

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**PALINDA GROUP HOLDINGS LIMITED****百利達集團控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8179)****GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,  
EXTEND GENERAL MANDATE TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting (the“**AGM**”) of the Company to be held at 10:00 a.m. on Thursday, 27 May 2021 at Suite 306-A201, 3rd Floor, Harbour Centre, Tower 1, 1 Hok Cheung Street, Hunghom, Kowloon, Hong Kong is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for seven (7) days from the date of its posting and on the Company’s website at [www.palinda.com](http://www.palinda.com).

9 April 2021

---

# CONTENTS

---

	<i>Page</i>
<b>Characteristics of GEM</b> .....	ii
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
Repurchase Mandate .....	4
Issue Mandate .....	4
Extend general mandate to issue Shares .....	5
Re-election of retiring Directors .....	5
Proposed Refreshment of Scheme Mandate Limit for the Share Option Scheme .....	6
Annual general meeting .....	8
GEM Listing Rules Requirement .....	8
Responsibility statements .....	9
Recommendation .....	9
<b>Appendix I – Explanatory statement</b> .....	10
<b>Appendix II – Details of Directors to be re-elected</b> .....	14
<b>Notice of the AGM</b> .....	16

---

## CHARACTERISTICS OF GEM

---

GEM has been positioned as a market designed to accommodate small and mid- sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be convened and held at Suite 306-A201, 3rd Floor, Harbour Centre, Tower 1, 1 Hok Cheung Street, Hungghom, Kowloon, Hong Kong on Thursday, 27 May 2021 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Director(s)
“Company”	Palinda Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“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
“Issue Mandate”	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue of the Company as at the date of passing the relevant resolution for approving the issue mandate
“Latest Practicable Date”	1 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM

---

## DEFINITIONS

---

“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme at the AGM
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase fully paid Shares up to a maximum of 10% of the total number of Shares in issue of the Company as at the date of passing the relevant resolution for approving the repurchase mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Share Options to be granted under the Share Option Scheme, together with all options to be granted under other such schemes of the Company, which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Share Options”	the share options granted by the Company entitling the holders thereof to subscribe for new Shares pursuant to the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company adopted on 9 December 2011
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

---

## LETTER FROM THE BOARD

---



### **PALINDA GROUP HOLDINGS LIMITED**

**百利達集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8179)**

*Executive Directors:*

Ms. Huang Wei (*Chairlady*)

Mr. Dou Sheng

*Independent non-executive Directors:*

Mr. Li Lap Keung

Mr. So Yat Chuen

Dr. Wu Wing Kuen, *B.B.S.*

*Registered office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business in*

*Hong Kong:*

Unit 306-A201, 3/F.,

Harbour Centre, Tower 1,

1 Hok Cheung Street,

Hunghom, Kowloon,

Hong Kong

9 April 2021

*To the Shareholders*

Dear Sirs,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,  
EXTEND GENERAL MANDATE TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

At the forthcoming AGM, ordinary resolutions will be proposed to seek the Shareholders' approval for (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; (iv) the re-election of the retiring Directors; and (v) the Proposed Refreshment of Scheme Mandate Limit.

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate, the re-election of retiring Directors, and the Proposed Refreshment of Scheme Mandate Limit and to give you the notice of the AGM.

### **REPURCHASE MANDATE**

At the annual general meeting of the Company held on 27 May 2020, an ordinary resolution was passed by the then Shareholders granting the existing Repurchase Mandate to the Directors and the existing Repurchase Mandate will be expired at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate, i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the total number of Shares in issue as at the date of passing of such resolution.

The fresh Repurchase Mandate, if granted, shall be effective until whichever is the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **ISSUE MANDATE**

At the annual general meeting of the Company held on 27 May 2020, an ordinary resolution was passed by the then Shareholders granting the existing Issue Mandate to the Directors and the existing Issue Mandate will be expired at the conclusion of the AGM. As at the Latest Practicable Date, the existing general mandate has not been utilised.

---

## **LETTER FROM THE BOARD**

---

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise than by way of rights issue or any option scheme or similar arrangements 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 in the Company or any Shares issued as scrip dividends pursuant to the memorandum and articles of association of the Company, additional Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing of such resolution.

Based on 586,576,334 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with up to a total of 117,315,266 Shares if the fresh Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **EXTEND GENERAL MANDATE TO ISSUE SHARES**

Subject to and conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended number of Shares shall not exceed 10% of the total number of Shares in issue on the date of passing the resolution for approving the Issue Mandate.

### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 84 of the Articles of Association, Mr. Dou Sheng and Mr. So Yat Chuen shall retire from office as Directors by rotation at the AGM and, being eligible, offer themselves for re-election.



---

## LETTER FROM THE BOARD

---

Mr. So Yat Chuen as independent non-executive Director, being eligible for re-election at the AGM, has made annual confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that Mr. So Yat Chuen is independent in accordance with the independence guidelines. Also, in view of Mr. So's integrity, extensive knowledge and experience, the Company recommends Mr. So Yat Chuen to be re-elected as independent non-executive Director at the AGM.

The Company also recommends Mr. Dou Sheng to be re-elected as executive Director at the AGM.

Details relating to the retiring Directors who offer themselves for re-election are set out in Appendix II to this circular.

### **PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT FOR THE SHARE OPTION SCHEME**

Pursuant to the GEM Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all Share Options to be granted under the Share Option Scheme and any other schemes of the Company must not exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. Subject to prior Shareholders' approval, the Company may refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval.

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed by the Shareholders on 9 December 2011. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

The Scheme Mandate Limit has been previously refreshed since the adoption of the Share Option Scheme. The existing Scheme Mandate Limit was refreshed at the annual general meeting of the Company held on 27 May 2020. Under the existing Scheme Mandate Limit, the Company may grant Share Options up to a total of 53,325,120 Shares, representing 10% of the total number of Shares in issue of the Company as at the date of such refreshment. Since the refreshment of the Share Option Scheme, the Company has granted a total of 53,325,120 Share Options. Since the adoption of the Share Option Scheme and as at the Latest Practicable Date, all Share Options were exercised and no Share Options were outstanding, lapsed or cancelled.

As at the Latest Practicable Date, the existing Scheme Mandate Limit has been fully utilized and if the Scheme Mandate Limit is not refreshed, the Board cannot grant further Share Options as at the Latest Practicable Date, under the existing Scheme Mandate Limit.

---

## LETTER FROM THE BOARD

---

### **Refreshment of the Scheme Mandate Limit**

On the basis of 586,576,334 Shares being in issue as at the Latest Practicable Date and assuming that no further Shares are issued prior to the AGM, the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the Scheme Mandate Limit so refreshed is 58,657,633 Shares, representing approximately 10% of the Shares in issue as at the AGM date.

The Board considers that it is in the interests of the Company and the Shareholders as a whole to grant the refreshment of the Scheme Mandate Limit so as to provide the Company with greater flexibility in granting Share Options to eligible participants of the Company under the Share Option Scheme as an incentives to recognise their past contributions and to encourage the eligible participants to achieve long term performance targets set by the Group and at the same time allows the eligible participants to enjoy the results of the Company attained through their efforts and contribution. The Board therefore seeks the approval of the Shareholders by passing of an ordinary resolution for the grant of the Proposed Refreshment at the AGM.

Notwithstanding the foregoing, pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time must not in aggregate exceed 30% of the Shares in issue from time to time. No Share Options shall be granted under any share option scheme of the Company if this will result in the 30% limit being exceeded.

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit such that the total number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme shall not exceed 10% of the total number of the Shares in issue as at the date of passing the relevant resolution at the AGM. In this connection, any Share Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

---

## LETTER FROM THE BOARD

---

### Conditions of the Proposed Refreshment

The Proposed Refreshment is conditional upon:

1. the passing of an ordinary resolution by the Shareholders at the AGM to approve the Proposed Refreshment; and
2. the Stock Exchange granting approval for the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of the subscription rights attaching to the Share Options which may be granted under the refreshed limit of the Share Option Scheme, up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of the Share Options that may be granted under the Share Option Scheme subject to the refreshed Scheme Mandate Limit.

### ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the meeting or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### GEM LISTING RULES REQUIREMENT

Pursuant to rule 23.03(4) of the GEM Listing Rules, the total number of securities issued and to be issued upon exercise of the Share Options granted to any participant under the Share Option Scheme (including both exercised and outstanding Share Options) in any 12-month period must not exceed 1% of the relevant class of securities of the Company (or the subsidiary) in issue unless approved by the Shareholders.

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, no participant had been granted with Share Options which exceeds 1% of the total number of Shares in issue in the 12-month period up to and including the respective date of grant. As such, the Company has complied with Rule 23.03(4) of the GEM Listing Rules. If any further grant of Share Options to a participant would result in the securities issued and to be issued upon exercise of all Share Options granted and to be granted to such person (including exercised, cancelled and outstanding Share Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of securities in issue, the Company shall comply with the GEM Listing Rules and seek for Shareholders' approval in a general meeting of the Company.

According to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

### RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors believe that the granting of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the Proposed Refreshment of Scheme Mandate are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM on pages 16 to 20 of this circular.

Yours faithfully  
For and on behalf of the Board of  
**Palinda Group Holdings Limited**  
**Huang Wei**  
*Chairlady and executive Director*

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

### **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 586,576,334 fully paid Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 58,657,633 Shares, representing 10% of the issued Shares as at the Latest Practicable Date, during the period ending on the earliest of (i) the date of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands, or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **3. REASONS FOR THE REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

#### 4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company and the GEM Listing Rules for such purpose.

#### 5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2020, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

#### 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2020</b>		
April	0.172	0.165
May	0.150	0.130
June	0.145	0.106
July	0.125	0.108
August	0.112	0.105
September	0.108	0.062
October	0.325	0.070
November	0.255	0.183
December	0.249	0.183
<b>2021</b>		
January	0.395	0.158
February	0.405	0.240
March	0.270	0.198

**7. DIRECTORS AND THEIR ASSOCIATES**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

**8. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

**9. EFFECT OF TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholder, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares in issue and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the percentage interest in the Shares:

Substantial shareholders	Capacity/ nature of interest	Number of Shares held	Approximate percentage of total issued shares of the Company	Approximate percentage of total issued shares of the Company if Repurchase Mandate is exercised in full
Huang Wei	Beneficial owner	63,835,200	10.88%	12.10%

*Note:*

- As at the Latest Practicable Date, the total number of the issued shares of the Company was 586,576,334.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in above percentage of interest in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as to result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

#### **10. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.



*The following are the details of Mr. Dou Sheng and Mr. So Yat Chuen who will retire, and being eligible, offer himself for re-election at the AGM pursuant to article 84 of the Articles of Association.*

**Mr. Dou Sheng** (竇勝先生), aged 41, was appointed as an executive Director on 24 October 2019. He obtained a Bachelor degree in Material Science and Engineering from the Henan University of Science and Technology\* (河南科技大學) in 2002. He has over 10 years of experience in sales distribution and marketing in China. He is also a director of certain subsidiaries of the Group and is responsible for business development, marketing and technical operations of the Group.

Mr. Dou Sheng, the executive Director, has entered into a service agreement with the Company for a term of three years with effect from the date of appointment 24 October 2019. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless either party has given at least three month's written notice of non-renewal before the expiry of the then existing term. Subject to the consent of both parties, the term of appointment may be renewed automatically for one year on expiry of the initial term and for successive terms of one year each commencing on expiry of the then current term. The appointment is also subject to the retirement by rotation and re-election at general meeting of the Company in accordance with the Articles of Association. Mr. Dou is entitled to an annual director's fee of HK\$186,000 without any discretionary bonus, which is determined after arm's length negotiation between Mr. Dou and the Company with reference to his duties, responsibilities and the prevailing market conditions. Such fee has been approved by the Board and the Remuneration Committee and will be reviewed by the Board and the Remuneration Committee on an annual basis.

Save as disclosed above, Mr. Dou did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date. Mr. Dou is also a director of certain subsidiaries of the Group. Save as disclosed above, Mr. Dou is not connected with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Dou.

**Mr. So Yat Chuen** (蘇溢泉先生), aged 52, was appointed an independent non-executive Director on 22 February 2019. He is also the chairman of the Nomination Committee and Remuneration Committee and a member of the Audit Committee. Mr. So is a solicitor of the High Court of the Hong Kong Special Administrative Region and has over 22 years of experience in legal sector. Mr. So is currently one of the chairmen of the Appeal Tribunal Panel (Buildings) (section 45 of the Building Ordinance (Cap. 123 of the Laws of Hong Kong)) and his appointment is for the period from 1 December 2018 to 30 November 2021. Mr. So obtained a Bachelor of Laws degree from Peking University, a Post-graduate Diploma in English and Hong Kong Law from Manchester Metropolitan University in 2001 and a Master of Laws degree from the University of Greenwich in 2016.

Mr. So was appointed by way of a letter of appointment with an initial term of one year and the appointment can be terminated by either the Company or Mr. So giving to the other party not less than one month's prior written notice. The Company and Mr. So shall discuss whether to renew the term of appointment prior to the expiration of the relevant term of appointment. If either party disagrees with the renewal of the term of appointment, such party shall notify the other party in writing at least two months prior to the expiration of the relevant term of appointment. Subject to the consent of both parties, the term of appointment may be renewed automatically for one year on expiry of the initial term and for successive terms of one year each commencing on expiry of the then current term. The appointment is also subject to the retirement by rotation and re-election at general meeting of the Company in accordance with the Articles of Association. Mr. So is entitled to an annual director's fee of HK\$120,000 without any discretionary bonus, which is determined after arm's length negotiation between Mr. So and the Company with reference to his duties, responsibilities and the prevailing market conditions. Such fee has been approved by the Board and the Remuneration Committee and will be reviewed by the Board and the Remuneration Committee on an annual basis.

Save as disclosed above, Mr. So did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date and Mr. So does not hold any other position with the Company or any of its subsidiaries. Save as disclosed above, Mr. So is not connected with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. So.

---

## NOTICE OF THE AGM

---



### **PALINDA GROUP HOLDINGS LIMITED**

**百利達集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8179)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“**AGM**”) of Palinda Group Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 27 May 2021 at Suite 306-A201, 3rd Floor, Harbour Centre, Tower 1, 1 Hok Cheung Street, Hung Hom, Kowloon, Hong Kong to transact the following ordinary businesses:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors (“**Directors**”) and auditor of the Company for the year ended 31 December 2020;
2. (a) to re-elect the following retiring Directors:
  - (i) Mr. Dou Sheng as an executive Director; and
  - (ii) Mr. So Yat Chuen as an independent non-executive Director;
- (b) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint the Company’s auditor and to authorise the Board to fix its remuneration;

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

#### **ORDINARY RESOLUTIONS**

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 unissued shares of the Company (“**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

---

## NOTICE OF THE AGM

---

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association (“**Articles of Association**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands (the “**Companies Law**”), or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution,

---

## NOTICE OF THE AGM

---

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 by the Articles of Association, the Companies Law, any other applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

---

## NOTICE OF THE AGM

---

6. “**THAT** conditional upon ordinary resolutions no. 4 and 5 above being passed, the total number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in ordinary resolution no. 5 above shall be added to the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the authority granted under ordinary resolution no. 4 above.”
7. “**THAT** subject to and conditional upon the granting by the Stock Exchange the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of option to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme of the Company adopted on 9 December 2011, which entitles the Directors to grant share options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,
- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable as they consider necessary or expedient to give effect to the foregoing arrangement.”

Yours faithfully  
For and on behalf of the Board of  
**Palinda Group Holdings Limited**  
**Huang Wei**  
*Chairlady and executive Director*

Hong Kong, 9 April 2021

*Registered office:*  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business in  
Hong Kong:*  
Unit 306-A201, 3/F.,  
Harbour Centre, Tower 1,  
1 Hok Cheung Street,  
Hunghom, Kowloon,  
Hong Kong

---

## NOTICE OF THE AGM

---

*Notes:*

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged, at the office of the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the annual general meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
5. For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 21 May 2021 to Thursday, 27 May 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 20 May 2021.
6. As at the date of this notice, the Board comprises Ms. Huang Wei and Mr. Dou Sheng as executive Directors, and Mr. Li Lap Keung, Mr. So Yat Chuen and Dr. Wu Wing Kuen, *B.B.S.* as independent non-executive Directors.
7. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at [www.palinda.com](http://www.palinda.com) and on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) to notify Shareholders of the date, time and venue of the rescheduled meeting.