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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 2015 Annual General Meeting (“AGM”) of the Company to be held at Monet Room B, B1 Floor, Intercontinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 18 August 2015 (Tuesday) at 11:00 a.m. is set out on pages 19 to 23 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 meeting if they so wish.

Hong Kong, 15 July 2015

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Monet Room B, B1 Floor, Intercontinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 18 August 2015 (Tuesday) at 11:00 a.m., a notice of which is set out on pages 19 to 23 of this circular
“Board”	the board of directors of the Company
“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 to it under the Listing Rules
“Core Connected Person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“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
“Group”	the Company and its subsidiaries from time to time
“Latest Practicable Date”	13 July 2015, 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 Date”	19 September 2014, on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Prospectus”	the prospectus dated 4 September 2014 issued to members of the public in Hong Kong for the purpose of the Hong Kong share offer

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(s)”	ordinary share(s) of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“%”	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. Chu Shu Cheong (*Chairman*)
Mr. Kwan Man Hay
Mr. So Kin Shing
Ms. Lai Mun Yee

Registered Office

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

Non-executive Director

Dr. Huen Wai Kei

***Headquarters, head office and Principal
Place of Business in Hong Kong***

Room 1812
Nan Fung Commercial Centre
19 Lam Lok Street, Kowloon Bay
Kowloon, Hong Kong

Independent Non-executive Directors

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

15 July 2015

To the Shareholders

Dear Sirs 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

As disclosed in the Prospectus, pursuant to the written resolutions of the sole Shareholder passed on 26 August 2014, 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 immediately following completion of the share offer and the capitalisation issue as stated in the Prospectus;

LETTER FROM THE BOARD

- (b) purchase the Shares with an aggregate number of Shares not exceeding 10% of the number of Shares in issue immediately following completion of the share offer and the capitalisation issue as stated in the Prospectus; 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 existing Shares; and (ii) the re-election of the retiring Directors.

PROPOSED GRANTING OF GENERAL MANDATES

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

- (a) to allot, issue and otherwise deal with additional Shares with the aggregate number of 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 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 12 (“Issue Mandate”), Resolution 13 (“Repurchase Mandate”) and Resolution 14 as set out in the notice of the AGM contained in pages 19 to 23 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 2016.

In accordance with the requirements set out in the Listing Rules, the Company is required to send to 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.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

To comply with the Corporate Governance Code and Corporate Governance Report under Appendix 14 to Listing Rules and in accordance with the Articles of Association of the Company, Mr. Chu Shu Cheong, Mr. Kwan Man Hay, Mr. So Kin Shing, Ms. Lai Mun Yee, Dr. Huen Wai Kei, Mr. Lo Chun Chiu, Adrian, Dr. Tong Ka Lok and Mr. Choy Wai Shek, Raymond, MH, JP, being all directors of the Company, 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 19 to 23 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 Shareholders at a general meeting must be taken by poll. Therefore, all proposed resolutions put to vote at the AGM shall be taken by way of poll.

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 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

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 and 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 Shareholders to vote in favour of such relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
New Concepts Holdings Limited
Chu Shu Cheong
Chairman and 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, 400,000,000 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 40,000,000 Shares, representing 10% of the number of Shares in issue.

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 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 2015) 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 our Shareholders, could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares made.

If the Share Repurchase Mandate is fully exercised, the total number of Shares which will be repurchased pursuant to the Share Repurchase Mandate will be 40,000,000 Shares. The percentage shareholding of our Controlling Shareholders will be increased from an aggregate of 75.0% to an aggregate of 83.3% of the issued shares of the Company. In such event, the public float of the Company will drop below 25% and the Company will take necessary steps to maintain the public float. The Directors will also take all steps necessary to comply with the Listing Rules.

Save as aforesaid, the Directors are not aware of any other consequence under the Takeovers Code as a result of a repurchase of Shares made pursuant to the Share Repurchase Mandate. The Directors have no intention to repurchase any Shares to the extent that it will cause the public float of the Company to fall below 25%.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since 19 September 2014, being the Listing Date, up to and including the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since 19 September 2014, being the Listing Date, and up to the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
September (since 19 September 2014)	1.38	0.91
October	1.25	1.02
November	1.07	0.93
December	1.00	0.82
2015		
January	1.12	0.87
February	1.05	0.94
March	1.09	0.95
April	1.49	0.94
May	2.45	1.32
June	3.66	2.20
July (up to the Latest Practicable Date)	2.62	1.10

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

1. MR. CHU SHU CHEONG

Mr. Chu Shu Cheong, aged 54, is the founder and Chairman of our Group and re-designated as an executive Director on 22 May 2014. He is also a member of our nomination committee.

Mr. Chu possesses over 17 years of management experience in foundation works, civil engineering works and general building works of various nature. Mr. Chu is primarily responsible for the formulation of development strategies, overseeing business development and daily operation of our Group.

Besides his business establishment, Mr. Chu was also appointed as the honorary chairman of the China Star Light Charity Fund Association in 2000, a member of the Guangdong Province Committee of the Chinese People's Political Consultative Conference ("CPPCC")* (中國人民政治協商會議廣東省從化市委員會) in October 2011 and a member of the Guangzhou Committee of the CPPCC* (中國人民政治協商會議廣州市委員會) in December 2011.

Other than the above mentioned, Mr. Chu did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Mr. Chu is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chu has approximately 56% attributable interest in the issued shares of the Company within the meaning of Part XV of the SFO.

Mr. Chu has entered into a service contract with the Company on 26 August 2014 (the "Service Contract") for an initial term of three years commencing from 19 September 2014, which shall be terminated at any time by giving to the other not less than 3 months' written notice. As stated in the Service Contract, the annual Director's fee to Mr. Chu shall be HK\$900,000, which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry and contribution to the Company. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the re-election of Mr. Chu that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

2. MR. KWAN MAN HAY

Mr. Kwan Man Hay, aged 60, is the Chief Executive of our Group and was appointed as our executive Director on 22 May 2014. He is also a member of our remuneration committee. Mr. Kwan is responsible for the strategic planning, overseeing tendering and execution of our Group's foundation, civil engineering and general building projects. Mr. Kwan is also responsible for overseeing our Group's administrative functions.

Mr. Kwan has over 30 years of experience in the engineering and construction industry. He is a member of the following professional bodies: Hong Kong Institution of Engineers (HKIE), the Chartered Institute of Building (CIOB), the Chartered Institute of Arbitrators (CI Arb). He is also a Registered Professional Engineer (RPE) recognised by the Engineers Registration Board. Mr. Kwan is the holder of Higher Diploma in Building Technology and Management and Associate Diploma in Building Technology and Management awarded by the then Hong Kong Polytechnic in November 1978 and November 1982 respectively.

In October 1997, Mr. Kwan was a director of New Concepts Foundation Limited ("NC Foundation") and was then responsible for overseeing the tendering and execution of the Group's foundation works, civil engineering and general building projects. Mr. Kwan joined Lanon Development Limited as a director and left our Group in April 2005. In April 2010, Mr. Kwan re-joined the Group as a senior management and was appointed as director of both New Concepts Engineering Development Limited ("NC Engineering") and NC Foundation in 2012. Since then, Mr. Kwan has been responsible for strategic planning, and overseeing of tendering and execution of the Group's foundation works, civil engineering and building projects. Mr. Kwan is also responsible for overseeing the Group's administrative functions.

Other than the above mentioned, Mr. Kwan did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Mr. Kwan is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Kwan has approximately 19% attributable interest in the issued shares of the Company within the meaning of Part XV of the SFO.

Mr. Kwan has entered into a service contract with the Company on 26 August 2014 (the "Service Contract") for an initial term of three years commencing from 19 September 2014, which shall be terminated at any time by giving to the other not less than 3 months' written notice. As stated in the Service Contract, the annual Director's fee to Mr. Kwan shall be HK\$900,000, which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry and contribution to the Company. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Petition and discharge of bankruptcy order

Mr. Kwan filed a bankruptcy petition voluntarily with the High Court of Hong Kong on 27 July 1999.

According to Mr. Kwan, apart from NC Foundation, he was one of the directors of Geoworks Holdings Limited and its fellow companies during the 1990s (“Relevant Private Companies”) which principally engaged in the construction business in Hong Kong. These Relevant Private Companies (not including NC Foundation) were granted certain financial facilities (“Financial Facilities”) by several banks (“Banks”) in Hong Kong, including bank overdraft, hire purchase for plants and barges and property leasing for its office. As a security and one of the conditions precedent for the Financial Facilities, each of the directors of the Relevant Private Companies was required to provide a joint and several personal guarantee in favour of the Banks. The Relevant Private Companies used the borrowings to acquire plants and equipment for their construction business. Approaching 1998, the local economy of Hong Kong turned sour. There were fewer business opportunities for the Relevant Private Companies. Further, financial institutions began to tighten their credit policy in general, which imposed heavy pressure on the liquidity of the Relevant Private Companies. In addition, the Relevant Private Companies were not able to offload their capital commitment nor generate sufficient cashflow. All these factors resulted in difficulty for the Relevant Private Companies to settle their regular repayments to the Banks.

In the first and second quarters of 1999, the creditors of the Relevant Private Companies filed petitions for winding-up against some of the Relevant Private Companies.

As confirmed by Mr. Kwan, having considered his inability to repay all the outstanding debts owing by the Relevant Private Companies to the Banks personally guaranteed by him, Mr. Kwan decided to file a bankruptcy petition voluntarily on 27 July 1999.

Having regard to (i) the bankruptcy order made by the High Court of Hong Kong on 22 September 1999; (ii) the voluntary bankruptcy petition of Mr. Kwan; and (iii) the certificate of discharge pursuant to Rule 92 of the Bankruptcy Rules (Cap. 6A) issued by the High Court of Hong Kong on 14 February 2007, certifying that Mr. Kwan was discharged from his bankruptcy on 22 September 2003, the Directors were not aware that the bankruptcy of Mr. Kwan was resulted from or related to dishonesty or any integrity issue. In addition, pursuant the certificate of discharge pursuant to Rule 92 of the Bankruptcy Rules (Cap. 6A of the Laws of Hong Kong), no conditions were imposed on Mr. Kwan’s discharge from his bankruptcy.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the re-election of Mr. Kwan that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

3. MR. SO KIN SHING

Mr. So Kin Shing, aged 73, was appointed as our executive Director on 22 May 2014. Mr. So is in charge of technical and resources support of execution of building, foundation and site formation works and is also responsible for ensuring projects carried out by our Group complies with Buildings Ordinance and related regulations.

Mr. So has over 40 years of experience in the engineering and construction industry. Besides his studies at the Hong Kong Technical College in 1960 to 1963, Mr. So also studied at the Department of Civil and Structural Engineering at University College, Cardiff, United Kingdom and obtained a Master of Science degree in July 1987. Mr. So is a Chartered Engineer of The Council of Engineering Institutions since December 1970. He is currently an Authorised Person and Registered Structural Engineer under the Buildings Ordinance.

Mr. So joined our Group in 2000 and 2001 as a director of New Concepts Foundation Limited (“NC Foundation”) and New Concepts Engineering Development Limited (“NC Engineering”) respectively. He acts as Technical Director under the Buildings Ordinance for NC Foundation during the period from May 2001 to January 2006 and from September 2010 to the Latest Practicable Date.

Prior to joining our Group, Mr. So had worked for certain positions in the Buildings Department from March 1973 to January 1997 as a structural engineer, senior structural engineer, chief structural engineer and head of site monitoring section. Mr. So also works as a director for various commercial companies for more than 17 years.

Other than the above mentioned, Mr. So did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Mr. So is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. So has entered into a service contract with the Company on 26 August 2014 (the “Service Contract”) for an initial term of three years commencing from 19 September 2014, which shall be terminated at any time by giving to the other not less than 3 months’ written notice. As stated in the Service Contract, the annual Director’s fee to Mr. So shall be HK\$540,000. Pursuant to a supplemental agreement dated 1 January 2015 to the Service Contract, the annual Director’s fee to Mr. So increased to HK\$720,000 (monthly salary of HK\$60,000) which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry and contribution to the Company. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the re-election of Mr. So that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

4. MS. LAI MUN YEE

Ms. Lai Mun Yee, aged 50, was appointed as our executive Director on 22 May 2014. She is responsible for overseeing the administration, accounting and taxation functions in our Group.

Ms. Lai joined our Group in October 1999 and is the accountant of our Group. Ms. Lai is a diploma holder in accounting for executives awarded by The Chinese University of Hong Kong jointly organised by the Faculty of Business Administration and The Asia Pacific Institute of Business in October 2001. Ms. Lai has over 24 years of accounting experience. Prior to joining our Group, Ms. Lai worked as an accountant and administration and accounts manager for different companies for more than 10 years.

Other than the above mentioned, Ms. Lai did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Ms. Lai is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, she did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Lai has entered into a service contract with the Company on 26 August 2014 (the "Service Contract") for an initial term of three years commencing from 19 September 2014, which shall be terminated at any time by giving to the other not less than 3 months' written notice. As stated in the Service Contract, the annual Director's fee to Ms. Lai shall be HK\$420,000. Pursuant to a supplemental agreement dated 1 January 2015 to the Service Contract, the annual Director's fee to Ms. Lai increased to HK\$840,000 (monthly salary of HK\$70,000) which is determined by reference to the prevailing market condition and her knowledgeable experience for the industry and contribution to the Company. Her appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the re-election of Ms. Lai that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

5. DR. HUEN WAI KEI

Dr. Huen Wai Kei, aged 56, was appointed as an independent non-executive Director on 26 August 2014 and re-designated as a non-executive Director on 1 November 2014.

Dr. Huen was awarded a Doctor of Solid Mechanics degree from Jilin University, the People's Republic of China in June 2010, a Doctor of Applied Economics degree from the School of Economics and Management at Tsinghua University, the People's Republic of China in July 2008 and a Master of Chinese Degree from the University of Macau in June 1999. Dr. Huen was admitted an associate of The Association of Cost and Executive Accountants in London in April 1994 and was registered as an auditor in the Committee for the Registry of Auditors and Accountants in Macau in June 2000. He was appointed a consultant for the National Zhanjiang Economic and Technological Development Zone (國家級湛江經濟技術開發區) in July 2008. In 1991, Dr. Huen joined the treasury department of Sociedade de Turismo e Diversões de Macau, S.A. the ultimate holding company of SJM Holdings Limited, a company listed on the Main Board (stock code: 880) which is authorised to operate casinos in Macau. He was subsequently transferred to Sociedade de Jogos de Macau, S.A. in 2002, a subsidiary of SJM Holdings Limited, and is currently serving as senior treasurer.

Other than the above mentioned, Dr. Huen did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Dr. Huen is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Dr. Huen has entered into a letter of appointment with the Company on 26 August 2014 (the "Appointment Letter") for an initial term of two years commencing from 19 September 2014, which shall be terminated at any time by giving to the other not less than 3 months' written notice. Pursuant to his Appointment Letter and supplemental agreement dated 1 November 2014 to the Appointment Letter, the annual Director's fee to Dr. Huen shall be HK\$240,000 which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the re-election of Dr. Huen that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

6. MR. LO CHUN CHIU, ADRIAN

Mr. Lo Chun Chiu, Adrian, aged 59, was appointed as an independent non-executive Director on 26 August 2014. He is the chairman of our nomination committee and a member of our audit committee and remuneration committee.

Mr. Lo was awarded a Bachelor of Laws degree by the University of London in August 1988. He is a member of the Law Society of Hong Kong and has been a practicing solicitor in Hong Kong since November 1991 in general legal practice. From December 1993 to the Latest Practicable Date, Mr. Lo has been a partner of Joseph C.T. Lee & Co., Solicitors, and engaged in various fields of legal practice involving commercial and conveyancing litigation, acquisition and sale of business and/or companies, company liquidation, charity foundation works, formation of religious organisations, family law, immigration law and employment law.

Other than the above mentioned, Mr. Lo did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Mr. Lo is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Lo has entered into a letter of appointment with the Company on 26 August 2014 (the "Appointment Letter") for an initial term of two years commencing from 19 September 2014, which shall be terminated at any time by giving to the other not less than 3 months' written notice. Pursuant to his Appointment Letter, the annual Director's fee to Mr. Lo shall be HK\$240,000 which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the re-election of Mr. Lo that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

7. DR. TONG KA LOK

Dr. Tong Ka Lok, aged 52, was appointed as an independent non-executive Director on 26 August 2014. He is the chairman of our audit committee and a member of our nomination committee and remuneration committee.

Dr. Tong was awarded a Doctor of Public Health degree (epidemiology and biostatistics) from the Macau University of Science and Technology in August 2013. Dr. Tong is a founder and partner of Baker Tilly (Macao) which was established in October

2000. He is an auditor registered at the Committee for the Registry of Auditors and Accountants in Macau in January 2006. Besides his business establishment, Dr. Tong was appointed as a member of the Nanjing Committee of CPPCC* (中國人民政治協商會議南京市委員會) in 2012 and a University Council Member of the Macau University of Science and Technology in September 2013. Up to the Latest Practicable Date, Dr. Tong has over 13 years of accountancy experience.

Other than the above mentioned, Dr. Tong did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Dr. Tong is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Dr. Tong has entered into a letter of appointment with the Company on 26 August 2014 (the "Appointment Letter") for an initial term of two years commencing from 19 September 2014, which shall be terminated at any time by giving to the other not less than 3 months' written notice. Pursuant to his Appointment Letter, the annual Director's fee to Dr. Tong shall be HK\$240,000 which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the directors having made all reasonable enquiries, there was no other matter with respect to the re-election of Dr. Tong that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

8. MR. CHOY WAI SHEK, RAYMOND, MH, JP

Mr. Choy Wai Shek, Raymond, MH, JP, aged 66, was appointed as an independent non-executive Director on 26 August 2014. He is the chairman of our remuneration committee and a member of our nomination committee and audit committee.

Mr. Choy joined our Group in January 2013 as a director of New Concepts Foundation Limited ("NC Foundation"). Mr. Choy has been carrying out an independent non-executive role in NC Foundation, mainly responsible for advising on corporate governance of NC Foundation. Mr. Choy also acts as an independent non-executive director of Far East Hotels and Entertainment Limited, a company listed on the Main Board (stock code: 37).

Mr. Choy holds a Diploma in Chinese Law awarded from the University of East Asia (now known as the University of Macau) in October 1987 and a Diploma in Political Science from the International Affairs College, Hong Kong in July 1988.

He was the Chairman of the Sham Shui Po District Board from April 1991 to September 1994, a Hong Kong affairs adviser appointed by the Hong Kong and Macao Affairs Office of the State Council and the Xinhua News Agency from 1994 to 1997, the vice-chairman of the Occupational Safety and Health Council of the Labour and Welfare Bureau from 2004 to 2010, a member of the Energy Advisory Committee of the Environment Bureau from 2006 to 2012 and a member of the Consumer Council of the Commerce and Economic Development Bureau from 2005 to 2011.

He became a member of the Guangzhou Committee of the CPPCC* (中國人民政治協商會議廣州市委員會) in 2003. He was also appointed as a vice president of GMC Hong Kong Member Association in February 2012 and as a director of the Chinese General Chamber of Commerce in November 2012.

Other than the above mentioned, Mr. Choy did not hold any directorship in any other listed company in the three years preceding the Latest Practicable Date.

Mr. Choy is not related to any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, he did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Choy has entered into a letter of appointment with the Company on 26 August 2014 (the "Appointment Letter") for an initial term of two years commencing from 19 September 2014, which shall be terminated at any time by giving to the other not less than 3 months' written notice. Pursuant to his Appointment Letter, the annual Director's fee to Mr. Choy shall be HK\$240,000 which is determined by reference to the prevailing market condition and his knowledgeable experience for the industry. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the re-election of Mr. Choy that needs to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

* *For identification purpose only*



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 Monet Room B, B1 Floor, Intercontinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 18 August 2015 (Tuesday) at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated accounts and the reports of the directors and of the auditors for the year ended 31 March 2015;
2. To re-elect Mr. Chu Shu Cheong as an executive Director;
3. To re-elect Mr. Kwan Man Hay as an executive Director;
4. To re-elect Mr. So Kin Shing as an executive Director;
5. To re-elect Ms. Lai Mun Yee as an executive Director;
6. To re-elect Dr. Huen Wai Kei as a non-executive Director;
7. To re-elect Mr. Lo Chun Chiu, Adrian as an independent non-executive Director;
8. To re-elect Dr. Tong Ka Lok as an independent non-executive Director;
9. To re-elect Mr. Choy Wai Shek, Raymond, MH, JP as an independent non-executive Director;
10. To authorise the Board of Directors to fix the Directors’ remuneration;
11. To re-appoint Wellink CPA Limited as auditors of the Company and to authorise the Board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

12. To consider as special business, and if thought fit, to pass the following resolution as Ordinary Resolution:

“**THAT:**

- (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company 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;
- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company 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 nominal amount of share capital 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 of the Company 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 under the Company’s share option scheme(s); 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 of the Company in issue as at the date of the passing of this Resolution (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), and the said approval shall be limited accordingly; and

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

NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company 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 of the Company 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.”;

- 13. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (B) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (B) the aggregate nominal amount 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 nominal amount of the share capital of the Company in issue as at the date of this Resolution (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 the said approval shall be limited accordingly; and

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

NOTICE OF ANNUAL GENERAL MEETING

(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

14. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of Ordinary Resolutions numbered 13 and 14 as set out in the Notice convening this meeting, the aggregate nominal amount of the number of shares in the capital of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 14 shall be added to the aggregate nominal amount of share capital that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the general mandate to allot and issue shares granted to the directors of the Company by the said Ordinary Resolution 13.”.

By order of the Board
New Concepts Holdings Limited
Chu Shu Cheong
Chairman and Executive Director

Hong Kong, 15 July 2015

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. If a shareholder of the Company wishes to propose a person other than a retiring Director for election as a Director at the Company’s general meeting, (i) he/she should prepare a notice in writing of his/her intention to propose a person for election as a Director; and (ii) the person proposed for election as a Director shall also prepare a notice in writing of his/her willingness to be elected; and (iii) such notices shall be lodged at the head office of the Company at Room 1812, Nan Fung Commercial Centre, 19 Lam Lok Street, Kowloon Bay, Kowloon, Hong Kong or at the address of Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong; and (iv) the period for lodgment of such notices will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.
- iii. 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 at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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.

- iv. The Register of Members of the Company will be closed from 14 August 2015 to 18 August 2015 (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 Registrars in Hong Kong, Tricor Investor Services Limited Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 13 August 2015.