
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 Easy Smart Group Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer 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.

Easy Smart Group Holdings Limited
怡俊集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2442)

**PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-APPOINTMENT OF AUDITOR,
RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on Tuesday, 7 November 2023 at 10:00 a.m. at Conference Room 1&2, Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. 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 (as the case may be), should you so wish.

16 October 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT	7
APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	10
NOTICE OF ANNUAL GENERAL MEETING	17

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 held on Tuesday, 7 November 2023 at 10:00 a.m. at Conference Room 1&2, Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 17 to 21 of this circular;
“Articles”	the amended and restated articles of association of the Company adopted on 12 April 2023 and with effect from 9 May 2023 and as amended, supplemented or otherwise modified from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	Easy Smart Group Holdings Limited (怡俊集團控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 5 in the AGM Notice;
“Latest Practicable Date”	12 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	9 May 2023, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 6 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

LETTER FROM THE BOARD

Easy Smart Group Holdings Limited

怡俊集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2442)

Executive Director:

Mr. Ng Wing Woon Dave (*Chairman and*

Chief Executive Officer)

Mr. Ng Wing Shing

Independent non-executive Directors:

Professor Pong Kam Keung

Ms. Cheng Shing Yan

Mr. Lo Chi Wang

Registered Office:

71 Fort Street

PO Box 500

George Town

Grand Cayman KY1-1106

Cayman Islands

Head Office and Principal Place

of Business:

Unit A,

10/F,

Ming Tak Centre,

135-137 Tung Chau Street,

Kowloon,

Hong Kong

16 October 2023

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-APPOINTMENT OF AUDITOR,
RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with details of the resolutions to be proposed at the AGM for, among other matters, (i) the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) the proposed re-appointment of auditor; (iii) furnish you details of the proposed re-election of retiring Directors; (iv) set out an explanatory statement regarding the Repurchase Mandate; and (v) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then sole Shareholder on 12 April 2023. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general and unconditional mandates:

- (i) to allot, issue and otherwise deal with new Shares with a total number of not exceeding 20% of the total number of the issued Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with a total number of not exceeding 10% of the total number of issued Shares as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if so granted to the Directors at the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 408,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general and unconditional mandates to issue Shares and repurchase Shares and on the basis of 408,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to allot, issue and otherwise deal with a maximum of 81,600,000 new Shares under the Issue Mandate (representing 20% of the total number of the issued Shares as at the date of the AGM), and the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 40,800,000 Shares (representing 10% of the total number of the issued Shares as at the date of the AGM).

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular containing requisite information regarding the Repurchase Mandate to the Shareholders.

EXTENSION TO ISSUE MANDATE

In addition, if the Issue Mandate and the Repurchase Mandate are granted, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 7 of the notice of the AGM.

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles, all Directors, namely, Mr. Ng Wing Woon Dave, Mr. Ng Wing Shing, Professor Pong Kam Keung, Ms. Cheng Shing Yan and Mr. Lo Chi Wang, will retire from office as Directors at the AGM and offers themselves for re-election as Directors.

Details of the retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF THE AUDITOR

Deloitte Touche Tohmatsu will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

CLOSURE OF REGISTER

For the purpose of determining entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Thursday, 2 November 2023 to Tuesday, 7 November 2023, both days inclusive, during which period no transfer of the Shares can be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 1 November 2023.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Tuesday, 7 November 2023 at 10:00 a.m. at Conference Room 1&2, Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong is set out on pages 17 to 21 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you intend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension to the Issue Mandate, the re-appointment of the auditor and the re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the forthcoming AGM.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the 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 resolutions to be proposed at the AGM and contained in the AGM Notice will be voted by way of a poll by the Shareholders.

At the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.easysmart.com.hk as prescribed under Rule 13.39(5) of the Listing Rules.

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.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Easy Smart Group Holdings Limited
Ng Wing Woon Dave
Chairman of the Board and Executive Director

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders providing the requisite information to Shareholders for consideration of the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

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

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 30 June 2023 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would have an adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

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

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 408,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis of 408,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 40,800,000 Shares.

5. 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 repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the amended and restated memorandum and articles of association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such 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 (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, 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, to the best of the knowledge of the Directors, Lofty Profit Investments Limited ("**Lofty Profit**") held 306,000,000 Shares representing 75% of the issued share capital of the Company. Lofty Profit is legally and beneficially owned as to 75% by Mr. Ng Wing Woon Dave ("**Mr. Dave Ng**"), Mr. Dave Ng and Lofty Profit are a group of Controlling Shareholders within the meaning of the Listing Rules.

By virtue of the SFO, Mr. Dave Ng is deemed, or taken to be, interested in the Shares held by Lofty Profit in the Company. Ms. Wong Kwai Ying is the spouse of Mr. Dave Ng. Under the SFO, Ms. Wong Kwai Ying is deemed, or taken to be, interested in the same number of the Shares in which Mr. Dave Ng is interested; and

If the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate, if approved by the Shareholders, is exercised in full), the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 40,800,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date). The shareholding percentage of the controlling shareholders will be increased to approximately 83.33% of the issued share capital of the Company immediately following the full exercise of the Repurchased Mandate.

On the basis of the aforesaid increase of shareholding held by the Controlling Shareholders set out above, the Controlling Shareholders, will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render the Controlling Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) from the Listing Date and ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange from the Listing Date and up to the Latest Practicable Date were as follows:

	Share Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
May	1.98	0.98
June	1.82	1.30
July	1.35	1.03
August	1.08	0.77
September	0.95	0.80
October (until the Latest Practicable Date)	0.94	0.90

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.

EXECUTIVE DIRECTORS**Mr. Ng Wing Woon Dave (吳榮煥先生)**

Mr. Ng Wing Woon Dave (吳榮煥) (“**Mr. Dave Ng**”) (also known as Mr. Ng Wing Woon (吳榮煥)), aged 50, is a founder of the Group, an executive Director, Chairman, chief executive officer and one of the Controlling Shareholders. Mr. Dave Ng is the chairperson of the Nomination Committee and also a member of the Remuneration Committee. He was appointed as a Director on 7 September 2021, and was re-designated as an executive Director on 19 October 2021. Mr. Dave Ng is also the director of Easy Smart Engineering Limited (“**Easy Smart Engineering**”), Easy Smart Maintenance Engineering Limited (“**Easy Smart Maintenance**”), E-Build Technology Limited, Lofty Profit, Rise Nation Global Limited, On Thrive Holdings Limited and Total Wisdom Developments Limited. Mr. Dave Ng is responsible for the overall management, strategic and major decisions on the development and planning and operation of our Group. Mr. Dave Ng found Easy Smart Engineering, one of our operating subsidiaries, in June 2001 and he has been a director of Easy Smart Engineering since its incorporation. Mr. Dave Ng is also a director and a shareholder holding 20% shares of and in Goldin Innovation Development Company Limited which holds 99% in Dongguan Tanda Co., Ltd., both of Goldin Innovation Development Company Limited and Dongguan Tanda Co., Ltd. are considered as deemed connected persons of the Company.

Mr. Dave Ng possesses over 22 years of experience in passive fire protection works. Mr. Dave Ng plays an instrumental role in defining the Group’s business strategies and managing our business and operations. His years of experience in the passive fire protection works industry and business management have enabled him to develop insights in the macro economic environment and the market trends which may help the Group identify opportunities in the market. Mr. Dave Ng has undertaken to devote sufficient time and attention to carry out his responsibilities in the Group.

Mr. Dave Ng graduated from the Hong Kong Polytechnic University with a Higher Diploma in Manufacturing Engineering in October 1995.

Prior to joining the Group, Mr. Dave Ng worked with Protec Engineering Limited from November 1998 to June 2001 and his last position was a sales engineer, and with Vibron Limited as a production engineer from 1995 to 1997.

Save as disclosed above, Mr. Dave Ng does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Mr. Dave Ng is the elder brother of Mr. Ng Wing Shing. Save as disclosed in this circular, Mr. Dave Ng does not have any relationship with other Director, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Dave Ng has entered into a contract for appointment with the Company for a term of years commencing on the Listing Date and up to the annual general meeting of 2024 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The contract for appointment can be terminated by either party by giving the other party one month's written notice in advance. The director's fee of Mr. Dave Ng is HK\$720,000 per year which is determined with reference to his experience, duties and responsibilities within the Company. Mr. Dave Ng is also entitled to discretionary bonus payment which is to be approved by the remuneration committee and the Board of the Company.

Save as disclosed, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Dave Ng that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Ng Wing Shing (吳榮盛先生)

Mr. Ng Wing Shing (吳榮盛) (“**Mr. Vincent Ng**”), aged 42, is an Executive Director. He was appointed as an executive Director on 19 October 2021. Mr. Vincent Ng is responsible for business development, contract administration and managing quality management system of the Group. Mr. Vincent Ng joined the Group since 1 March 2008.

Mr. Vincent Ng has over 14 years of experience in passive fire protection works. He joined the Group as a sales engineer of Easy Smart Engineering from 1 March 2008 and has been a sales manager of Easy Smart Maintenance since 1 April 2011.

Mr. Vincent Ng graduated from Curtin University of Technology, Western Australia, with a degree of Bachelor of Science in Computer Science on 30 September 2005.

Prior to joining the Group, Mr. Vincent Ng worked at PCCW-HKT Limited from May 2006 to February 2008 with his last position as an operational improvement executive.

Save as disclosed above, Mr. Vincent Ng does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Mr. Vincent Ng is the younger brother of Mr. Dave Ng. Save as disclosed in this circular, Mr. Vincent Ng does not have any relationship with other Director, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Vincent Ng has entered into a contract for appointment with the Company for a term of years commencing on the Listing Date and up to the annual general meeting of 2024 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The contract for appointment can be terminated by either party by giving the other party one month's written notice in advance. The director's fee of Mr. Vincent Ng is HK\$720,000 per year which is determined with reference to his experience, duties and responsibilities within the Company. Mr. Vincent Ng is also entitled to discretionary bonus payment which is to be approved by the remuneration committee and the Board of the Company.

Save as disclosed, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Vincent Ng that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor Pong Kam Keung (龐錦強教授)

Professor Pong Kam Keung (龐錦強) (“**Prof. Pong**”), aged 61, was appointed as an independent non-executive Director on 12 April 2023. He is also the chairperson of the Remuneration Committee, a member of the Nomination Committee and a member of the Audit Committee. Prof. Pong is responsible for supervising the Group's compliance, corporate governance matters and providing independent advice to the Group.

Prof. Pong is currently an independent non-executive director of HKE Holdings Limited (stock code: 1726), a company listed on the Main Board, from March 2018. He was a non-executive director of Star Group Company Limited (stock code: 1560) (previously known as Star Properties Group (Cayman Islands) Limited), a company listed on the Main Board, from March 2016 to September 2018 and an executive director from September 2018 to November 2021, an executive director of Sundart Holdings Limited (stock code: 1568), a company listed on the Main Board, from July 2015 to February 2018, an independent non-executive director of Central Holding Group Co. Ltd. (stock code: 1735) (previously known as Wang Yang Holdings Limited), a company listed on the Main Board, from March 2018 to October 2019, an independent non-executive director of FSM Holdings Limited (stock code: 1721), a company listed on the Main Board, from June 2018 to April 2020, and an independent non-executive director of Shuang Yun Holdings Limited (stock code: 1706) a company listed on the Main Board, from October 2017 to September 2023.

Prof. Pong is also an adjunct professor in the Division of Environment and Sustainability of The Hong Kong University of Science and Technology since December 2013. Prof. Pong has been a member of the Disciplinary Tribunal of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) since January 2015. Prof. Pong was the chief prosecution officer of the Environment Protection Department of the HK Government from July 2004 to July 2013. He served as advisor to the Hong Kong Architecture Centre from 2011 to 2013. He was also a member of the Appeal Tribunal Panel of the Planning and Lands Branch of the Development Bureau of the HK Government from February 2007 to November 2012.

Prof. Pong obtained a degree of Bachelor of Science in Building Surveying from the Thames Polytechnic, United Kingdom in June 1989, a degree of Master of Science in Property Investment from the City University of London, United Kingdom in December 1993 and a Doctor of Philosophy degree from the Hong Kong Polytechnic University in September 2019.

Prof. Pong has been a fellow of the Hong Kong Institute of Construction Managers since August 2016, the Hong Kong Institute of Facility Management since July 2000, the Hong Kong Institute of Surveyors since November 2000, the Chartered Institute of Arbitrators since January 2001, and the Royal Institution of Chartered Surveyors since January 2006.

Save as disclosed above, Prof. Pong does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Prof. Pong does not have any relationship with other Director, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Prof. Pong has entered into a contract for appointment with the Company for a term of years commencing on the Listing Date and up to the annual general meeting of 2024 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The contract for appointment can be terminated by either party by giving the other party one month's written notice in advance. The director's fee of Prof. Pong is HK\$180,000 per year which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Prof. Pong that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Ms. Cheng Shing Yan (鄭承欣女士)

Ms. Cheng Shing Yan (鄭承欣) (“**Ms. Cheng**”), aged 48, was appointed as an independent non-executive Director on 12 April 2023. She is also a member of the Audit Committee and a member of the Nomination Committee. Ms. Cheng is responsible for supervising the Group's compliance, corporate governance matters and providing independent advice to the Group. Ms. Cheng has over 18 years of experiences in accounting and finance.

Ms. Cheng held different positions at Ernst & Young Business Services Ltd. from January 2004 to December 2008, where she last served as a manager of the assurance and advisory business services department. She then worked at Baker Tilly Hong Kong Business Services Limited as a manager from March 2009 to July 2010. She held different positions at SHINEWING (HK) CPA Limited from November 2010 to April 2016, where she last served as a senior audit manager. Ms. Cheng joined the

group of Sanroc International Holdings Limited (now known as Zhaobangji Properties Holdings Limited) (“Sanroc”), a company listed on the Main Board (stock code: 1660), and served as the chief financial officer from April 2016 to April 2018. Since April 2018, she has been the chief financial officer of Sanroc International (Hong Kong) Limited and certain subsidiaries of Sanroc.

From April 2016 to April 2018 and from April 2017 to April 2018, she was the company secretary and an executive director of Sanroc, respectively. From June 2017 to October 2019, she was an independent non-executive director of China Shenghai Food Holdings Company Limited (now known as China Shenghai Group Limited), a company listed on the Main Board (stock code: 1676). Since October 2017, she has been an independent non-executive director of Putian Communication Group Limited, a company listed on the Main Board (stock code: 1720). Since February 2021, she has been an independent non-executive director of Kwong Luen Engineering Holdings Limited, a company listed on the Main Board (stock code: 1413).

Ms. Cheng obtained a degree of Master of Arts in International Accounting from the City University of Hong Kong in November 2003. She was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in July 2003, a fellow of The Association of Chartered Certified Accountants in December 2005, an associate of The Chartered Governance Institute in June 2017 and an associate of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) in June 2017.

Save as disclosed above, Ms. Cheng does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Ms. Cheng does not have any relationship with other Director, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Cheng has entered into a contract for appointment with the Company for a term of years commencing on the Listing Date and up to the annual general meeting of 2024 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The contract for appointment can be terminated by either party by giving the other party one month’s written notice in advance. The director’s fee of Ms. Cheng is HK\$180,000 per year which is determined with reference to her experience, duties and responsibilities within the Company.

Save as disclosed, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Ms. Cheng that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Lo Chi Wang (羅智弘先生)

Mr. Lo Chi Wang (羅智弘) (“**Mr. Lo**”), aged 45, was appointed as an independent non-executive Director on 12 April 2023. He is also the chairperson of the Audit Committee and a member of the Remuneration Committee. Mr. Lo is responsible for supervising the Group’s compliance, corporate governance matters and providing independent advice to the Group. Mr. Lo has over 20 years of experiences in accounting and finance.

Mr. Lo is the group financial controller and the assistant general manager of the financial service division and Hong Kong factory of Hung Fook Tong Group Holdings Limited (stock code: 1446), a company listed on the Main Board, and he joined as a financial controller in May 2015. Mr. Lo’s experience in auditing and tax advisory services was gained from his various positions in Deloitte Touche Tohmatsu from February 2002 to June 2009. Mr. Lo was the financial controller of Hanyu China Holdings Limited from June 2009 to October 2013, and Sino Grandness Food Industry Group Limited (stock code: T4B, a company listed on the Singapore Stock Exchange), from November 2013 to February 2015.

Mr. Lo received a degree of Bachelor of Arts (Honour) in Accounting from the Manchester Metropolitan University in Manchester, United Kingdom in June 2001. He was admitted as a fellow member of the Association of Chartered Certified Accountants in May 2014, the Hong Kong Institute of Certified Public Accountants in September 2017, and CPA Australia in July 2022. He has been appointed as a co-opted member of the Moderation Sub-groups under the Qualification and Examinations Board (“**QEB**”) of the Hong Kong Institute of Certified Public Accountants for the years 2019 and 2020 and a board member of QEB for the years 2021 and 2022.

Mr. Lo is currently an independent non-executive director of Novacon Technology Group Limited (stock code: 8635), a company listed on GEM of the Stock Exchange since March 2019, and Daido Group Limited (stock code: 0544), a company listed on Main Board of the Stock Exchange since May 2023. Mr. Lo was an independent non-executive director of Dragon Rise Group Holdings Limited (stock code: 6829), a company listed on the Main Board, from January 2018 to September 2021.

Save as disclosed above, Mr. Lo does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Mr. Lo does not have any relationship with other Director, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Lo has entered into a contract for appointment with the Company for a term of years commencing on the Listing Date and up to the annual general meeting of 2024 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The contract for appointment can be terminated by either party by giving the other party one month's written notice in advance. The director's fee of Mr. Lo is HK\$180,000 per year which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Lo that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Easy Smart Group Holdings Limited 怡俊集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2442)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Easy Smart Group Holdings Limited (the “**Company**”) will be held on Tuesday, 7 November 2023 at 10:00 a.m. at Conference Room 1&2, Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and report of the directors (the “**Directors**”) and the independent auditor of the Company and its subsidiaries for the year ended 30 June 2023.
2. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board (the “**Board**”) of Directors of the Company to fix their remuneration.
3.
 - (a) To re-elect Mr. Ng Wing Woon Dave (吳榮煥) as an executive Director of the Company;
 - (b) To re-elect Mr. Ng Wing Shing (吳榮盛) as an executive Director of the Company;
 - (c) To re-elect Prof. Pong Kam Keung (龐錦強) as an independent non-executive Director of the Company;
 - (d) To re-elect Ms. Cheng Shing Yan (鄭承欣) as an independent non-executive Director of the Company;
 - (e) To re-elect Mr. Lo Chi Wang (羅智弘) as an independent non-executive Director of the Company.
4. To authorise the Board of the Company to fix the remuneration of the Directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the share capital of the Company) during or 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 an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company 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 subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend in accordance with the Articles of the Company from time to time, or (iv) an 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 of the Company, shall not exceed 20% of the total number of the issued shares of the Company at the time 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 time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company's Memorandum and Articles of Association or the Companies Act or any other applicable laws of the Cayman Islands to be held; or
- (iii) the time when such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

6. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the total number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 Company’s Memorandum and Articles of Association or the Companies Act or any other applicable laws to be held; or
- (iii) the time when such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions Nos. 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part (“**this Notice**”), the general and unconditional mandate granted to the Directors pursuant to resolution no. 5 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing resolution no. 6.”

By Order of the Board
Easy Smart Group Holdings Limited
Mr. Ng Wing Woon Dave
Chairman of the Board and Executive Director

Hong Kong, 16 October 2023

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.

NOTICE OF ANNUAL GENERAL MEETING

3. A form of proxy for use at the Meeting is enclosed. To be valid, the 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 notially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint registered holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of the form of a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 6 as set out in this notice is enclosed in this circular.
8. The transfer books and Register of Members of the Company will be closed from Thursday, 2 November 2023 to Tuesday, 7 November 2023, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 1 November 2023.
9. Concerning agenda items 3 above, each of Mr. Ng Wing Woon Dave, Mr. Ng Wing Shing, Prof. Pong Kam Keung, Ms. Cheng Shing Yan and Mr. Lo Chi Wang is proposed to be re-elected as Director of the Company. The biographical details and interests in the securities of the Company (if any) of Mr. Ng Wing Woon Dave, Mr. Ng Wing Shing, Prof. Pong Kam Keung, Ms. Cheng Shing Yan and Mr. Lo Chi Wang are set out on pages 10 to 16 in Appendix II in this circular.
10. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.
11. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect 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.easysmart.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.