THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, 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 Ngai Hing Hong Company Limited (the "Company"), you should at once hand this circular with 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.

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NGAI HING HONG COMPANY LIMITED

毅興行有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 1047)

GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RETIREMENT AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Notice of the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 22nd November 2018 at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event no later than 48 hours before the time of the annual general meeting or any adjournment thereof to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* For identification purpose only

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Accompanying: Form of proxy to the annual general meeting

DEFINITIONS

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

"AGM Notice" the notice for convening the Annual General Meeting set out

on pages 15 to 19 in this circular

"Annual General Meeting" the annual general meeting of the Company convened to be

held at 10:00 a.m. on Thursday, 22nd November 2018 at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway,

Hong Kong

"Board" the board of Directors

"Bye-Laws" the bye-laws of the Company, as amended from time to time,

and a "Bye-Law" shall mean a bye-law of the Bye-Laws

"CG Code" Corporate Governance Code as set out in Appendix 14 of the

Listing Rules

"Company" Ngai Hing Hong Company Limited, an exempted company

incorporated in Bermuda with limited liability, the Shares of

which are listed on the Stock Exchange

"Director(s)" 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

"INED(s)" the independent non-executive Director(s) of the Company

"Issue Mandate" a general mandate to the Directors to exercise the power of

the Company to allot, issue or otherwise deal with Shares not exceeding 20% of the existing Shares in issue as at the date of passing the relevant resolution at the Annual General

Meeting

"Latest Practicable Date" 11th October 2018, being the latest practicable date prior to

the printing of this circular for ascertaining certain

information in this circular

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange

DEFINITIONS

"Repurchase Mandate" a general mandate to the Directors to exercise the power of

the Company to repurchase Shares not exceeding 10% of the existing Shares in issue as at the date of passing the relevant

resolution at the Annual General Meeting

"SF Ordinance" the Securities and Futures Ordinance (Chapter 571 of the

Laws of Hong Kong)

"Share(s)" ordinary share(s) of HK\$0.10 each in the capital of the

Company

"Shareholder(s)" or "Member(s)" holder(s) of Share(s)

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Takeovers Code" The Codes on Takeovers and Mergers and Share Repurchases

"%" per cent



NGAI HING HONG COMPANY LIMITED

毅興行有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 1047)

Executive Directors:

Mr. Hui Sai Chung (Chairman)

Mr. Hui Kwok Kwong

(Deputy Chairman and Managing Director)

Dr. Wong Chi Ying, Anthony (Vice Chairman)

Madam Liu Sau Lai

Mr. Ng Chi Ming

Mr. Hui Yan Kuen

Independent Non-executive Directors:

Mr. Ho Wai Chi, Paul

Mr. Chan Dit Lung

Mr. Ching Yu Lung

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Head office and principal place of business in Hong Kong:

Unit 3, 6th Floor

Hopeful Factory Centre

10 Wo Shing Street

Fo Tan, New Territories

Hong Kong

19th October 2018

To the Shareholders and, for information only, holders of Share options of the Company

Dear Sir/Madam,

GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RETIREMENT AND RE-ELECTION OF DIRECTORS AND

NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions on the grant of the Issue Mandate and the Repurchase Mandate, extension of general mandate to issue Shares and re-election of Directors.

^{*} For identification purpose only

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is also prepared for such purpose.

2. GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE AND EXTENSION OF ISSUE MANDATE

At the annual general meeting of the Company held on 23rd November 2017, the Directors were granted an issue mandate to allot, issue and deal with Shares in the capital of the Company and a repurchase mandate to repurchase Shares on the Stock Exchange. These general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to exercise the power of the Company 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 the relevant resolution; (ii) to exercise the power of the Company to repurchase issued and fully paid Shares on the Stock Exchange not exceeding 10% of the aggregate number of the issued Shares at the date of the passing of the relevant resolution; (iii) to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares as mentioned in paragraph (i) above by the amount representing the aggregate number of the Shares repurchased by the Company under the Repurchase Mandate.

The Repurchase Mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of (a) the date of the next annual general meeting; (b) the date by which the next annual general meeting of the Company is required to be held by law or by its Bye-Laws; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the issued share capital of the Company comprised 369,200,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date to the date of passing the relevant resolutions, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 73,840,000 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 36,920,000 Shares on the date of passing the relevant resolutions.

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek approval of the Shareholders for the grant of the Issue Mandate and the Repurchase Mandate. The Directors have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be issued upon the exercise of any options granted under the share option schemes of the Company.

The explanatory statement required by the Listing Rules to be included in this circular concerning the Repurchase Mandate is set out in Appendix I to this circular.

3. RETIREMENT AND RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 87, Mr. Hui Kwok Kwong, Dr. Wong Chi Ying, Anthony, Mr. Ng Chi Ming and Mr. Ho Wai Chi, Paul will retire from office as Directors by rotation. Dr. Wong Chi Ying, Anthony has notified the Board that he would not offer himself for re-election at the Annual General Meeting, and according, will retire as an Executive Director in accordance with Bye-Law 87 at the conclusion of the Annual General Meeting. Save for Dr. Wong Chi Ying, Anthony, the other three retiring Directors, Mr. Hui Kwok Kwong, Mr. Ng Chi Ming and Mr. Ho Wai Chi, Paul are eligible and will offer themselves for re-election as Directors at the Annual General Meeting.

Retirement of INED who has served for more than nine years

Mr. Ho Wai Chi, Paul ("Mr. Ho") was appointed to be an INED on 1st April 2003. Therefore, Mr. Ho has accordingly served the Company for more than nine years as at the Latest Practicable Date. In order to comply with the code provision A.4.3 of the CG Code, a separate resolution will be set out for Shareholders to approve the further appointment of Mr. Ho as an INED at the Annual General Meeting.

The Board recognises that length of service may have an impact on the independence of an INED and has therefore kept Mr. Ho's position under careful review. The Board believes that Mr. Ho is still independent as he, being (1) an associate member of the Institute of Chartered Accountants of England and Wales, (2) a fellow member of the Hong Kong Institute of Certified Public Accountants and (3) a practicing Certified Public Accountant in Hong Kong of long standing, is fully aware of the requirement of independence and impartiality in performing his duties in his capacity as an INED. The Board is of the view that Mr. Ho should be re-elected as an INED on the basis of Mr. Ho's past contribution and performance such as (1) providing valuable recommendations to improve the management and performance of the Company in various aspects, (2) expressing independent views from the perspective of the minority Shareholders, and (3) in his capacity as the chairman of the audit committee, the remuneration committee, the nomination committee and the corporate governance committee of the Company, together with the fact that Mr. Ho is familiar with the operations and the business environments of the Company.

Biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. ACTIONS TO BE TAKEN

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate;
- (b) the grant of the Repurchase Mandate;
- (c) the extension of the Issue Mandate; and
- (d) the re-election of Directors.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the Annual General Meeting or any adjournment thereof to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

5. VOTING 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 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. Accordingly all resolutions to be proposed at the Annual General Meeting shall be voted by poll.

6. RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions as set out in the AGM Notice on pages 15 to 19 of this circular.

7. RESPONSIBILITY STATEMENT

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

8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Ngai Hing Hong Company Limited
Hui Sai Chung
Chairman

APPENDIX I — EXPLANATORY STATEMENT

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

Listing Rules relating to the repurchase of securities

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below. The Company is empowered by its memorandum of association and the Bye-Laws to repurchase its own securities.

Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 369,200,000 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 36,920,000 Shares.

Reasons for repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

Funding of repurchases

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with its position as at 30th June 2018. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Group, which in the opinion of the Directors, are from time to time appropriate for the Group.

APPENDIX I — EXPLANATORY STATEMENT

Share prices

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

| | Highest | Lowest |
|---|---------|--------|
| | HK\$ | HK\$ |
| | | |
| 2017 | | |
| October | 0.830 | 0.750 |
| November | 0.830 | 0.750 |
| December | 0.830 | 0.760 |
| 2018 | | |
| January | 0.950 | 0.810 |
| February | 0.900 | 0.810 |
| March | 0.850 | 0.790 |
| April | 0.900 | 0.740 |
| May | 0.880 | 0.800 |
| June | 0.880 | 0.780 |
| July | 0.850 | 0.740 |
| August | 0.830 | 0.800 |
| September | 0.760 | 0.650 |
| October (Up to the Latest Practicable Date) | 0.670 | 0.580 |

Disclosure of interests and minimum public holding

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any Shares if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of Bermuda and the regulations set out in the memorandum of association of the Company and the Bye-Laws.

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 increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

APPENDIX I — EXPLANATORY STATEMENT

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, each of (1) Mr. Hui Sai Chung; and (2) Mr. Hui Kwok Kwong were interested in approximately 59.31% and 59.22% of the then issued share capital of the Company. Each of Mr. Hui Sai Chung and Mr. Hui Kwok Kwong holds 45.10% interest in Good Benefit Limited, a company which holds approximately 53.28% of the issued capital of the Company. Mr. Hui Sai Chung and Mr. Hui Kwok Kwong are deemed to be holding 53.28% interest in the Company indirectly through Good Benefit Limited under the SF Ordinance. On the basis that 369,200,000 Shares were in issue as at the Latest Practicable Date and assuming no further issue nor repurchase of Shares prior to the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the percentage interests in the capital of the Company held by each of (1) Mr. Hui Sai Chung; and (2) Mr. Hui Kwok Kwong would increase to approximately 65.90% and 65.80% respectively of the issued share capital of the Company.

On the basis of the current percentage interests in the Company of such persons, an exercise of the Repurchase Mandate in full will not result in any of such persons becoming obliged to make a mandatory offer under the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that it will result in less than 25% of the Shares being held by the public.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any securities of the Company nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

Securities repurchase made by the Company

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

APPENDIX II — BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The biographical details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out below:

Executive Directors

Mr. Hui Kwok Kwong ("Mr. Hui")

Mr. Hui, aged 69, is a co-founder of the Group. He is responsible for the overall operations and administration of the Group. He has more than 48 years of experience in the plastics industry and he was awarded the Associateship (Plastic Industry) by The Professional Validation Council of Hong Kong Industries. He is also the director of Ngai Hing (International) Company Limited, Ngai Hing Plastic Materials Limited, Hong Kong Colour Technology Limited, NHH Coltec Limited, Ngai Hing Engineering Plastic (Hong Kong) Limited, Dongguan Ngai Hing Plastic Materials Ltd, Shanghai Ngai Hing Plastic Materials Company Limited, Tsing Tao Ngai Hing Plastic Materials Company Limited, Ngai Hing Engineering Plastic (Shanghai) Company Limited, Multi Well Limited, (B.V.I.) Safeway Development Company Limited, Extrabest Holdings Limited, Xiamen Ngai Hing Hong Plastic Materials Company Limited, Ngai Hing Hong Plastic Materials (Hong Kong) Limited, NHH Biodegradable Plastics Company Limited, Ngai Hing Engineering Plastic (Dongguan) Company Limited and Ngai Hing Engineering Plastic Materials (Shanghai) Company Limited, all of which are subsidiaries of the Group.

Mr. Hui has entered into a service contract with the Company for a term of shorter than three years commencing on 1st April 2018. The emoluments of Mr. Hui were determined by reference to his duties and responsibilities, individual performances, the financial results of the Group, and the prevailing market benchmark. The emoluments (including director's fee and bonus payment) of Mr. Hui for the year ended 30th June 2018 is HK\$4,066,090. For the financial year ending 30th June 2019, Mr. Hui will be entitled to a remuneration of approximately HK\$4,066,090 per annum and discretionary bonus as may be decided by the Board having regard to the Group's performance and profitability. Mr. Hui is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws which requires one third of the Directors to retire from office by rotation and be eligible for re-election.

Mr. Ng Chi Ming ("Mr. Ng")

Mr. Ng, aged 53, is the Technology Development Director of Greater China Department, Operations Director of Colorants Business of the Group and General Manager (Acting) of Tsing Tao Ngai Hing Trading Company Limited. He is responsible for developing of plastics colouration, compounding technology and key accounts in the Greater China market. He holds a Higher Diploma in Textile Chemistry from the Hong Kong Polytechnic (The Hong Kong Polytechnic University's predecessor). He also holds a Master of Engineering Management degree from the University of Technology, Sydney. He joined the Group in 1988 and left in 1995. He re-joined the Group in early 1998 and has over 29 years' experience in plastic colouration and plastic injection moulding techniques.

Mr. Ng has entered into a service contract with the Company for a term of shorter than three years commencing on 1st April 2018. The emoluments of Mr. Ng were determined by reference to his duties and responsibilities, individual performances, the financial results of the Group, and the prevailing market benchmark. The emoluments (including director's fee and bonus payment) of Mr. Ng for the year ended 30th June 2018 is HK\$1,836,210. For the financial year ending 30th June 2019, Mr. Ng will be entitled to a remuneration of approximately HK\$1,836,210 per annum and discretionary bonus as may be decided by the Board having regard to the Group's performance and profitability. Mr. Ng is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws which requires one third of the Directors to retire from office by rotation and be eligible for re-election.

Independent Non-executive Director

Mr. Ho Wai Chi, Paul ("Mr. Ho")

Mr. Ho, aged 67, is the managing partner of Paul W.C. Ho & Company, Certified Public Accountants (Practising). He holds a Bachelor degree in Social Sciences and is an associate member of the Institute of Chartered Accountants in England and Wales, United Kingdom and a fellow member of the Hong Kong Institute of Certified Public Accountants. He also holds directorships as independent non-executive director of companies listed on the Main Board of the Stock Exchange which include China Star Entertainment Limited.

Pursuant to an appointment letter entered into between Mr. Ho and the Company, Mr. Ho was appointed as an INED for a term of three years from 1st July 2017. The emoluments of Mr. Ho were determined by reference to his duties and responsibilities, individual performances, the financial results of the Group, and the prevailing market benchmark. The emoluments (including director's fee and bonus payment) of Mr. Ho for the year ended 30th June 2018 is HK\$250,000. For the financial year ending 30th June 2019, Mr. Ho will be entitled to a remuneration of approximately HK\$250,000 per annum. Mr. Ho is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws which requires one third of the Directors to retire from office by rotation and be eligible for re-election.

Interests in Shares und underlying Shares

As at the Latest Practicable Date, the interests in the Shares (within Part XV of the SF Ordinance) of Mr. Hui Kwok Kwong were as follows:

| | | | | Number of | |
|------------------|-------------------|----------------|-------------|----------------|--|
| | | | | Shares | |
| | | | | convertible | |
| | | | | by unlisted | |
| | I | Number of Shar | es | share options | |
| | beneficially held | | (physically | | |
| | Personal | Corporate | Other | settled equity | |
| Name of Director | interests | interests | interests | derivatives) | |

Mr. Hui Kwok Kwong Long positions 19,850,400 198,803,500(a) — — —

APPENDIX II — BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Notes:

- (a) 196,721,500 of these Shares are held by Good Benefit Limited ("Good Benefit"), a company in which Evergrow Company Limited ("Evergrow") holds a 45.10% interest (Note (b)). In addition, 2,082,000 of these Shares are held by Evergrow directly.
 - 50,000 ordinary shares of one Canadian dollar each in Evergrow are held by Mr. Hui Kwok Kwong. Mr. Hui Kwok Kwong further owns 30,823 class A non-convertible redeemable preferred share of no par value in Evergrow.
- (b) The beneficial interests of the Directors in the share capital of Good Benefit, which held 196,721,500 shares of the Company as at the Latest Practicable Date, are as follows:

| Name of Directors | Number of shares | Percentage of holding |
|--------------------|------------------|-----------------------|
| Mr. Hui Sai Chung | 4,510 | 45.10% |
| Mr. Hui Kwok Kwong | 4,510 | 45.10% |
| Madam Liu Sau Lai | 80 | 0.80% |
| Others | 900 | 9.00% |
| | 10,000 | 100.00% |

Mr. Ng and Mr. Ho did not have any interests in the Shares within the meaning of Part XV of the SF Ordinance.

Save as disclosed above, Mr. Hui, Mr. Ng and Mr. Ho have not held any other positions or directorships in any members of the Group, nor have any previous experience including other directorships held in listed companies in the last three years, except that Mr. Ho is an independent non-executive director of China Star Entertainment Limited.

Mr. Hui, Mr. Ng and Mr. Ho are not connected with and have no relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. There is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (w) of the Listing Rules for Mr. Hui, Mr. Ng and Mr. Ho and there is no other matters that need to be brought to the attention of the Shareholders.



NGAI HING HONG COMPANY LIMITED

毅興行有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 1047)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ngai Hing Hong Company Limited (the "Company") will be held at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong, on Thursday, 22nd November 2018 at 10:00 a.m. for the following purposes:

- 1. To receive and approve the audited consolidated financial statements, the report of the directors of the Company (the "Directors", each a "Director") and the report of the independent auditor of the Company for the year ended 30th June 2018;
- 2. To declare a final dividend for the year ended 30th June 2018;
- 3. A. To re-elect the following retiring Directors;
 - (i) Mr. Hui Kwok Kwong as an executive Director;
 - (ii) Mr. Ng Chi Ming as an executive Director; and
 - (iii) Mr. Ho Wai Chi, Paul as an independent non-executive Director.
 - B. To authorise the board of Directors (the "Board") to fix the Directors' remuneration and any committee of the Board.
- 4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration;
- 5. As special business, to consider and, if thought fit, pass with or without amendments, the following ordinary resolutions:

A. "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 allot, issue and deal with additional shares in the capital of the Company (the "Shares") and to make and grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

^{*} For identification purpose only

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such power during or after the end of the Relevant Period;
- (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 rights of subscription under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase Shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company, shall not exceed 20 per cent. of the aggregate number of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; 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 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 bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under 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 holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory)."

B. "THAT:

(a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on the Stock Exchange, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares to be repurchased 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 Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) 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 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 bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."
- C. "THAT conditional upon resolution no. 5B above being passed, the aggregate number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 5B above 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 resolution no. 5A above, provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing this resolution."

By Order of the Board

Ngai Hing Hong Company Limited

Chan Ka Ho

Company Secretary

Hong Kong, 19th October 2018

Head office and principal place of business in Hong Kong:
Unit 3, 6th Floor
Hopeful Factory Centre
10 Wo Shing Street
Fo Tan, Shatin
New Territories
Hong Kong

Notes:

- 1. A member of the Company is entitled to attend and vote at the meeting convened by the above notice (or any adjournment thereof) (the "Meeting") and one holding more than two Shares is entitled to appoint one or more than one proxy(ies) to attend and vote in his stead. A proxy need not be a member of the Company.
- 2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- 3. In order to be valid, a form of proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, 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 for holding the Meeting or adjourned meeting. Completion and the return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person in the Meeting should they so wish.
- 4. The register of members of the Company will be closed from Monday, 19th November 2018 to Thursday, 22nd November 2018 (both dates inclusive) during which period no transfer of shares will be registered for determining the shareholders of the Company who are entitled to attend and vote at the Meeting. In order to be eligible to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, 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 Friday, 16th November 2018.
- 5. The register of members of the Company will be closed from Thursday, 29th November 2018 to Monday, 3rd December 2018 (both dates inclusive) during which period no transfer of shares will be registered for determining the shareholders of the Company who are entitled to the proposed final dividend for the year ended 30th June 2018. In order to qualify for the proposed final dividend for the year ended 30th June 2018, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, 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 Wednesday, 28th November 2018.

6. If a typhoon signal no. 8 or above is hoisted, or a "black" rainstorm warning is in effect 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 websites of the Company at http://www.nhh.com.hk and the Stock Exchange at http://www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled Meeting.

As at the date of this notice, the Board comprises of six executive Directors, namely Mr. Hui Sai Chung, Mr. Hui Kwok Kwong, Dr. Wong Chi Ying, Anthony, Madam Liu Sau Lai, Mr. Ng Chi Ming and Mr. Hui Yan Kuen and three independent non-executive Directors, namely Mr. Ho Wai Chi, Paul, Mr. Chan Dit Lung and Mr. Ching Yu Lung.