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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 2022 Annual General Meeting (“AGM”) of the Company to be held by way of electronic means via the Tricor e-Meeting System at <https://spot-meeting.tricor.hk> for AGM at 10:30 a.m. on Tuesday, 16 August 2022, is set out on pages 16 to 20 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (and with effect from 15 August 2022 onwards, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong) in accordance with the instructions printed thereon or via the Tricor e-Meeting System at <https://spot-meeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and the return of the form of proxy will not preclude you from subsequently attending and voting in person by way of electronic means at the AGM or any adjournment thereof if you so wish.

Hong Kong, 15 July 2022

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DEFINITIONS

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

“2021 AGM”	the annual general meeting of the Company held on 16 August 2021
“AGM”	the annual general meeting of the Company to be held by way of electronic means via the Tricor e-Meeting System at https://spot-emeeting.tricor.hk for AGM at 10:30 a.m. on Tuesday, 16 August 2022, a notice of which is set out on pages 16 to 20 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”	8 July 2022, 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(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*)

Mr. Pan Yimin

Mr. Lee Tsi Fun Nicholas

Non-executive Directors

Mr. Sui Guangyi (*Honorary chairman*)

Dr. Ge Xiaolin

Dr. Zhang Lihui

Independent Non-executive Directors

Mr. Lo Chun Chiu, Adrian

Dr. Tong Ka Lok

Mr. Choy Wai Shek, Raymond, *MH, JP*

Registered Office

Windward 3

Regatta Office Park

P.O. Box 1350, Grand Cayman

KY-1108

Cayman Islands

Headquarters, head office and Principal

Place of Business in Hong Kong

Office B, 3/F

Kingston International Centre

19 Wang Chiu Road

Kowloon Bay, Hong Kong

15 July 2022

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 2021 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; and (ii) the re-election of the retiring Directors.

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 20 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 2023.

LETTER FROM THE BOARD

As at the Latest Practicable Date, a total of 1,139,770,134 Shares were in issue. Subject to the passing of the proposed resolutions in relation to granting the Issue Mandate and the Repurchase 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 (i) a maximum of 227,954,026 Shares; representing 20% of the aggregate number of the issued Shares as at the date of the AGM under the Issue Mandate; and (ii) repurchase a maximum of 113,977,013 Shares, representing 10% 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, Dr. Zhang Lihui and Dr. Tong Ka Lok shall retire by rotation at the AGM.

In accordance with Article 112 of the Articles of Association, Mr. Sui Guangyi, who was appointed by the Board on 15 October 2021, shall retire from office at the AGM. All of the retiring Directors, being eligible, offer themselves for re-election at the AGM.

Dr. Tong Ka Lok has been serving as independent non-executive Director upon the listing of the Company in September 2014 and he provided an annual confirmation of his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. In light of the foregoing, the Company considers the retiring independent non-executive Director has been independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

In proposing candidate of independent non-executive Director for re-election at the AGM, the nomination committee (the “Nomination Committee”) of the Company has considered his past performance, his written confirmation of independence to the Company under Rule 3.13 of Listing Rules as well as his skills, backgrounds, knowledge and experience.

In this respect, the Nomination Committee had evaluated the performance of the retiring independent non-executive Director and found his performance satisfactory. The Nomination Committee has also assessed the independent non-executive Director’s written confirmation of independence under Rule 3.13 of Listing Rules, and confirmed that Dr. Tong remains independent. In addition, the Board is of the view that the retiring independent non-executive Director would bring to the Board his own perspective, skills and experience, as further described in his respective details in Appendix II to this circular.

LETTER FROM THE BOARD

Given Dr. Tong's unique and diverse background, skills and experience as discussed in Appendix II to this circular, the Company considers that the retiring independent non-executive Director is a highly valued and respected member of the Board, and can contribute to the diversity of the Board with his strong and diversified educational backgrounds and professional experience in his expertise, including in-depth knowledge in commercial and general management, professions in accounting and audit and connections in various industries.

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 20 of this circular.

The Company is conscious of the need to protect the AGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the AGM attendees, and in light of the latest social distancing measures, the Company will conduct the AGM by way of electronic means only.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (and with effect from 15 August 2022 onwards, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong) or via the Tricor e-Meeting System at <https://spot-meeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM via Tricor e-Meeting System or any adjournment thereof if you so wish. Registered Shareholders are requested to provide a valid email address of his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the login username and password, together with relevant instructions to participate online via the Tricor e-Meeting System which can be accessed from any location with access to internet via smartphone, tablet device or computer. If your proxy has not received the login details by email by 4:00 p.m. on Monday, 15 August 2022 (Hong Kong time), you should contact the Company's branch Share Registrar in Hong Kong for the necessary arrangements.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the Tricor e-Meeting System at <https://spot-meeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing

LETTER FROM THE BOARD

Company Limited may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

If any Shareholder has any question on the arrangements of the AGM, please contact Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, at the following:

Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
(and with effect from 15 August 2022 onwards, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong)
Email: is-enquiries@hk.tricorglobal.com
Telephone: (852) 2980-1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

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
Zhu Yongjun
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, 1,139,770,134 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 113,977,013 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 per Share 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 2022) 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"), Excellent Point Asia Limited ("Excellent Point") and Mr. Zhu Yongjun ^{Note 1}	84,056,000	7.37%
(2) Prosper Power Group Ltd ("Prosper Power") and Mr. Chu Shu Cheong ^{Note 2}	76,500,000	6.71%

Notes:

- The 77,000,000 Shares and 1,656,000 Shares were held by Jumbo Grand and Excellent Point Asia Limited ("Excellent Point") which were owned as to 100% by Mr. Zhu Yongjun. Mr. Zhu was personally interested in 5,400,000 Shares. By virtue of the SFO, Mr. Zhu was deemed to be interested in the Shares held by Jumbo Grand and Excellent Point.

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.

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, Excellent Point and Mr. Zhu Yongjun ^{Note 1}	84,056,000	8.19%
(2) Prosper Power and Mr. Chu Shu Cheong ^{Note 2}	76,500,000	7.45%

Notes:

1. The 77,000,000 Shares and 1,656,000 Shares were held by Jumbo Grand and Excellent Point which were owned as to 100% by Mr. Zhu Yongjun. Mr. Zhu was personally interested in 5,400,000 Shares. By virtue of the SFO, Mr. Zhu was deemed to be interested in the Shares held by Jumbo Grand and Excellent Point.
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.

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 12 months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	0.630	0.530
August	0.730	0.480
September	0.830	0.680
October	1.100	0.630
November	0.980	0.780
December	0.800	0.650
2022		
January	0.670	0.600
February	0.630	0.590
March	0.620	0.425
April	0.650	0.560
May	0.590	0.480
June	0.510	0.450
July (up to the Latest Practicable Date)	0.470	0.440

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, aged 55, was appointed as the Chairman of the Board and an executive director of the Company on 24 May 2016. He is also a member of the nomination committee of the Board. Mr. Zhu is the Chairman and an executive director of China Water Industry Group Limited (a company listed on the main board of the Stock Exchange) (Stock Code: 1129). He 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 and the chairman of the board of Heilongjiang Interchina Water Treatment Co., Limited* (“Heilongjiang Interchina Water Treatment”) (a company listed on the Shanghai Stock Exchange) (Stock Code: 600187), from January 2009 to May 2015. 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 3 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 3 years, which shall be terminated at any time by giving to the other not less than 3 months’ written notice.

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 84,056,000 Shares, representing approximately 7.37% of the total number of the issued Shares, through the 78,656,000 Shares directly owned by his controlled corporations, Jumbo Grand and Excellent Point, and his personal interest in 5,400,000 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.

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. MR. SUI GUANGYI (“MR. SUI”)

Mr. Sui, aged 59, was the non-executive director of China Investment Fund Company Limited (stock code: 612) (formerly known as China Ding Yi Feng Holdings Limited) (“CIV”), (a company listed on the main board of the Stock Exchange from September 2015, and the chairman of CIV from October 2015. He resigned from the said positions in CIV in January 2020. Mr. Sui obtained a bachelor’s degree from Yunnan Technology College* 雲南經濟技術專修學院 in 1990.

Save as disclosed above, Mr. Sui does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in the last 3 years preceding the Latest Practicable Date. Mr. Sui receives a director’s fee of HK\$20,000 per month, which was determined with reference to his duties and responsibilities, the Company’s remuneration policy, the prevailing market conditions and recommendations of the remuneration committee of the Board. Mr. Sui’s remuneration will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and performance. He has entered into a service contract with the Company with a fixed term of service for three years. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association.

Mr. Sui does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Sui was interested in 16,204,000 Shares, representing approximately 1.42% of the total number of the issued Shares within the meaning of Part XV of the SFO. Save for the above, Mr. Sui 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, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquires, there was no matter relating to the re-election of Mr. Sui that needs to be brought to the attention of the Shareholders 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.

3. DR. ZHANG LIHUI (“DR. ZHANG”)

Dr. Zhang, aged 51, was appointed as a non-executive director of the Company on 8 September 2016. Dr. Zhang is a managing partner of Tsing Capital. Dr. Zhang has been focusing on the investment related to environmental protection, clean energy, high technology and precious materials in China since joining Tsing Capital.

Dr. Zhang received a master’s degree in Laws and a bachelor’s degree in Technology English in PLA University of Foreign Languages, subsequently obtained his Ph.D. degree in Economics from the University of International Business and Economics.

Dr. Zhang also completed the Advanced Management Program at Harvard Business School in 2009.

Save as disclosed above, Dr. Zhang does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in the last 3 years preceding the Latest Practicable Date.

Dr. Zhang receives a director’s fee of HK\$10,000 per month, which was determined with reference to his duties and responsibilities, the Company’s remuneration policy, the prevailing market conditions and recommendations of the remuneration committee of the Board. Dr. Zhang’s remuneration will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and performance. He has entered into a service contract with the Company with a fixed term of service for 3 years. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association. Dr. Zhang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Zhang is deemed to be interested in 596,000 Shares, representing approximately 0.05% of the total number of the issued Shares within the meaning of Part XV of the SFO. In addition, Dr. Zhang has a personal interest in Options to subscribe for 500,000 Shares and a personal interest in 96,000 Shares. Save for the above, Dr. Zhang 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, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquires, there was no matter relating to the re-election of Dr. Zhang that needs to be brought to the attention of the Shareholders 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.

4. DR. TONG KA LOK (“DR. TONG”)

Dr. Tong, aged 59, was appointed as an independent non-executive director of the Company on 26 August 2014. He is the chairman of the audit committee of the Board and a member of each of the nomination committee and remuneration committee of the Board.

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 Certified Public Accountants 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), and Vice President of the Macau University of Science and Technology in 2012, and a University Council Member in 2013.

Save as disclosed above, Dr. Tong does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in the last 3 years preceding the Latest Practicable Date.

Dr. Tong has entered into a service agreement with the Company for an initial term of 2 years commencing from 26 August 2016 and subsequently renewed for every 2 years, which shall be terminated at any time by giving to the other not less than 3 months’ written notice. Pursuant to his service agreement, the annual Director’s fee to Dr. Tong shall be HK\$420,000 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. Dr. Tong does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Tong is deemed to be interested in 980,000 Shares, representing approximately 0.08% of the total number of the issued Shares within the meaning of Part XV of the SFO. In addition, Dr. Tong has a personal interest in Options to subscribe for 500,000 Shares and a personal interest in 480,000 Shares. Save for the above, Dr. Tong 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, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquires, there was no matter relating to the reelection of Dr. Tong that needs to be brought to the attention of the Shareholders 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.



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 by way of electronic means via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk> for AGM at 10:30 a.m. on Tuesday, 16 August 2022 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 2022;
2. To re-elect Mr. Zhu Yongjun as executive Director;
3. To re-elect Mr. Sui Guangyi as non-executive Director;
4. To re-elect Dr. Zhang Lihui as non-executive Director;
5. To re-elect Dr. Tong Ka Lok as independent non-executive Director;
6. To authorise the board of directors to fix the respective directors’ remuneration;
7. To re-appoint BDO Limited 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

NOTICE OF ANNUAL GENERAL MEETING

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 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
Zhu Yongjun
Chairman and Executive Director

Hong Kong, 15 July 2022

Notes:

- i. In view of the current situation of COVID-19 pandemic and the latest social distancing measures, the Company will conduct the AGM by way of electronic means. Registered Shareholders are requested to provide a valid email address of his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the login username and password, together with relevant instructions to participate online via the Tricor e-Meeting System. If your proxy has not received the login details by email by 4:00 p.m. on Monday, 15 August 2022 (Hong Kong time), you should contact the Company’s branch Share Registrar in Hong Kong for the necessary arrangements.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

If any Shareholder has any question on the arrangements of the AGM, please contact Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, at the following:

Address: Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
(and with effect from 15 August 2022 onwards, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong)
Email: is-enquiries@hk.tricorglobal.com
Telephone: (852) 2980–1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

NOTICE OF ANNUAL GENERAL MEETING

- ii. A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if he/she/it holds 2 or more shares) more proxies to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
- iii. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (and with effect from 15 August 2022 onwards, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong) or via the Tricor e-Meeting System at <https://spot-meeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- iv. Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting.
- v. A form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- vi. In the case of joint holders of any shares, any one of such joint holders may vote at the aforesaid meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders attend and vote at the aforesaid meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- vii. The register of members of the Company will be closed from Thursday, 11 August 2022 to Tuesday, 16 August 2022 (both days inclusive) for the purpose of determining entitlement of the shareholders of the Company to attend and vote at the aforesaid meeting, during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the aforesaid meeting, all transfers of the Shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (and with effect from 15 August 2022 onwards, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong) for registration no later than 4:30 p.m. on Wednesday, 10 August 2022.
- viii. 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.