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

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional adviser.

**If you have sold or transferred** all your shares in Kwong Luen Engineering Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Kwong Luen Engineering Holdings Limited**

**廣聯工程控股有限公司**

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

**(Stock Code: 1413)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on 11 August 2023, at 2:30 p.m. is set out on pages 15 to 19 of this circular. Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Ltd., at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the AGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the AGM (or any adjournment of such meeting) and voting in person should you so wish.

14 July 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on 11 August 2023 at 2:30 p.m., or, where the context so admits, any adjournment of such annual general meeting
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”	Kwong Luen Engineering Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning as defined in the Listing Rules
“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”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	30 June 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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# **Kwong Luen Engineering Holdings Limited** **廣聯工程控股有限公司**

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

**(Stock Code: 1413)**

*Executive Directors:*

Mr. Yip Kwong Cheung

*(Chairman and Chief Executive Officer)*

Ms. Kwan Chui Ling

Mr. Lin Rida

Mr. Bu Lei

*Registered office:*

71 Fort Street, PO Box 500

George Town, Grand Cayman

KY1-1106

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Units 2909–10, 29/F, The Octagon

6 Sha Tsui Road, Tsuen Wan

New Territories

Hong Kong

14 July 2023

*Independent Non-executive Directors:*

Ms. Cheng Shing Yan

Mr. Wong Yiu Kit Ernest

Mr. Tang Sher Kin

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### **INTRODUCTION**

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of general mandates to the Directors to issue Shares and buy back Shares; (ii) the re-election of Directors; and (iii) the re-appointment of the auditors of the Company.

### **GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES**

Pursuant to the resolutions of the Shareholders passed on 26 August 2022, the Directors were granted general mandates to issue new Shares and to buy back existing Shares. Unless otherwise renewed, such general mandates will lapse at the conclusion of the AGM.

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## LETTER FROM THE BOARD

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At the AGM, separate ordinary resolutions will be proposed relating to the following general mandates:

- (i) authorising the Directors to allot, issue and otherwise deal with additional Shares (not exceeding 20% of the aggregate number of Shares in issue as at the date of passing the resolution);
- (ii) authorising the Directors to buy-back Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing the resolution; and
- (iii) authorising the addition to the mandate to issue new Shares (referred to in (i) above) of those Shares bought-back by the Company pursuant to the buy-back mandate (referred to in (ii) above).

As at the Latest Practicable Date, the issued Shares comprised 1,000,000,000 Shares. Assuming that there is no variation to the issued Shares during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to issue new Shares (referred to in (i) above), the maximum number of Shares which may be issued pursuant to the mandate would be 200,000,000 Shares, not taking into account any additional new Shares which may be issued pursuant to the mandate referred to in (iii) above. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution to approve the buy-back by the Company of its Shares. This explanatory statement is set out in Appendix I to this circular.

The general mandates to issue new Shares and to buy back Shares, if granted at the AGM, will remain in effect until 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 law or the Articles of Association to be held; 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.

### RE-ELECTION OF THE DIRECTORS

As at the date of this circular, there were four executive Directors, namely Mr. Yip Kwong Cheung, Ms. Kwan Chui Ling, Mr. Lin Rida and Mr. Bu Lei and three independent non-executive Directors, namely Ms. Cheng Shing Yan, Mr. Wong Yiu Kit Ernest and Mr. Tang Sher Kin.

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## LETTER FROM THE BOARD

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Pursuant to Article 108 of the Articles of Association, Mr. Lin Rida, Mr. Bu Lei and Mr. Tang Sher Kin shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election.

The nomination was made in accordance with the nomination policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the board diversity policy of the Company.

The Nomination Committee has considered Mr. Lin Rida, Mr. Bu Lei and Mr. Tang Sher Kin's working experiences, working profiles, qualification and other factors as set out in Appendix II to this circular. Having duly considered their qualifications, skills, experience, age, culture, ethnicity, gender, past contributions and all other relevant factors, the Nomination Committee is of the view that they continue to be suitable candidates to serve on the Board. The Board believed that their re-election as the Directors would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board endorsed the recommendations of the Nomination Committee and recommended Mr. Lin Rida, Mr. Bu Lei and Mr. Tang Sher Kin, the retiring Directors, to stand for re-election as Directors at the AGM.

Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

### **RE-APPOINTMENT OF THE AUDITORS**

Grant Thornton Hong Kong Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine entitlement of Shareholders to the right to attend and vote at the AGM (or any adjournment thereof), the register of members of the Company will be closed from 8 August 2023 to 11 August 2023, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Ltd., at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on 7 August 2023.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary and special resolutions will be proposed, *inter alia*, the grant of the general mandates to issue and buy-back Shares, the re-election of Directors and the re-appointment of auditors of the Company are set out on pages 15 to 19 of this circular.

A proxy form for the AGM is enclosed herewith. Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Ltd., at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the AGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the AGM (or any adjournment of such meeting) and voting in person should you so wish.

### VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, all resolutions set out in the AGM Notice will be vote on by poll at the AGM. Article 79 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder. An announcement on the poll vote results will be made by the Company after the AGM.

### 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.

### RECOMMENDATION

The Directors consider that the ordinary and special resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.



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## LETTER FROM THE BOARD

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### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**Kwong Luen Engineering Holdings Limited**  
**Yip Kwong Cheung**  
*Chairman and Executive Director*

*The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the general mandate for buy-backs of Shares to be proposed at the AGM.*

## **1. STOCK EXCHANGE RULES FOR SHARES BUY-BACK**

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed share buy-backs by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval of a particular transaction. Such authority may only continue in force during the period from the passing of the resolution until the earliest of: (i) the conclusion of the next annual general meeting of the company; (ii) the expiry of the period within which the next annual general meeting of the company is required by law to be held; and (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 1,000,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions granting to the Director a general mandate to buy back Shares up to an aggregate number of Shares not exceeding 10% of the number of issued Shares at the date of the passing of the relevant resolution (the “**Buy-back Mandate**”) and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to buy back Shares up to a limit of 100,000,000 Shares. The Shares bought back by the Company shall, subject to applicable law, be automatically cancelled upon such buy-back.

## **3. REASONS FOR BUY-BACK**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs 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 buy-backs will benefit the Company and its Shareholders.

#### **4. FUNDING AND EFFECT OF BUY-BACKS**

The Company is empowered by the Articles of Association to buy back its Shares. In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association, the Companies Act and all other applicable laws, rules and regulations, as the case may be.

Under the Listing Rules, a listed company may not buy back its own shares listed on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

In accordance with the Companies Act, the Memorandum of Association and the Articles of Association, Shares may only be bought back out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase or, subject to a statutory test of solvency, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are bought back or, subject to the statutory test of solvency, out of capital. Under the Companies Act, the Shares so bought back will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 March 2023 in the event that the buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association and the applicable laws of the Cayman Islands.

#### **6. TAKEOVER CODE CONSEQUENCE**

If as a result of a share buy-back a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, 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.

As at the Latest Practicable Date, Kwong Luen Prosperity Limited (“**Kwong Luen Prosperity**”) held 516,820,000 Shares, representing 51.68% of the aggregate number of Shares in issue. Kwong Luen Prosperity is wholly and beneficially owned as to 50% and 50% by Mr. Yip Kwong Cheung and Ms. Kwan Chui Ling, respectively, both being an executive Director. Therefore, Mr. Yip Kwong Cheung and Ms. Kwan Chui Ling are deemed, or taken to be, interested in all the Shares held by Kwong Luen Prosperity for the purposes of the SFO. Based on such interests, in the event that the Directors exercised in full the power to buy back Shares which is proposed to be granted at the AGM, the interests in the aggregate number of Shares in issue would be increased from 51.68% to 57.42%, and such increase will not give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code.

The Directors have no present intention for the Company to exercise the Buy-back Mandate to such an extent as would give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code or result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

#### **7. SHARE BOUGHT BACK BY THE COMPANY**

The Company has not bought back any Shares since its listing on the Stock Exchange on 11 March 2021 up to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

#### **8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), presently intend to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them, to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in the 12 months preceding the Latest Practicable Date were as follows:

	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2022</b>		
July	0.275	0.242
August	0.435	0.242
September	0.400	0.140
October	0.280	0.160
November	0.239	0.181
December	0.270	0.180
<b>2023</b>		
January	0.204	0.171
February	0.193	0.160
March	0.260	0.158
April	0.238	0.190
May	0.208	0.180
June (up to the Latest Practicable Date)	0.242	0.180

*The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.*

**Mr. LIN Rida (林日達)**, aged 50, is responsible for providing strategic advice on our corporate governance and compliance matters and formulation of business strategies of the Company and its subsidiaries. Mr. Lin has years of experience in the fields of tax and business administration in the PRC. He obtained a bachelor of law from the Central Party School of the Chinese Communist Party\* (中共中央黨校) in December 2006. From July 2021 to August 2022, Mr. Lin was the general manager of Taizhou Dongsong Lvye Company Limited\* (台州市東松鋁業有限公司). From June 1997 to July 2021, Mr. Lin joined the Taizhou Jiaojiang Haimen Street Tax Collection Department\* (台州市椒江區海門街道財稅徵收組) with his last position as supervisor.

There is a service agreement between Mr. Lin and the Company, and his current appointment is for a term of three years commencing from 4 November 2022. Mr. Lin is subject to retirement by rotation and reelection at least once in every three years in accordance with the articles of association of the Company. Mr. Lin is entitled to a director's fee of HK\$420,000 per annum, which is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on his qualifications, experience and the prevailing market conditions.

Save as disclosed herein, Mr. Lin has not held any directorship in any other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Lin also does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company. Mr. Lin does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

**Mr. BU Lei (卜磊)**, aged 33, was appointed as our executive Director on 5 July 2023. Mr. Bu is responsible for providing strategic advice on our corporate governance and compliance matters and formulation of business strategies of the Group.

Mr. Bu has years of experience in information technology and business administration in the PRC. He obtained a diploma of sales and marketing from Southwest University in July 2015. From February 2018 to May 2023, Mr. Bu was the partner of Hangzhou Heyi Network Technology Company Limited\* (杭州何以網絡科技有限公司).

There is a service agreement between Mr. Bu and the Company, and his current appointment is for a term of three years commencing from 5 July 2023. Mr. Bu is subject to retirement by rotation and reelection at least once in every three years in accordance with the articles of association of the Company. Mr. Lin is entitled to a director's fee of HK\$360,000 per annum, which is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on his qualifications, experience and the prevailing market conditions.

Save as disclosed herein, Mr. Bu has not held any directorship in any other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Bu also does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

**Mr. TANG Sher Kin (鄧社堅)**, aged 53, was appointed as our independent non-executive Director on 19 February 2021. Mr. Tang serves as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. He is responsible for overseeing our management independently and providing independent advice to the Board.

Mr. Tang has accumulated about 28 years of experience in engineering industry and project management. From May 1994 to June 1997, he worked as a senior sales engineer at Temperzone Limited. From June 1997 to December 2018, he worked as a senior manager at The Jardine Engineering Corporation, Limited. Since January 2019, he has been an executive director and the general manager of Luen Fat Air Condition (Holding) Trading & Engineering Co. Ltd.

Mr. Tang obtained a bachelor's degree of engineering in mechanical engineering from the Oxford Polytechnic (now known as the Oxford Brookes University) in the United Kingdom in July 1992 and a master's degree of arts in global business management from the City University of Hong Kong in November 2006.

Mr. Tang was admitted as a chartered engineer of the Engineering Council in December 2004, a fellow of the Asian Institute of Intelligent Buildings in July 2005, a BEAM professional of the Hong Kong Green Building Council in 2010, a chartered environmentalist of the Society of Operations Engineers in August 2011, a registered energy assessor of the Electrical and Mechanical Services Department of the Government in August 2012, a certified member of The Environmental Management Association of Hong Kong in January 2017 and a professional member of the Hong Kong Institute of Qualified Environmental Professionals Limited in July 2017. Mr. Tang is currently a fellow of The Hong Kong Institution of Engineers in five disciplines including (i) building services; (ii) control, automation and instrumentation; (iii) environmental; (iv) energy; and (v) mechanical. Mr. Tang has been a member of the Innovation and Technology Fund Research Projects Assessment Panel for two years with effect from 1 January 2021.

Mr. Tang has been appointed as an independent non-executive director of ALCO HOLDINGS LIMITED, a company listed on the Stock Exchange (stock code: 0328), since June 2022.

Mr. Tang has entered into a service contract with the Company for three years, and is terminable by either party giving not less than three months' written notice or payment in lieu. The appointment of Mr. Tang is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles of Associations. Mr. Tang is entitled to a director's emolument of HK\$144,000 per annum. Such remuneration/ emoluments will be reviewed annually by the Board and the Remuneration Committee.

Save as disclosed above, Mr. Tang has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.



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## NOTICE OF ANNUAL GENERAL MEETING

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# Kwong Luen Engineering Holdings Limited 廣聯工程控股有限公司

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

(Stock Code: 1413)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of shareholders of Kwong Luen Engineering Holdings Limited (the “**Company**”) will be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on 11 August 2023, at 2:30 p.m. for the following purposes:

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 March 2023;
2. To re-elect directors and to authorise the board of directors of the Company (the “**Board**”) to fix directors’ remuneration;
3. To re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to authorise the Board to fix its remuneration;

As special business, to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraphs (b) and (c) of this Resolution, the directors of the Company (the “**Director(s)**”) be and are hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company (the “**Share(s)**”) and to allot, issue or grant securities convertible into Shares, options, warrants and other rights to subscribe for any Shares in the capital of the Company or such convertible securities and to make or grant offers, agreements and options in respect thereof;
  - (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the Directors may during the Relevant Period (as defined below) make or grant offers, agreements, rights and options which might require the exercise of such power after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined hereinafter);
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of the subscription rights under 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; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;

shall not exceed 20% of the aggregate number of Shares in issue as at the date of passing of this Resolution; and

- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**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 Company’s register of members 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the number of issued Shares at the date of the passing of 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 the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”
6. **“THAT** subject to the passing of ordinary resolutions numbered 4 and 5 set out in the notice of the Meeting, the aggregate number of Shares that may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under resolution numbered 4 set out in the notice of the Meeting be and is hereby increased and extended by the addition of the aggregate number of Shares in the capital of the

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## NOTICE OF ANNUAL GENERAL MEETING

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Company which may be bought-back by the Company pursuant to and in accordance with the mandate granted under resolution numbered 5 set out in the notice of the Meeting, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this Resolution.”

By order of the Board  
**Kwong Luen Engineering Holdings Limited**  
**Yip Kwong Cheung**  
*Chairman*

Hong Kong, 14 July 2023

*Notes:*

- (1) An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the Meeting (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of Shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
- (2) Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting (or at any adjournment of it), either personally 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 be 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 Shares shall alone be entitled to vote in respect thereof.
- (3) A proxy form for use at the Meeting is enclosed.
- (4) In order to be valid, the completed proxy form must be received by the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Ltd., at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Meeting or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- (5) For the purposes of determining shareholders' eligibility to attend, speak and vote at the Meeting (or at any adjournment of it), the register of members of the Company will be closed from 8 August 2023 to 11 August 2023 (both dates inclusive), during which period no transfer of Shares will be registered. To be eligible to attend, speak and vote at the above meeting (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Ltd., at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 7 August 2023.
- (6) In relation to the proposed resolution numbered 2 above, Mr. Lin Rida, Mr. Bu Lei and Mr. Tang Sher Kin will retire by rotation and, being eligible, have offered themselves for re-election at the Meeting. Brief biographical details of the Directors who offer themselves for re-election at the Meeting are set out in Appendix II to the circular of the Company dated 14 July 2023 (the “**Circular**”).
- (7) Detailed information on other business to be transacted at the Meeting is set out in the Circular.

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- (8) As set out in the Letter from the Board included in the Circular, each of the resolutions set out in this notice should be voted on by poll.
- (9) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (10) If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoon or a Black Rainstorm Warning Signal is in force at or at any time after 11:30 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company ([www.kwong-luen.com.hk](http://www.kwong-luen.com.hk)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Directors are:

### **Executive Directors**

Mr. Yip Kwong Cheung (*Chairman and Chief Executive Officer*), Ms. Kwan Chui Ling, Mr. Lin Rida and Mr. Bu Lei

### **Independent Non-executive Directors**

Ms. Cheng Shing Yan, Mr. Wong Yiu Kit Ernest and Mr. Tang Sher Kin