
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, 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 TK Group (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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TK GROUP (HOLDINGS) LIMITED

東江集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2283)

RE-ELECTION OF RETIRING DIRECTORS AND GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice of annual general meeting (the “AGM”) of TK Group (Holdings) Limited to be held at Bronze Room, GenNex Financial Media Limited, 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 30 May 2022 at 9:30 a.m., is set out in pages 16 to 20 of this circular. A form of proxy for use at the 2022 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.tkmold.com).

Whether or not you are able to attend the 2022 AGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the 2022 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 or any adjourned meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see pages 1 of this circular for measures being taken to try to prevent and control the spread of the coronavirus at the AGM, including:

- compulsory temperature checks
- scan the QR code of the venue using the “LeaveHomeSafe” mobile app and present a negative rapid antigen test result completed within 24 hours (the date and time should be written on the test device)
- wearing of surgical face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue as permitted by law. All attendees are required to wear face masks. The Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing coronavirus (COVID-19) epidemic and pursuant to the requirements of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G, Laws of Hong Kong) for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) The number of attendees inside the AGM venue will not be more than 15 persons, which include the Shareholders (in person or by proxy) and supporting staff for the AGM. Shareholders and/or their proxies will be admitted into the AGM venue on a “first-come-first-served” basis;
- (ii) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (iii) All Shareholders, proxies and other attendees are required to
 - (a) scan the QR code of the venue using the “LeaveHomeSafe” mobile app and present a negative rapid antigen test result completed within 24 hours (the date and time should be written on the test device); and
 - (b) Any person who does not comply with these requirements will be denied entry into the AGM venue or be required to leave the AGM venue;
- (iv) All attendees will be required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats; and
- (v) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders’ health and safety and consistent with the guidelines for the prevention and control of COVID-19, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tkmold.com) for future announcements and updates on the AGM arrangements.

DEFINITIONS

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

“2022 AGM”	an annual general meeting of the Company to be held at Bronze Room, GenNex Financial Media Limited, 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 30 May 2022 at 9:30 a.m. or any adjournment thereof to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors
“Company”	TK Group (Holdings) Limited 東江集團(控股)有限公司, a company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



TK GROUP (HOLDINGS) LIMITED

東江集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2283)

Executive directors:

Mr. Li Pui Leung (*Chairman*)
Mr. Yung Kin Cheung Michael (*Chief Executive Officer*)
Mr. Lee Leung Yiu
Mr. Cheung Fong Wa

Independent Non-executive directors:

Dr. Chung Chi Ping Roy
Miss Christine Wan Chong Leung
Mr. Tsang Wah Kwong

Registered Office:

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

*Principal place of business
in Hong Kong:*

Workshop No. 19
9th Floor, Block B
Hi-Tech Industrial Centre
No. 491-501 Castle Peak Road
Tsuen Wan
New Territories
Hong Kong

28 April 2022

To the Shareholders

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS
AND
GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give the Shareholders the notice of the 2022 AGM and provide the Shareholders with details regarding (i) the re-election of directors retiring at the 2022 AGM; and (ii) the grant of general mandates to the directors to issue and repurchase the Shares. Such proposals will be dealt with at the 2022 AGM.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Article 84 of the Articles, Mr. Lee Leung Yiu, Dr. Chung Chi Ping Roy and Miss Christine Wan Chong Leung shall retire by rotation at the 2022 AGM. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the 2022 AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix I to this circular.

GENERAL MANDATES

At the AGM of the Company held on 31 May 2021, general mandates were granted to the directors to exercise the powers of the Company to issue new Shares and to repurchase Shares. Up to the Latest Practicable Date, such mandates have not been utilized and, if not used by the date of the 2022 AGM, will lapse at the conclusion of the 2022 AGM.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, at the 2022 AGM, separate ordinary resolutions will be proposed to grant the new general mandates to the directors (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate number of the issued Shares at the date of passing of such resolution (the “**Issue Mandate**”); (ii) to repurchase issued and fully paid Shares on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange not exceeding 10% of the aggregate number of the issued Shares of the Company at the date of passing of such resolution (the “**Buyback Mandate**”); and (iii) to add the aggregate number of the Shares repurchased by the Company pursuant to the Buyback Mandate to the Issue Mandate.

As at the Latest Practicable Date, the Company had 833,260,000 Shares in issue. Subject to the passing of the proposed resolutions for the grant of the general mandates as mentioned above and on the basis that no Shares are issued or repurchased by the Company prior to the 2022 AGM, the exercise of the Buyback Mandate in full would result in up to 83,326,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution referred to herein or the date upon which the Buyback Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, and the directors will be authorised to allot and issue under the Issue Mandate as mentioned above up to 166,652,000 Shares, and to the extent the Buyback Mandate is exercised, plus the aggregate number of Shares repurchased by the Company under the Buyback Mandate.

The explanatory statement required by the Listing Rules to provide requisite information to you for your consideration of the Buyback Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

2022 AGM

A notice of 2022 AGM is set out on pages 16 to 20 of this circular.

A form of proxy for use at the 2022 AGM is also enclosed with this circular. To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the 2022 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the 2022 AGM should you so wish.

In the interest of all stakeholders' health and safety and consistent with the guidelines for the prevention and control of COVID-19, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

VOTE BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the 2022 AGM, all votes will be taken by way of poll save for resolutions related purely to procedural or administrative matters which may be voted by a show of hands at the discretion of the chairman of the meeting. An announcement on the poll vote results will be made by the Company after the 2022 AGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2022 AGM, the register of members will be closed from 25 May 2022 to 30 May 2022, both days inclusive, during which period no transfer of Shares will be registered.

In order to be eligible to attend and vote at 2022 AGM, unregistered holder of the Shares should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 24 May 2022.

LETTER FROM THE BOARD

RECOMMENDATION

The directors consider that the proposals for re-election of retiring directors and the granting/extension of the Issue Mandate and the granting of the Buyback Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the 2022 AGM.

Yours faithfully,
For and on behalf of the Board
TK Group (Holdings) Limited
Li Pui Leung
Chairman

The details of the retiring directors proposed for re-election at the 2022 AGM are set out below:

(a) **Mr. Lee Leung Yiu (“Mr. Lee”)**

Mr. Lee Leung Yiu, aged 61, is the executive director of the Group. He is one of the founders of the Group and was appointed as executive director of the Group on 28 March 2013. Mr. Lee has approximately 38 years of experience in plastic mold fabrication and plastic injection molding. Mr. Lee together with Mr. Li Pui Leung (a controlling shareholder, the Chairman and an executive director of the Company) established Tung Kong Machinery Moulding FTY, in 1983. He has been holding the position of manager, mainly responsible for procurement for the Group. From August 2009 to October 2010, Mr. Lee completed the EMBA training classes of Graduate School of Tsinghua University, China, and obtained a certificate of completion. In June 2013, Mr. Lee obtained a degree of master of business administration from the University of Wales, the United Kingdom. Mr. Lee is also the shareholder and director of Eastern Mix Company Limited (a controlling shareholder of the Company), the controlling shareholder and director of Normal Times International Limited (a substantial shareholder of the Company), and the younger brother of Mr. Li Pui Leung.

As at the Latest Practicable Date, save as Mr. Lee was deemed to be interested in 53,640,000 Shares held by Cheer Union Development Ltd., Mr. Lee did not have any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. Lee has entered into a service contract with the Company for a term of three years commencing from 20 December 2019, which may be terminated by not less than three month’s notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement of the Directors as set out in the Articles. Mr. Lee is entitled to a salary of HK\$1,427,000 per year in aggregate and is also entitled to bonus as determined by the Board.

Save as being an executive director, Mr. Lee did not hold any other positions with the other members of the Group. Mr. Lee also did not hold other directorship in listed public companies during the last three years. He did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company as at the Latest Practicable Date.

Mr. Lee confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Lee.

(b) Dr. Chung Chi Ping Roy (“Dr. Chung”)

Dr. Chung Chi Ping Roy, GBS BBS JP, aged 69, was appointed as an independent non-executive director of the Company on 27 November 2013. He is also the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee of the Company.

Dr. Chung obtained a PhD in Engineering from the University of Warwick, the United Kingdom in May 2010. In September 2012 he achieved a PhD of Business Administration from City University of Macau. He was re-appointed as an Industrial Professor by the University of Warwick, the United Kingdom in December 2020.

He was awarded a doctorate degree of business administration honoris causa by the University of Macau in November 2019, an honorary doctorate degree of science by the University of Warwick, the United Kingdom in July 2019, an honorary doctorate degree of business administration by the Lingnan University in November 2015, an honorary doctorate degree of business administration by the Hong Kong Polytechnic University in December 2007 and an honorary doctorate degree of the University of Newcastle, Australia in July 2006 respectively. He was awarded by the Hong Kong Special Administrative Region Government (“**HKSAR Government**”) the Gold Bauhinia Star (GBS) on 30 June 2017, the Bronze Bauhinia Star (BBS) on 1 July 2011, and was appointed as Justice of Peace on 1 July 2005. Dr. Chung was granted the Hong Kong Young Industrialists Award in 1997, and was further awarded the Industrialist of the Year in November 2014.

Dr. Chung was the Chairman of the Federation of Hong Kong Industries from July 2011 to July 2013 and has been serving as the Honorary President of the Federation since 5 July 2013. Dr. Chung was appointed as the Chairman of the Vocational Training Council from January 2018 until December 2019. He is also the Founder and Chairman of Bright Future Charitable Foundation.

Dr. Chung is a co-founder and currently a non-executive director of Techtronic Industries Company Limited (stock code: 669), a company listed on the Stock Exchange. He has also been an independent non-executive director of Fujikon Industrial Holdings Limited (stock code: 927), a company listed on the Stock Exchange, since 1 April 2014 until 22 June 2021; and an independent non-executive director of Vitasoy International Holdings Limited (stock code: 345), a company listed on the Stock Exchange, since 24 June 2017.

As at the Latest Practicable Date, Dr. Chung did not have any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Pursuant to the letter of appointment issued by the Company to Dr. Chung, his current term of office is three years from 20 December 2019, unless terminated by either party giving to the other not less than three month's prior notice in writing and is subject to provisions on retirement of Directors as set out in the Articles. Dr. Chung is entitled to a director's fee HK\$320,000 per year in aggregate.

Save as disclosed above, Dr. Chung did not hold any other positions with the other members of the Group and did not hold other directorship in listed public companies during the last three years. He did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company as at the Latest Practicable Date.

Dr. Chung confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Dr. Chung.

(c) Miss Christine Wan Chong Leung (“Miss Leung”)

Ms. Christine Wan Chong Leung, aged 41, was appointed as an independent non-executive director of the Company on 20 December 2019. She is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company.

Ms. Leung has practiced as a Barrister in Hong Kong for nearly 15 years. Ms. Leung obtained her PCLL from the University of Hong Kong in 2005. She was called to the Bar in Hong Kong in 2006. Ms. Leung has a broad-based civil practice, undertaking work in all aspects of contractual and commercial disputes, personal injury and family law. From 2007 to 2012, Ms. Leung has been a parttime Lecturer of Company Law for the Hong Kong Institute of Certified Public Accountant (HKICPA) Practising Certificate Law Examination and a part-time Lecturer of Corporate and Business Law for the Association of Chartered Certified Accountants. Ms. Leung is also contributing editor of Archbold Hong Kong and Company Law of Hong Kong Insolvency.

Ms. Leung is serving on various HKSAR Government advisory committees and has actively participated in many social services and public offices. She has served a Member of Hong Kong Clinical Research Ethics Committee from January 2020, as a board member of the Hong Kong Dance Company from October 2020, Co-opted Member of the Audit Committee of the West Kowloon Cultural District Authority from January 2021, Member of the Committee on the Promotion of Civic Education from April 2021, Member of the Advisory Committee on Post-service Employment of Civil Servants and Member of the Communication and Innovation Committee UNICEF from July 2021, Appeal Tribunal Panel (Buildings) Chairman from December 2021, Agency for Voluntary Services – Planning & Services committee from December 2021, Panel of Advisers (Film censorship) from January 2022.

As at the Latest Practicable Date, Miss Leung did not have any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Pursuant to the letter of appointment issued by the Company to Miss Leung, her current term of office is three years from 20 December 2019, unless terminated by either party giving to the other not less than three month's prior notice in writing and is subject to provisions on retirement of Directors as set out in the Articles. Miss Leung is entitled to a director's fee HK\$320,000 per year in aggregate.

Save as disclosed above, Miss Leung did not hold any other positions with the other members of the Group and did not hold other directorship in listed public companies during the last three years. She did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company as at the Latest Practicable Date.

Miss Leung confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Miss Leung.

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide all the information in relation to the Buyback Mandate for your consideration.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the Shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(b) Share capital

Under the Buyback Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate number of its issued shares at the date of the passing of the proposed resolution granting the Buyback Mandate.

As at the Latest Practicable Date, the Company had 833,260,000 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the 2022 AGM, the exercise of the Buyback Mandate in full would result in up to 83,326,000 Shares being repurchased by the Company during the period prior to the next AGM of the Company following the passing of the resolution granting the Buyback Mandate or the date upon which the Buyback Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

(c) Reason for repurchase

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

(d) Funding of repurchase

In repurchasing Shares, a company may only apply funds legally available for such purpose in accordance with the Articles and the laws of the Cayman Islands.

The directors propose that such repurchase of Shares, would be appropriately financed by the Company's internal resources and/or available banking facilities.

As compared with the financial position of the Company as at 31 December 2021 (being date of its latest published audited accounts), the directors consider that there might be a material adverse impact on the working capital or gearing position of the Company if the Buyback Mandate was to be exercised in full during the proposed repurchase period. However, the directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recently published audited accounts) unless the directors consider that such repurchases would be in the interests of the Company and the Shareholders notwithstanding such material adverse impact.

(e) Connected parties

Neither the directors nor, to the best knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Buyback Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) had notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is approved by the Shareholders.

(f) Undertaking by directors

The directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(g) Takeovers Code

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights 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 Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Li Pui Leung, the Chairman of the Board, was interested in 442,216,000 Shares, representing approximately 53.07% of the total issued share capital of the Company. Out of these Shares, 352,816,000 Shares (being approximately 42.34% of the total issued share capital of the Company) were held by Eastern Mix Company Limited (a controlled corporation of Mr. Li Pui Leung) and 89,400,000 Shares (being approximately 10.73% of the total issued share capital of the Company) were held by Lead Smart Development Limited (a company wholly owned by Mr. Li Pui Leung). On the basis that (i) the total issued share capital of the Company (being 833,260,000 Shares) remains unchanged as at the date of the 2022 AGM, and (ii) the shareholding of Mr. Li Pui Leung (being 442,216,000 issued Shares) in the Company remain unchanged immediately after the full exercise of the Buyback Mandate, in the event that the directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2022 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Buyback Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Mr. Li Pui Leung in the issued Shares would be increased to approximately 58.97% of the total issued share capital of the Company. The directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

2. SHARE REPURCHASE AND MARKET PRICES

During the six months preceding the Latest Practicable Date, no Shares had been repurchased or redeemed by the Company.

During each of the previous 12 months up to the Latest Practicable Date, the highest and lowest prices of each of the following months at which the Shares had been traded on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	3.48	2.94
May	3.59	3.02
June	3.14	2.81
July	3.12	2.65
August	3.43	2.82
September	3.40	2.88
October	3.08	2.85
November	3.04	2.58
December	2.68	2.38
2022		
January	2.62	2.50
February	2.62	2.33
March	2.50	2.05
April (up to and including the Latest Practicable Date)	2.49	2.33

NOTICE OF 2022 AGM



TK GROUP (HOLDINGS) LIMITED

東江集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2283)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of TK Group (Holdings) Limited (the “Company”) will be held at Bronze Room, GenNex Financial Media Limited, 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 30 May 2022 at 9:30 a.m. to consider and, if thought fit, transact the following business:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 and the reports of the directors and auditor of the Company for the year ended 31 December 2021.
2. To declare a final dividend of HK8.6 cents per share for the year ended 31 December 2021.
3. To re-elect Mr. Lee Leung Yiu as an executive director of the Company (the “**Director**”).
4. To re-elect Dr. Chung Chi Ping Roy as an independent non-executive director.
5. To re-elect Miss Christine Wan Chong Leung as an independent non-executive director.
6. To authorise the board of directors to fix the remuneration of the directors.
7. To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of directors to fix auditor’s remuneration.
8. To consider as ordinary business and, if thought fit, pass the following resolution as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

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- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes 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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to the holders of shares of the Company or any class of shares of the Company thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof as at that date (subject to such exclusion 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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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9. To consider as ordinary business and, if thought fit, pass the following resolution as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, and that the exercise by the directors of all the powers of the Company to purchase such shares, subject to and in accordance with all applicable laws or requirements, be and is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;
- (c) the aggregate number of shares that may be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of passing this resolution, and the authority pursuant to paragraph (a) above shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes 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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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10. To consider as ordinary business and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional upon the passing of Resolutions nos. 8 and 9 as set out in the notice convening the meeting of which this resolution forms part, the aggregate number of shares of the Company which are purchased by the Company pursuant to and in accordance with the said Resolution no. 9 shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to and in accordance with Resolution no. 8 as set out in the notice convening the meeting of which this resolution forms part.”

By Order of the Board
TK Group (Holdings) Limited
Li Pui Leung
Chairman

Hong Kong, 28 April 2022

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy must be lodged at 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 together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. For determining the entitlement to attend and vote at the AGM to be held on 30 May 2022, the register of members of the Company will be closed from 25 May 2022 to 30 May 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Branch Share Registrar, Tricor Investor Services Limited (at its address shown in Note 3 above) for registration not later than 4:30 p.m. on 24 May 2022.

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7. For determining the entitlement to the proposed final dividend upon passing of resolution no. 2 set out in this notice, the register of members of the Company will be closed from 7 June 2022 to 9 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be qualified for the proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Branch Share Registrar (at its address shown in Note 3 above) for registration not later than 4:30 p.m. on 6 June 2022.
8. Taking into account of the recent development of the pandemic caused by novel coronavirus pneumonia (COVID19), the Company will implement the following prevention and control measures at the Meeting against the pandemic to protect the shareholders of the Company from the risk of infection:
- (i) Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
 - (ii) scan the QR code of the venue using the “LeaveHomeSafe” mobile app and present a negative rapid antigen test result completed within 24 hours (the date and time should be written on the test device).
 - (iii) Every shareholder or proxy is required to wear surgical facial mask throughout the Meeting;
 - (iv) All attendees will be required to maintain a safe distance between seats; and
 - (v) No refreshment will be served.

The Company wishes to advise the Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

As at the date of this notice, the executive directors are Mr. Li Pui Leung, Mr. Yung Kin Cheung Michael, Mr. Lee Leung Yiu and Mr. Cheung Fong Wa; the independent non-executive directors are Dr. Chung Chi Ping Roy, Miss Christine Wan Chong Leung and Mr. Tsang Wah Kwong.