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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 to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Niche-Tech Group Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the 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 transferee.

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**NICHE-TECH GROUP LIMITED****駿碼科技集團有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8490)****PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES;  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the Annual General Meeting to be held at Conference Hall 03, Level 1, Building 1E, Phase One, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Thursday, 27 June 2019 at 3:00 p.m. or its adjournment is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use in connection with the Annual General Meeting is also enclosed with this circular.

Whether or not that you are able or intend 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, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked. Such form of proxy is also published on the GEM's website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.nichetech.com.hk](http://www.nichetech.com.hk).

This circular will remain on the GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Listed Company Information" page for a minimum period of seven days from the date of its publication. This circular will also be published on the Company's website at [www.nichetech.com.hk](http://www.nichetech.com.hk).

15 May 2019

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## CHARACTERISTICS OF GEM

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

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

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms and expressions shall have the following respective meanings:-*

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Hall 03, Level 1, Building 1E, Phase One, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Thursday, 27 June 2019 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the Notice
“Articles of Association”	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the Board of Directors
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Company”	Niche-Tech Group Limited, an exempted company incorporated in the Cayman Islands with limited liability on 21 February 2017
“Companies Laws”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at the Company’s general meeting or are in a position to control the composition of a majority of the Board
“core connected person”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that any Shares bought back under the Share Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate

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## DEFINITIONS

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“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
“Group”	the Company and its Subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers to allot, issue and otherwise deal in Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the resolution in the Notice granting such mandate (such mandate to be extended to Shares with the number of any Shares bought back by the Company pursuant to the Share Buy-back Mandate)
“Latest Practicable Date”	8 May 2019, being the latest practicable date prior to printing of this circular for ascertaining certain information included in this circular
“Nomination Committee”	the nomination committee of the Company
“Notice”	the notice convening the Annual General Meeting as set out in pages AGM-1 to AGM-6
“Prospectus”	the prospectus of the Company dated 17 May 2018 issued in connection with the listing of Shares on the GEM
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company

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## DEFINITIONS

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“Share Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of the passing of the resolution in the Notice granting such mandate
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the same meaning as defined in the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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nichetech

**NICHE-TECH GROUP LIMITED**

**駿碼科技集團有限公司**

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

**(Stock Code: 8490)**

*Executive Directors:*

Mr. Chow Bok Hin Felix  
Professor Chow Chun Kay Stephen  
Mr. Shi Yiwu

*Non-Executive Director:*

Mr. Ma Yung King Leo

*Independent non-executive Directors:*

Professor Ng Wang Wai Charles  
Dr. Cheng Faat Ting Gary  
Mr. Tai Chun Kit

*Registered Office:*

Clifton House, 75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarters and Principal Place of  
Business in Hong Kong:*

Unit 208, 2/F  
Lakeside 1, Phase Two  
Hong Kong Science Park  
Pak Shek Kok  
New Territories  
Hong Kong

15 May 2019

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES;  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give Shareholders the Notice and to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, inter alia, (1) the proposed grant of the Issue Mandate, the Share Buy-back Mandate and the Extension Mandate; and (2) the proposed re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

As set out in the Prospectus, the then Shareholders granted a general mandate to the Directors on 8 May 2018 to allot, issue and deal in the Shares. The general mandate to issue Shares would remain in effect until:

- (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 any applicable laws of the Cayman Islands or the Articles of Association to be held; or
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting;

whichever is the earliest (the “**Expiry Date**”).

In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal in the Shares, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal in additional Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the ordinary resolution contained in item 5(A) of the Notice.

As at the Latest Practicable Date, the total issued share capital of the Company was 705,500,000 Shares. Assuming that (i) the resolutions approving the Issue Mandate and the Share Buy-back Mandate are passed at the Annual General Meeting and (ii) there is no issue or buy back of Shares between the Latest Practicable Date up to the date of the Annual General Meeting, the Company would be allowed to issue up to 141,100,000 Shares under the Issue Mandate, representing 20% of the issued share capital of the Company as at the date of the Annual General Meeting.

It is recommended that the Extension Mandate be granted to the Directors such that the total number of the Shares bought back by the Company under the Share Buy-back Mandate shall be added to the number of Shares which may be allotted and issued under the Issue Mandate.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.



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## LETTER FROM THE BOARD

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### 3. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

As set out in the Prospectus, the then Shareholders also granted a general unconditional mandate to the Directors on 8 May 2018 to buy back Shares with an aggregate number of Shares not more than 10% of the aggregate number of Shares in issue. The general mandate to buy back Shares would remain in effect until the Expiry Date.

A resolution to grant the Directors the Share Buy-back Mandate will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company to buy back its own fully paid Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution contained in item 5(B) of the Notice.

Assuming that (i) the resolutions approving the Issue Mandate and the Share Buy-back Mandate are passed at the Annual General Meeting and (ii) there was and will be no issue or buy back of Shares between the Latest Practicable Date up to the date of the Annual General Meeting, the Company would be allowed to buy back up to 70,550,000 Shares under the Share Buy-back Mandate, representing 10% of the issued share capital of the Company as at the date of the Annual General Meeting.

The Directors have no immediate plans to buy back any Shares pursuant to the Share Buy-back Mandate.

In accordance with Rule 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

### 4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Chow Bok Hin Felix, Professor Chow Chun Kay Stephen and Mr. Shi Yiwu; the non-executive Director is Mr. Ma Yung King Leo; and the independent non-executive Directors are Professor Ng Wang Wai Charles, Dr. Cheng Faat Ting Gary and Mr. Tai Chun Kit.

Article 108(a) of the Articles of Association states that “notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.”

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## LETTER FROM THE BOARD

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Article 112 of the Articles of Association states that “any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.”

In accordance with articles 108(a) and 112 of the Articles of Association, Mr. Chow Bok Hin Felix, Professor Chow Chun Kay Stephen, Mr. Shi Yiwu and Mr. Ma Yung King Leo (collectively, the “**Retiring Directors**”) will retire at the Annual General Meeting and are eligible for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of each of the Retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

The Nomination Committee has also evaluated the performance of the Retiring Directors and found their performance satisfactory. In addition, with the nomination of the Nomination Committee, the Board has recommended that all the Retiring Directors stand for re-election as Directors at the Annual General Meeting. As a good corporate governance practice, each of the Retiring Directors has abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

### **5. PROPOSED RE-APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AS THE INDEPENDENT AUDITORS OF THE COMPANY**

The Board proposes to re-appoint Deloitte Touche Tohmatsu as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting. A resolution will be proposed to authorise the Board to fix the auditor’s remuneration. Deloitte Touche Tohmatsu has indicated its willingness to be re-appointed as the independent auditors of the Company for the said period.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

Set out on pages AGM-1 to AGM-6 of this circular is the Notice containing, among other things, ordinary resolutions in relation to granting Directors the Issue Mandate, the Share Buy-back Mandate, the Extension Mandate and approving the re-election of Directors.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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A form of proxy for use in connection with the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the GEM's website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.nichetech.com.hk](http://www.nichetech.com.hk). Whether or not you are able or intend 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, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

### **7. VOTING BY POLL AT GENERAL MEETINGS**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the Notice which is put to vote at the Annual General Meeting shall be decided by poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the GEM's website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.nichetech.com.hk](http://www.nichetech.com.hk). as soon as possible after the conclusion of the Annual General Meeting.

### **8. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 24 June 2019 to Thursday, 27 June 2019, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed 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, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 June 2019.

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## LETTER FROM THE BOARD

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### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating to the Group. 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.

### 10. RECOMMENDATION

The Directors consider that each of the resolutions as set out in the Notice is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

### 11. GENERAL

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

Yours faithfully,  
By Order of the Board  
**Niche-Tech Group Limited**  
**Chow Bok Hin Felix**  
*Executive Chairman and Executive Director*

*The GEM Listing Rules permit companies with primary listing on the Stock Exchange to buy back their fully paid-up shares on the Stock Exchange subject to certain restrictions.*

*The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.*

## **1. EXERCISE OF THE SHARE BUY-BACK MANDATE**

As at the Latest Practicable Date, the issued share capital of the Company comprised 705,500,000 Shares.

Subject to the passing of the resolution set out in item 5(B) of the Notice in respect of the granting of the Share Buy-back Mandate and assuming no Shares was and will be issued or bought back by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be allowed under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, up to a maximum total of 70,550,000 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Shares buy-back will only be made when the Directors believe that such buy-back will benefit the Company and its members. Such buy-back 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.

## **3. FUNDING OF SHARE BUY-BACK**

In buying-back Shares of the Company, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association, the Companies Laws, and the applicable laws of the Cayman Islands and Hong Kong and the GEM Listing Rules.

It is presently proposed that any buy-back will be made out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase, and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. Subject to the Companies Law, a buy-back may also be paid out of capital.

**4. IMPACT OF SHARE BUY-BACK**

There might be a 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 of the Company for the year ended 31 December 2018) in the event that the Share Buy-back Mandate is exercised in full.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels. The Directors have no present intention to buy back any Shares and they would only exercise such power to buy back Shares in circumstances where they consider that the buy-back would be in the best interests of the Company and the Shareholders as a whole.

**5. SHARE PRICES**

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during the period from the listing date (i.e. 30 May 2018) (the “**Listing Date**”) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Share prices (per Share)</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
2018		
May (since Listing Date)	0.740	0.490
June	0.620	0.470
July	0.485	0.320
August	0.420	0.325
September	0.355	0.290
October	0.330	0.260
November	0.370	0.265
December	0.305	0.240
2019		
January	0.305	0.240
February	0.300	0.230
March	0.470	0.260
April	0.475	0.370
May (up to the Latest Practicable Date)	0.560	0.440

**6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles of Association, the Companies Laws, the GEM Listing Rules and the applicable laws of Hong Kong and the Cayman Islands.

None of the Directors, nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares in the Company or its subsidiaries if the Share Buy-back Mandate is approved by the Shareholders.

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, or has undertaken not to do so, if the Share Buy-back Mandate is approved by the Shareholders.

**7. IMPLICATIONS UNDER THE TAKEOVERS CODE**

If as a result of a buy-back of Shares by the Company, 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. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' 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 a result of any such increase.

If the Share Buy-back Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such buy-back would be as follows:

<b>Name of Shareholder</b>	<b>Number of Shares held</b>	<b>Percentage of Company's existing shareholding</b>	<b>Percentage of Company's shareholding if the Share Buy-back Mandate is exercised in full</b>
Niche-Tech Investment Holdings Limited	357,000,000	50.60%	56.22%
Chows Investment Group Limited	357,000,000	50.60%	56.22%
Mr. Chow Bok Hin Felix	357,000,000	50.60%	56.22%
Professor Chow Chun Kay Stephen	357,510,000	50.67%	56.30%
Mrs. Chow Fung Wai Lan Rita	357,510,000	50.67%	56.30%
Mrs. Chow Kuo Li Jen	357,000,000	50.60%	56.22%
Mr. Ma Ah Muk	152,490,000	21.61%	24.01%
Ms. Cheng Pak Ching	152,490,000	21.61%	24.01%

*Note:* Niche-Tech Investment Holdings Limited beneficially holds 357,000,000 Shares. Chows Investment Group Limited holds 100% interest in Niche-Tech Investment Holdings Limited, and is therefore deemed to be interested in the 357,000,000 shares held by Niche-Tech Investment Holdings Limited for the purpose of the SFO. Mr. Chow Bok Hin Felix and Professor Chow Chun Kay Stephen, being the Directors, are interested in as to 40% and 60% of the issued share capital of Chows Investment Group Limited. By virtue of SFO, both of them are deemed to be interested in the 357,000,000 shares held by Niche-Tech Investment Holdings Limited. Professor Chow Chun Kay Stephen also beneficially owns 510,000 Shares. Mrs. Chow Fung Wai Lan Rita, being the spouse of Professor Chow Chun Kay Stephen, is deemed to be interested in all the Shares in which Professor Chow Chun Kay Stephen is interested in for the propose of the SFO. Mrs. Chow Kuo Li Jen, being the spouse of Mr. Chow Bok Hin Felix, is deemed to be interested in all the Shares in which Mr. Chow Bok Hin Felix is interested in for the propose of the SFO. Mr. Ma Ah Muk beneficially owns 152,490,000 Shares. Ms. Cheng Pak Ching, being the spouse of Mr. Ma Ah Muk, is deemed to be interested in all the Shares in which Mr. Ma Ah Muk is interested in for the purpose of the SFO.

In the event that the Share Buy-back Mandate is exercised in full, the shareholding of these Shareholders in the Company would be increased as shown in the table above. Accordingly, they will not be required under the Takeovers Code to make a mandatory offer for all the issued Shares as a result of such increase. The Directors have no present intention to buy back Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Share Buy-back Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the GEM Listing Rules, including the minimum percentage of Shares being held in public hands.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.



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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*The following are the particulars of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:*

**(1) Mr. CHOW Bok Hin Felix (周博軒) (“Mr. Chow”)**

Mr. Chow, aged 37, is the co-founder of the Group, and was appointed as an executive Director and the executive Chairman of the Board. He is a director of each of the subsidiaries of the Company. He is primarily responsible for the overall management, strategic planning, operations and development of the Group. Mr. Chow is the son of Professor Chow Chun Kay Stephen, an executive Director.

Mr. Chow has over 16 years of experience in the electronics materials industry. He founded the Group in April 2006. Mr. Chow was listed as one of the 200 Most Promising Young Chiu Chow Entrepreneurs in 2012. He was appointed as a Standing Committee member of the Shantou Provincial Committee of the Chinese People’s Political Consultative Conference in 2012, and a Council Member of the Hong Kong Productivity Council in 2015, respectively.

Mr. Chow obtained a Bachelor of Arts degree from the University of Southern California in the United States in May 2011. He also furthered his studies by completing an Entrepreneurial Masters Programme hosted by the Massachusetts Institute of Technology Enterprise Forum and Entrepreneurs’ Organisation in May 2009.

Mr. Chow has entered into a service agreement with the Company for a term of 3 years commencing from the Listing Date and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions in the service agreement and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law. Mr. Chow is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Chow is entitled to director’s emolument of HK\$2,256,000 per annum.

As at the Latest Practicable Date, Mr. Chow has corporate interest in 357,000,000 Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Chow (i) is not related to any other Directors, member of the senior management of the Group, substantial Shareholders or Controlling Shareholders; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; (iv) have not held other major appointments and professional qualifications; (v) does not have any interest in the Shares (within the meaning of Part XV of the SFO); and (vi) does not have any other matter in relation to his re-election that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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**(2) Professor CHOW Chun Kay Stephen (周振基), GBS, SBS, BBS, JP, (“Professor Chow”)**

Professor Chow, aged 64, is the co-founder of the Group and was appointed as an executive Director. He is a director of each of the subsidiaries of the Company. He is primarily responsible for the overall strategic planning and development of the Group. Professor Chow is the father of Mr. Chow Bok Hin Felix, an executive Director and the executive chairman of the Board.

Professor Chow has over 37 years of experience in the electronics materials industry. He founded the Group in April 2006. He is also the director of Chows Electronics (HK) Limited. Professor Chow had served as the president of the Chiu Chow Chamber of Commerce from 2012 to 2014, and the chairman of the Tung Wah Group of Hospitals from 2001 to 2002. Professor Chow has also been the council chairman of the Hong Kong Academy for Performing Arts since 2016.

Professor Chow was awarded the Gold Bauhinia Star in 2017, the Silver Bauhinia Star in 2008 and the Bronze Bauhinia Star in 2002. He was also appointed Justice of the Peace in 2004.

Professor Chow obtained a Doctor of Philosophy degree from the University of Hong Kong in December 2003. He also obtained a bachelor’s degree in management and a master’s degree in business administration from Golden Gate University in the United States in June 1979 and June 1981, respectively.

Professor Chow has entered into a service agreement with the Company for a term of 3 years commencing from the Listing Date and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions in the service agreement and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law. Professor Chow is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Professor Chow is entitled to director’s emolument of HK\$1,056,000 per annum.

As at the Latest Practicable Date, Professor Chow has corporate interest in 357,000,000 Shares and personally interest in 510,000 Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Professor Chow (i) is not related to any other Directors, member of the senior management of the Group, substantial Shareholders or Controlling Shareholders; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; (iv) and have not held other major appointments and professional qualifications; (v) does not have any interest in the Shares (within the

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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meaning of Part XV of the SFO); and (vi) does not have any other matter in relation to his re-election that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**(3) Mr. SHI Yiwu (石逸武) (“Mr. Shi”)**

Mr. Shi, aged 36, was appointed as an executive Director and the general manager of Niche-Tech Shantou. He is primarily responsible for the overall management, sales and marketing of our production factory in Shantou.

Mr. Shi has over 12 years of experience in the electronics materials industry. He joined the Group as a R&D project supervisor of Niche-Tech Shantou in May 2007. He was then promoted to deputy manager of the R&D department of Niche-Tech Shantou in February 2008 and R&D director of the chemical department of Niche-Tech Shantou in December 2014. Mr. Shi was further promoted to the general manager of Niche-Tech Shantou in May 2016 and has been holding this position since then. Prior to joining the Group, Mr. Shi had worked as a processing engineer in Shengyi Technology Co., Ltd. from July 2005 to January 2007.

Mr. Shi graduated from Guangdong University of Technology in the PRC with a bachelor’s degree in polymer material and engineering in July 2005.

Mr. Shi has entered into a service agreement with the Company for a term of 3 years commencing from the Listing Date and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions in the service agreement and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law. Mr. Shi is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Shi is entitled to emolument of RMB195,000 per annum.

As at the Latest Practicable Date, save as disclosed above, Mr. Shi (i) is not related to any other Directors, member of the senior management of the Group, substantial Shareholders or Controlling Shareholders; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; (iv) have not held other major appointments and professional qualifications; (v) does not have any interest in the Shares (within the meaning of Part XV of the SFO); and (vi) does not have any other matter in relation to his re-election that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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**(4) Mr. MA Yung King Leo (馬雍景) (“Mr. Leo Ma”)**

Mr. Leo Ma, with former name Ma Hiu Chun Elton (馬曉晉), aged 30, was appointed as a non-executive Director. He is primarily responsible for the overall strategic planning of the Group. He is a grandson of Mr. Ma Ah Muk (馬亞木), a substantial Shareholder.

Mr. Leo Ma first joined Koon Wing Motors Limited, the largest operator of green minibuses in Hong Kong, in January 2011, where he was responsible for minibus fleet management. He left Koon Wing Motors Limited in March 2012 and re-joined the company in October 2016 and is currently its director. He co-founded Trinity Insurance (International) Agency Limited, a company principally engaged in the provision of insurance agency services in Hong Kong, in December 2011. He has also been a director of Corporate Icon Limited, a company principally engaged in property holding since October 2011. Between May 2013 and May 2014, Mr. Leo Ma had worked as a product development engineer in Niche-Tech (Hong Kong) Limited.

Mr. Leo Ma obtained a Bachelor of Science in Mechanical Engineering in May 2010 and a Master of Science in Mechanical Engineering in December 2010 from Carnegie Mellon University in the United States.

Mr. Leo Ma has entered into a service agreement with the Company for a term of 3 years commencing from the Listing Date and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions herein and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law, his period of office shall be shortened accordingly. Mr. Leo Ma is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Leo Ma is entitled to director’s fee of HK\$120,000 per annum.

As at the Latest Practicable Date, save as disclosed above, Mr. Leo Ma (i) is not related to any other Directors, member of the senior management of the Group, substantial Shareholders or Controlling Shareholders; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; (iv) have not held other major appointments and professional qualifications; (v) does not have any interest in the Shares (within the meaning of Part XV of the SFO); and (vi) does not have any other matter in relation to his re-election that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### NICHE-TECH GROUP LIMITED

駿碼科技集團有限公司

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

**(Stock Code: 8490)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of Niche-Tech Group Limited (the “**Company**”) will be held at Conference Hall 03, Level 1, Building 1E, Phase One, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Thursday, 27 June 2019 at 3:00 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditors of the Company for the year ended 31 December 2018.
2.
  - (a) To re-elect Mr. Chow Bok Hin Felix as an executive Director.
  - (b) To re-elect Professor Chow Chun Kay Stephen as an executive Director.
  - (c) To re-elect Mr. Shi Yiwu as an executive Director.
  - (d) To re-elect Mr. Ma Yung King Leo as a non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as the Company’s independent auditors until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal in additional shares of HK\$0.01 each in the capital of the Company (the **“Share(s)”**) and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) any scrip dividend schemes or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company (the **“Articles of Association”**);
  - (iii) the grant or exercise of any options under any share option schemes of the Company from time to time adopted by the Company in accordance with the applicable rules of Stock Exchange for the grant or issue of Shares or rights to acquire Shares; and
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares;

shall not exceed the aggregate of:

- (i) 20% of the total number of Shares in issue on the date of passing of this resolution; and
- (ii) (if the Board is so authorised by resolution 5(A) in this notice) the aggregate nominal amount of share capital of the Company bought-back by the Company subsequent to the passing of resolution 5(B) in this notice (up to a maximum equivalent to 10% of the issued share capital of the Company as at the date of passing resolution 5(B) in this notice), and the approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;  
or
- (ii) the expiration of the period within which the next annual general of the Company is required by any applicable laws of the Cayman Islands or its Articles of Association to be held; or
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the shareholders in general meeting,

whichever is the earliest.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (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 outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back the Shares on the GEM (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the GEM or any other stock exchange on which the securities of the Company may be listed, including Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM and the Hong Kong Code on Share Repurchases, as amended from time to time;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of Shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate total number of Shares in issue as at the date of passing of this resolution;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which has been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general of the Company is required by any applicable laws of the Cayman Islands or its Articles of Association to be held; or
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the shareholders in general meeting,

whichever is the earliest.

- (C) “**THAT** subject to the passing of resolutions set out in 5(A) and 5(B) in this notice, the general mandate granted to the Directors to allot, issue and otherwise deal in additional Shares pursuant to resolution 5(A) in this notice be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to resolution 5(B) in this notice, provided that such amount shall not exceed 10% of the number of Shares in issue at the date of the passing of this resolution.”

By Order of the Board  
**Niche-Tech Group Limited**  
**Chow Bok Hin Felix**  
*Executive Chairman and Executive Director*

Hong Kong, 15 May 2019



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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered Office:*  
Clifton House, 75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarters and Principal Place of  
Business in Hong Kong:*  
Unit 208, 2/F  
Lakeside 1, Phase Two  
Hong Kong Science Park  
Pak Shek Kok  
New Territories  
Hong Kong

*Notes:*

- 1 All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM's website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.nichetech.com.hk](http://www.nichetech.com.hk) in accordance with the GEM Listing Rules.
- 2 Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- 3 A form of proxy for use at the Annual General Meeting is enclosed with the circular of the Company dated 15 May 2019. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.
- 4 Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 5 Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
- 6 For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 24 June 2019 to Thursday, 27 June 2019, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company will ensure that 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, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 June 2019.
- 7 If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 p.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the GEM's website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.nichetech.com.hk](http://www.nichetech.com.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the executive Directors are Mr. Chow Bok Hin Felix, Professor Chow Chun Kay Stephen and Mr. Shi Yiwu; the non-executive Director is Mr. Ma Yung King Leo; and the independent non-executive Directors are Professor Ng Wang Wai Charles, Dr. Cheng Faat Ting Gary and Mr. Tai Chun Kit.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.*

*This notice will remain on the GEM's website at <http://www.hkgem.com> on the "Latest Listed Company Information" page for a minimum period of seven days from the date of its publication. This notice will also be published on the Company's website at <http://www.nichetech.com.hk>.*