the other not less than 3 months' written notice. She will retire by rotation of Directors at the annual general meeting in accordance with the Articles of Association.

Ms. Qin does not have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Qin is deemed to be interested in 4,084,000 Shares, representing approximately 0.71% of the total number of the issued Shares within the meaning of Part XV of the SFO. In addition, Ms. Qin has a personal interest in Options to subscribe for 6,086,000 Shares. Save for the above, Ms. Qin does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Qin as an executive director that needs to be brought to the attention of holders of securities of the Company and, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

3. MR. CAI JIANWEN (“MR. CAI”)

Mr. Cai Jianwen, aged 44, was appointed as an executive Director on 23 September 2015 and is also a member of the remuneration committee of the Board and the authorised representative of the Company. He was a general manager of Interchina Water Treatment Hong Kong Company Limited (國中水務香港有限公司) from April 2014 to March 2016. From May 2011 to April 2014, he was also the Chief Financial Officer of Heilongjiang Interchina Water Treatment Company Limited whose shares are listed on the Shanghai Stock Exchange (stock code: 600187).

He received a Master of Business Administration degree from China Europe International Business School (CEIBS) in March 2008. Mr. Cai was a member of China Institute of Certified Public Accountant. Since 2015, Mr. Cai is also a director of Josab, which shares are listed on Spotlight Stock Market (formerly AktieTorget), a stock exchange in Sweden.

Save as disclosed above, Mr. Cai did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Mr. Cai has entered into a service contract with the Company for a term of three year, which shall be terminated at any time by giving to the other not less than 3 months' written notice. Pursuant to Mr. Cai's service contract, Mr. Cai was entitled to the annual director's emolument of HK\$700,000 (monthly of HK\$58,333). In addition to his entitlement under the service contract, the Board has agreed to grant Mr. Cai a residential housing allowance of not exceeding HK\$28,000 per month; child tuition allowance of not exceeding HK\$10,000 per month; and insurance allowance of not exceeding HK\$100,000 per annum where the allowances will be on an incurred basis. Mr. Cai's emoluments are determined by reference to prevailing market condition, his knowledgeable experience in the industry and his responsibility and performance. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association.

Mr. Cai does not have any relationship with any Directors, senior management, substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Cai is deemed to be interested in 480,000 Shares, representing approximately 0.08% of the total number of the issued Shares within the meaning of Part XV of the SFO. In addition, Mr. Cai has a personal interest in Options to subscribe for 2,100,000 Shares. Save for the above, Mr. Cai does not, have and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, there are no matters relating to the re-election of Mr. Cai as an executive director that needs to be brought to the attention of the holders of securities of the Company and there is no other information which is required to be disclosed pursuant to any requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the AGM:

4. MR. LEE TSI FUN NICHOLAS (“MR. LEE”)

Mr. Lee, aged 40, was appointed as an executive Director on 31 August 2018. Mr. Lee joined the Company in November 2015 and was appointed as the Company’s company secretary on 24 May 2016. Since year 2016, he is also the company secretary and director of certain subsidiaries of the Company. Mr. Lee is a member of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants. He graduated from the University of Oregon in the United States of America with a Bachelor of Science degree in year 1999.

Save as disclosed above, Mr. Lee does not hold any other position in the Company and its subsidiaries nor other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date. Mr. Lee does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

The emolument of Mr. Lee is HK\$85,000 per month, which are determined by reference to prevailing market condition, his knowledgeable experience in the industry and his responsibility and performance. Mr. Lee has not entered into a service contract with the Company and he has no fixed term service with the Company. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

As at the Latest Practicable Date, Mr. Lee has a personal interest in Options to subscribe for 1,780,000 Shares. Save as disclosed above, Mr. Lee does not have, and is not deemed to have, any other interests or Share positions in any Shares, underlying Shares or debentures (with the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no matters relating to the re-election of Mr. Lee as an executive director that needs to be brought to the attention of holders of securities of the Company and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



NEW CONCEPTS HOLDINGS LIMITED

創業集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of New Concepts Holdings Limited (the “Company”) will be held at 1/F, OZO Wesley Hong Kong, 22 Hennessy Road, Wanchai, Hong Kong on 28 March 2019 (Thursday) at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated accounts and the reports of the directors and auditors for the year ended 31 March 2018;
2. To re-elect Mr. Zhu Yongjun as an executive director of the Company;
3. To re-elect Ms. Qin Shulan as an executive director of the Company;
4. To re-elect Mr. Cai Jianwen as an executive director of the Company;
5. To re-elect Mr. Lee Tsi Fun Nicholas as an executive director of the Company;
6. To authorise the board of directors to fix the respective directors’ remuneration;
7. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors to fix their remuneration;

To consider as special business, and if thought fit, to pass with or without modification the following resolutions as ordinary resolutions of the Company:

8. **“THAT:**
 - (A) subject to paragraph (C) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company (the “Shares”) or securities convertible into Shares, or options or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby approved generally and unconditionally;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate number of Shares allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as defined below); or
 - (ii) the exercise of any option granted under the Company's share option scheme(s); or similar arrangement for the time being adopted for the grant or issue to eligible person of Shares or right to acquire Shares; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time,

shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

- (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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the articles of association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares, 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, in any territory outside Hong Kong.”;

NOTICE OF ANNUAL GENERAL MEETING

9. **“THAT:**

(A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Buy-backs, and subject to and in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby approved generally and unconditionally;

(B) the aggregate number of Shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate number of Shares in issue as at the date of this Resolution, and the said approval shall be limited accordingly; and

(C) 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the articles of association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders in general meeting.”; and

10. **“THAT** conditional upon the passing of Ordinary Resolutions numbered 8 and 9 as set out in the notice convening this meeting, the aggregate number of Shares that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 9 shall be added to the aggregate number of Shares that may be allotted, issued and disposed of or agreed

NOTICE OF ANNUAL GENERAL MEETING

conditionally or unconditionally to be allotted and issued by the Directors pursuant to the general mandate to allot and issue shares granted to the Directors by the said Ordinary Resolution numbered 8.”.

By order of the Board
New Concepts Holdings Limited
Cai Jianwen
Executive Director

Hong Kong, 27 February 2019

Notes:

- i. A member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- ii. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish.
- iii. The Register of Members of the Company will be closed from 25 March 2019 to 28 March 2019 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the Annual General Meeting of the Company, all transfer document, accompanied by the relevant share certificates, must be lodged with the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 22 March 2019.
- iv. Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll.