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If you are in any doubt as to any aspect of this supplemental 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 supplemental 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)

**SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR DATED
27 FEBRUARY 2019 IN RELATION TO
THE REFRESHMENT OF SCHEME MANDATE LIMIT**

This supplemental circular should be read together with the Circular dated 27 February 2019. The supplemental notice convening the AGM was set out on pages 7 to 8 of this supplemental circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed new proxy form (the “Second Proxy Form”) in accordance with the instructions printed thereon to the branch share registrar of the Company 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 later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

Hong Kong, 13 March 2019

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NEW CONCEPTS HOLDINGS LIMITED

創業集團(控股)有限公司

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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

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KY-1108
Cayman Islands

Non-executive Director

Dr. Zhang Lihui

Headquarters, head office and Principal

Place of Business in Hong Kong
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Kingston International Centre
19 Wang Chiu Road
Kowloon Bay, Hong Kong

Independent Non-executive Directors

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

13 March 2019

To the Shareholders

Dear Sirs or Madam,

**SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR DATED
27 FEBRUARY 2019 IN RELATION TO
THE REFRESHMENT OF SCHEME MANDATE LIMIT**

INTRODUCTION

This supplemental circular should be read together with the circular dated 27 February 2019 in respect of matters to be considered at the AGM (“Circular”).

Subsequent to the Company’s despatch of the Circular, the Board resolved to refresh the maximum number of Shares which may be allotted and issued upon the exercise of all options to be granted (the “Scheme Mandate Limit”) under the share option scheme (the “Share Option Scheme”) adopted by the Company pursuant to the written resolutions

LETTER FROM THE BOARD

passed by the then sole Shareholder on 26 August 2014 and propose the ordinary resolution in relation to the refreshment of the Scheme Mandate Limit (the “Refreshment of Scheme Mandate Limit”) at the AGM for the consideration and approval by the Shareholders.

Accordingly, the Company issues this supplemental circular to give you further information relating to the Refreshment of Scheme Mandate Limit at the AGM. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to the written resolutions passed by the sole Shareholder on 26 August 2014. Under the Share Option Scheme, the number of Shares which may be issued upon the exercise of all Options granted or to be granted under the Share Option Scheme was 51,132,699 Shares of HK\$0.10 each, representing 10% of the number of the issued Shares as at the date of approval of the last refreshment of the Scheme Mandate Limit on 25 September 2017. Subject to prior Shareholders’ approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to grant Options over Shares as shall represent not more than 10% of the number of the issued Shares as at the date of passing of the relevant resolution. Save for the Share Option Scheme, as at 11 March 2019 (the “Latest Practicable Date”), the Company does not have any other share option scheme.

The particulars regarding the Options since the adoption date of the Share Option Scheme up to the Latest Practicable Date are set out as follows:

Options	Under the Scheme Mandate approved on 26 August 2014	Under the Scheme Mandate approved on 25 September 2017	Total
Granted	40,000,000	51,100,000	91,100,000
Lapsed	—	—	—
Cancelled	—	—	—
Exercised	(21,616,000)	—	(21,616,000)
Outstanding and unexercised	<u>18,384,000</u>	<u>51,100,000</u>	<u>69,484,000</u>
Unused existing Scheme Mandate Limit	<u>N/A</u>	<u>32,699</u>	<u>32,699</u>

As at the Latest Practicable Date, the Company had almost fully utilised the existing Scheme Mandate Limit approved by the Shareholders on 25 September 2017. The Board considers that the Refreshment of the Scheme Mandate Limit will provide greater flexibility

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to the Company in relation to the granting of Options, which shall be in the interests of the Company and the Shareholders as a whole. The Company may refresh the Scheme Mandate Limit at any time subject to prior Shareholders' approval provided that:

- (i) the Scheme Mandate Limit so refreshed must not exceed 10% of the number of issued Shares as at the date of the Shareholders' approval of the refreshed Scheme Mandate Limit; and
- (ii) Options previously granted under the Share Option Scheme and other share option schemes (including those outstanding, cancelled, lapsed in accordance with the schemes or exercised options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, the number of Shares to be issued upon the exercise of all the Options granted and yet to be exercised under the Share Option Scheme and other share option schemes must not exceed 30% of the number of Shares in issue from time to time. As at the Latest Practicable Date, 69,484,000 Options remained outstanding and unexercised, representing approximately 12.1% of the total number of issued Shares.

As at the Latest Practicable Date, there were 572,900,134 Shares in issue. Assuming no further issue or repurchase of Shares prior to the AGM, upon refreshment of the Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant Options entitling holders thereof to subscribe for up to a maximum number of 57,290,013 Shares, representing 10% of the number of the issued Shares as at the date of AGM. The total number of Shares which may be issued upon exercise of the "refreshed" Scheme Mandate Limit of 57,290,013 Shares together with all outstanding Options as at the Latest Practicable Date carrying the right to subscribe for 69,484,000 Shares is 126,774,013 Shares, representing approximately 22.1% of the total number of Shares in issue as at the date of AGM. No Options may be granted if this will result in the number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeds the 30% limit.

The Refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution to approve the Refreshment of Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the number of issued Shares as at the date of passing the resolution of Refreshment of Scheme Mandate Limit at the AGM) which may fall to be issued upon the exercise of the Options to be granted under the Share Option Scheme and any other share option schemes of the Company.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the Shares, representing 10% of the number of issued Shares as at the date of the AGM, which may fall to be issued upon the exercise of the Options that may be granted under the refreshed Scheme Mandate Limit.

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SUPPLEMENTAL NOTICE OF AGM

The AGM 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 details of other resolutions to be proposed at the AGM for consideration and approval, closure of register of members, entitlement to attend the AGM, registration procedures for attending the AGM, appointment of proxy(ies) and other matters, please refer to the notice of the AGM of the Company dated 27 February 2019 (the “Original AGM Notice”). Given the Original AGM Notice and proxy form accompanying the Circular (the “Original Proxy Form”) do not contain the proposed resolution in relation to the Refreshment of Scheme Mandate Limit, a supplemental notice of AGM (the “Supplemental AGM Notice”) is set out on pages 7 to 8 of this supplemental circular and a second form of proxy containing the proposed resolution for the Refreshment of Scheme Mandate Limit under the Share Option Scheme has been prepared and is enclosed with this supplemental circular (the “Second Proxy Form”).

The Second Proxy Form is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.primeworld-china.com>).

SECOND PROXY FORM

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Investor Service Limited (the “Share Registrar”) at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof (the “Closing Time”). Completion and return of the Second Proxy Form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:

- (i) If no Second Proxy Form is lodged with the Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the Refreshment of Scheme Mandate Limit under the Share Option Scheme as set out in this supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form.

LETTER FROM THE BOARD

- (ii) If the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

Shareholders are reminded that submission of the Original Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the AGM, you should seek authorisation to do so from your intermediary/nominee directly.

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 (including the new resolution regarding the Refreshment of the Scheme Mandate Limit) put to vote at the AGM shall be taken by way of poll.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

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RECOMMENDATION

The Directors consider that the proposed Refreshment of Scheme Mandate Limit at the AGM is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that you vote in favour of such resolution.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

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



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “AGM”) dated 27 February 2019 (the “Notice”) of New Concepts Holdings Limited (the “Company”), which sets out the time and venue for the AGM of the Company and contains the resolutions to be proposed at the AGM for Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held as originally scheduled 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 purposes of considering and, if thought fit, approving the following resolution, in addition to the resolutions as set out in the Notice. Unless the context otherwise specified, capitalised terms used in this supplemental notice shall have the same meaning as those defined in the supplemental circular of the Company dated 13 March 2019 (the “Supplemental Circular”).

11. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

“THAT subject to the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below) and pursuant to the share option scheme of the Company adopted on 26 August 2014 (the “Share Option Scheme”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Scheme Mandate Limit (as defined below) under the Share Option Scheme provided that (i) the total number of Shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme and other share option schemes of the Company shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution (the “Scheme Mandate Limit”); and (ii) the overall limit on the number of Shares which may be issued upon the exercise of all options to be granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company must not

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

exceed 30% of the number of issued Shares from time to time and that the directors of the Company be and are hereby authorised, at their absolute discretion, to grant options under the Share Option Scheme up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options.”

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

Hong Kong, 13 March 2019

Notes:

- i. Except for the insertion of supplemental resolution no. 11, all other matters of the AGM remain unchanged. For details of the other resolutions to be considered and approved at the AGM, please refer to the circular and the Notice dated 27 February 2019.
- ii. A member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his/her/its proxy to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
- iii. A second form of proxy (the “Second Proxy Form”) containing the ordinary resolutions no. 1–11 is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental Notice of AGM” on pages 7 to 8 of the Supplemental Circular and the “Second Proxy Form” published on 13 March 2019 for arrangements on the completion and submission of the Second Proxy Form.
- iv. To be valid, the Second Proxy Form 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 the Second Proxy Form will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish.
- v. 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 AGM 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.
- vi. Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions put to the vote at the AGM will be taken by way of poll.