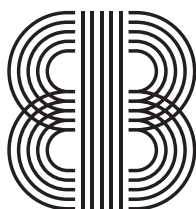


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **E. Bon Holdings Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other registered institution in securities, or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**E. BON HOLDINGS LIMITED**  
(Incorporated in the Cayman Islands with limited liability)

怡邦行控股有限公司

(Stock Code: 599)

**PROPOSALS FOR RE-ELECTION OF THE RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE SHARES AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of E. Bon Holdings Limited to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 8 September 2020 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for your use at the annual general meeting is enclosed with this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting should you so desire.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page ii of this document for measures being taken to try to prevent and control the spread of the Coronavirus Disease 2019 (COVID-19) at the AGM, including:

- compulsory temperature checks
- wearing of surgical face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. All attendees are required to wear face masks at the AGM and the Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

Hong Kong, 28 July 2020

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## PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing Coronavirus Disease 2019 (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement necessary preventive measures at the AGM to protect attending Shareholders and other attendees from the risk of infection, including the following:

- (i) Compulsory body temperature checks will be conducted on every Shareholder and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to the AGM Circular for Shareholders. Alternatively, the proxy form can be downloaded from the "Investors" section of the Company's website at <http://www.ebon.com.hk/en/announcements.html>. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company as follows:

E. BON HOLDINGS LIMITED  
16th–18th Floors  
First Commercial Building  
33 Leighton Road, Causeway Bay  
Hong Kong

## DEFINITIONS

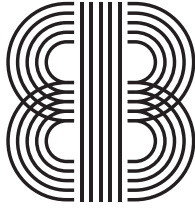
*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Plaza 1–2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 8 September 2020 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Company”	E. Bon Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares listed on the Stock Exchange
“Directors”	the directors of the Company
“Final Dividend”	the proposed final dividend of HK0.5 cent per Share for the year ended 31 March 2020 payable to Shareholders whose names appear on the register of members of the Company on the Record Date
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	20 July 2020 being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Record Date”	16 September 2020 being the record date for determining entitlements of the Shareholders to the Final Dividend
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the issued Shares as at the date of the passing of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 5 of the notice of AGM

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	registered holder(s) of Shares
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in resolution no. 6 of the notice of AGM up to a maximum of 20% of the issued Shares as at the date of passing of the resolution approving the Share Issue Mandate
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



**E. BON HOLDINGS LIMITED**  
(Incorporated in the Cayman Islands with limited liability)

怡邦行控股有限公司

(Stock Code: 599)

*Executive Directors:*

Mr. TSE Sun Fat, Henry (*Chairman*)  
Mr. TSE Sun Wai, Albert (*Vice Chairman*)  
Mr. TSE Sun Po, Tony (*Managing Director*)  
Mr. TSE Hon Kit, Kevin  
Mr. LAU Shiu Sun

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent Non-executive Directors:*

Mr. WONG Wah, Dominic  
Mr. WAN Sze Chung  
Dr. LUK Wang Kwong

*Head Office and Principal Place  
of Business in Hong Kong:*

16th–18th Floors  
First Commercial Building  
33 Leighton Road  
Causeway Bay  
Hong Kong

Hong Kong, 28 July 2020

*To the shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF THE RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE SHARES AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the re-election of the retiring Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Share Issue Mandate to the Directors; and (iv) the extension of the Share Issue Mandate by adding to it the total number of the Shares repurchased by the Company under the Repurchase Mandate and to seek your approval of the resolutions relating to these matters at the AGM.

## LETTER FROM THE BOARD

### RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently comprises eight Directors, namely Mr. TSE Sun Fat, Henry, Mr. TSE Sun Wai, Albert, Mr. TSE Sun Po, Tony, Mr. TSE Hon Kit, Kevin, Mr. LAU Shiu Sun, Mr. WONG Wah, Dominic, Mr. WAN Sze Chung and Dr. LUK Wang Kwong.

Pursuant to Articles 84(1) of the Articles of Association, Mr. TSE Sun Fat, Henry, Mr. LAU Shiu Sun and Mr. WAN Sze Chung will be retiring from their respective office at the AGM by rotation and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Article 83(3) of the Articles of Association, Dr. LUK Wang Kwong, being new Director appointed on 29 November 2019, will be retiring from his office at the AGM and, being eligible, offer himself for re-election at the AGM.

Mr. WAN has served as an independent non-executive Director for more than nine years. Pursuant to Code A.4.3 of the Corporate Governance Code, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders.

The nomination committee and the Board have reviewed the annual written confirmation of independence of Mr. WAN Sze Chung and Dr. LUK Wang Kwong and assessed their independence based on the independence criteria as set out in rule 3.13 of the Listing Rules. They do not have any other relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company. The nomination committee and the Board are also not aware of any circumstance that might influence Mr. WAN and Dr. LUK in exercising independent judgement and are satisfied that they have the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director. On this basis, Mr. WAN and Dr. LUK are considered independent. The nomination committee nominated Mr. WAN and Dr. LUK to the Board for it to propose to the shareholders for re-election at the AGM. Accordingly, the Board proposed that they stand for re-election as an independent non-executive Director at the AGM.

Mr. WAN Sze Chung has rich experience in accounting, corporate consultancy and training while Dr. LUK Wang Kwong has extensive experience in public service, education and professional institutions. The Board believes that the skills and experiences they acquired from a different background will be beneficial to the Board with diversity of their knowledge and bring valuable contribution to the Group.

Having regard to the experience, skills and expertise as well as the Board's diversity policy and the nomination policy adopted by the Company, the nomination committee recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Mr. TSE Sun Fat, Henry, Mr. LAU Shiu Sun, Mr. WAN Sze Chung and Dr. LUK Wang Kwong, stands for re-election as Director by way of separate resolution at the AGM.

Details of the retiring Directors proposed to be re-elected in the AGM are set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO REPURCHASE SHARES

The Company had at the annual general meeting held on 10 September 2019 given a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the AGM.

Therefore, an ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution no. 5 of the notice of AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,600,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares representing 10% of the issued Shares as at the Latest Practicable Date which may be repurchased pursuant to the Repurchase Mandate as at the date of the passing of the Repurchase Resolution will be 60,060,000 Shares.

An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix II to this circular.

### GENERAL MANDATE TO ISSUE SHARES

The Company had at the annual general meeting held on 10 September 2019 given a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such general mandate will lapse at the conclusion of the AGM.

It will also be proposed at the AGM the following two ordinary resolutions respectively: (i) granting to the Directors the Share Issue Mandate, and (ii) authorising an extension of the limit of the Share Issue Mandate so granted by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,600,000 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 120,120,000 Shares representing 20% of the issued Shares as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions nos. 6 and 7 respectively of the notice of AGM.

### ANNUAL GENERAL MEETING

At the AGM, ordinary resolutions will be proposed to approve the re-election of the retiring Directors, the granting of the Repurchase Mandate, the granting of the Share Issue Mandate and the extension of the Share Issue Mandate. The notice of AGM is set out on pages 14 to 18 of this circular.



## LETTER FROM THE BOARD

### **ACTION TO BE TAKEN**

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so desire.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the AGM 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. The Company must announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Directors are pleased to recommend the retiring Directors, details of whom are set out in Appendix I to this circular, for re-election in the AGM. The Directors consider that the granting of the Repurchase Mandate, the granting of the Share Issue Mandate, the extension of the Share Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the AGM to give effect to them.

Yours faithfully  
By Order of the Board  
**E. BON HOLDINGS LIMITED**  
**TSE Sun Fat, Henry**  
*Chairman*

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM in accordance with the Articles of Association:

**Mr. TSE Sun Fat, Henry**

Mr. Tse Sun Fat, Henry, aged 63, is a founding member of the Group. He was appointed as an Executive Director on 28 January 2000. Mr. Tse is the Chairman of the Company and is a director of seven subsidiaries of the Company. He is a member of the nomination committee of the Company. Mr. Tse possesses over 30 years of experience in the trading of building materials. He is responsible for the planning of the Group's overall strategies and the overall management of the Group.

Mr. Tse is a brother of Mr. Tse Sun Po, Tony, the managing director and a cousin of Mr. Tse Sun Wai, Albert, the vice chairman of the Company. Mr. Tse is also an uncle of Mr. Tse Hon Kit, Kevin, the deputy managing director of the Company. Mr. Tse is a substantial Shareholder of the Company. As at the Latest Practicable date, Mr. Tse has a beneficial interest in Fast Way Management Limited which holds 37,197,294 Shares of the Company within the meaning of Part XV of the SFO, which is 6.19% of total number of issued Shares in the share capital of the Company.

Save as disclosed above, as at the Latest Practicable date, Mr. Tse (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in the securities of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Mr. Tse has entered into a service contract with the Company for a term of one year commencing on 1 April 2020 and terminating the earlier of either 31 March 2021 or by the giving of 3 months' notice in writing. According to the Articles of Association, Mr. Tse will be subject to retirement by rotation and re-election at annual general meeting at least once every three years. The Director's remuneration of Mr. Tse is reviewed by the remuneration committee of the Company and is determined by the Board as to be authorised by the Shareholders at annual general meeting and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Tse received a director's fee of HK\$100,000 and other remuneration of HK\$2,863,000 for the year ended 31 March 2020.

Save as disclosed above, Mr. Tse has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. LAU Shiu Sun**

Mr. Lau Shiu Sun, aged 52, joined the Group in 1994. Mr. Lau was appointed as an Executive Director on 10 December 2001 and is a director of a subsidiary of the Company. He is a member of the remuneration committee of the Company. Before his appointment, Mr. Lau was a sales manager of the Group and is responsible for project sales. He graduated from Hong Kong Baptist University (formerly Baptist College) in 1992 with a Bachelor's Degree of Science.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lau (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in the securities of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Mr. Lau has entered into a service contract with the Company for a term of one year commencing on 1 April 2020 and terminating the earlier of either 31 March 2021 or by the giving of 3 months' notice in writing. According to the Articles of Association, Mr. Lau will be subject to retirement by rotation and re-election at annual general meeting at least once every three years. The Director's remuneration of Mr. Lau is reviewed by the remuneration committee of the Company and is determined by the Board as to be authorised by the Shareholders at annual general meeting and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Lau received a director's fee of HK\$100,000 and other remuneration of HK\$1,671,000 for the year ended 31 March 2020.

Save as disclosed above, Mr. Lau has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. WAN Sze Chung**

Mr. Wan Sze Chung, aged 45, was appointed as an Independent Non-Executive Director on 27 September 2004. He is the chairman of the audit committee, and a member of nomination committee and remuneration committee of the Company. Mr. Wan obtained a Master Degree in Business Administration with the Chinese University of Hong Kong, a Master of Education (Counselling & Guidance) with University of Newcastle upon Tyne, a Second Bachelor's Degree of Law with Tsinghua University and a Bachelor Degree in Accountancy with the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Directors. Mr. Wan is an independent non-executive director of Plover Bay Technologies Limited, a company listed on the Stock Exchange. He is also a director of Jacob Walery Limited specialising in corporate consultancy and training while he is also teaching with various universities and professional institutes.

Save as disclosed above, as at the Latest Practicable date, Mr. Wan (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in the securities of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Mr. Wan has entered into a service contract with the Company for a term of one year commencing on 1 April 2020 and terminating the earlier of either 31 March 2021 or by the giving of 3 months' notice in writing. According to the Articles of Association, Mr. Wan will be subject to retirement by rotation and re-election at annual general meeting at least once every three years. The Director's remuneration of Mr. Wan is reviewed by the remuneration committee of the Company and is determined by the Board as to be authorised by the Shareholders at annual general meeting and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Wan received a director's fee of HK\$108,000 for the year ended 31 March 2020.

Save as disclosed above, Mr. Wan has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information which is required to be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

#### **Dr. LUK Wang Kwong**

Dr. Luk Wang Kwong, aged 75, was appointed as an Independent Non-executive Director and a member of the audit committee of the Company on 29 November 2019. He is a Chartered engineer, Chartered arbitrator, and a Barrister-at-Law in Hong Kong and in England and Wales. He received his Bachelor of Science in Engineering, Master of Science in Engineering, and Doctor of Philosophy degrees from the University of Hong Kong in 1966, 1968 and 1982 respectively; a Professional Engineer degree from the Columbia University in the City of New York in 1976; a Master of Business Administration degree from the Chinese University of Hong Kong in 1980; a Bachelor of Laws degree from the University of London in 1987; and a Master of Laws in Arbitration and Dispute Resolution degree from the City University of Hong Kong in 1994. Dr. Luk is a fellow of the Institution of Structural Engineers, the Institution of Civil Engineers, the Hong Kong Institution of Engineers, the Chartered Institution of Arbitrators and the Hong Kong Institute of Arbitrators.

Dr. Luk has over 30 years of experience in public service, education and professional institutions. He was a past President of the Hong Kong Institution of Engineers (2000–2001) and a member of the Building Ordinance Appeal Tribunal in Hong Kong (1995–2010). Currently, he is an adjunct professor of the Technological and Higher Education Institute of Hong Kong, and Jiangxi University of Finance and Economics in the People's Republic of China, an Honorary Fellow of HKU School of Professional and Continuing Education and the chairman of Asian Construction Management Association.

Save as disclosed above, as at the Latest Practicable Date, Dr. Luk (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in the securities of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Dr. Luk has entered into a letter of appointment as an Independent Non-executive Director with the Company for a term of one year commencing on 29 November 2019. According to the Articles of Association, Dr. Luk will be subject to retirement and re-election at the forthcoming annual general meeting. The Director's remuneration of Dr. Luk is reviewed by the remuneration committee of the Company and is determined by the Board as to be authorised by the Shareholders at annual general meeting and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Dr. Luk received a director's fee of HK\$28,000 for the year ended 31 March 2020.

Save as disclosed above, Dr. Luk has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information which is required to be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued Shares as at the date of passing the Repurchase Resolution.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,600,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 60,060,000 Shares representing 10% of the issued Shares as at the Latest Practicable Date.

### **2. REASONS FOR REPURCHASE**

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

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cash flow or working capital facilities which will be legally available for such purpose in accordance with its memorandum of association, the Articles of Association, the Companies Law of the Cayman Islands and any other applicable laws.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the consolidated audited financial statements contained in the Company's annual report for the year ended 31 March 2020 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARES PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and for the month of July 2020 up to the Latest Practicable Date were as follows:

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
July	0.490	0.440
August	0.450	0.440
September	0.445	0.400
October	0.430	0.390
November	0.420	0.390
December	0.420	0.355
<b>2020</b>		
January	0.440	0.310
February	0.400	0.390
March	0.315	0.315
April	0.310	0.300
May	0.300	0.275
June	0.290	0.240
July (up to the Latest Practicable Date)	0.330	0.265

#### 5. UNDERTAKING

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase 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 purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following interests in the Shares were recorded in the register kept by the Company pursuant to Section 336(1) of the SFO:

Name of Shareholders	Number of Shares beneficial held at the Latest Practicable Date	Percentage of existing issued Shares at the Latest Practicable Date	Percentage of existing issued Shares if Repurchase Mandate was exercised in full
Universal Star Group Limited	108,302,488	18.03	20.04
Mr. TSE Sun Wai, Albert	108,302,488	18.03	20.04
Mr. TSE Hon Kit, Kevin	108,302,488	18.03	20.04
Happy Voice Limited	73,581,206	12.25	13.61
New Happy Times Limited	43,659,542	7.27	8.08
Mr. TSE Sun Po, Tony	43,659,542	7.27	8.08
Fast Way Management Limited	37,197,294	6.19	6.88
Mr. TSE Sun Fat, Henry	37,197,294	6.19	6.88

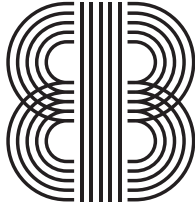
The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code. The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued Shares.

## 7. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.



## NOTICE OF ANNUAL GENERAL MEETING



**E. BON HOLDINGS LIMITED**  
(Incorporated in the Cayman Islands with limited liability)

怡邦行控股有限公司

(Stock Code: 599)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of E. Bon Holdings Limited (the “Company”) will be held at Plaza 1–2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 8 September 2020 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 March 2020.
2. To declare a final dividend of HK0.5 cent per share for the year ended 31 March 2020.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. TSE Sun Fat, Henry as executive director;
  - (b) to re-elect Mr. LAU Shiu Sun as executive director;
  - (c) to re-elect Mr. WAN Sze Chung as independent non-executive director;
  - (d) to re-elect Dr. LUK Wang Kwong as independent non-executive director; and
  - (e) to authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix the auditor’s remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all

## NOTICE OF ANNUAL GENERAL MEETING

applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of the Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of the Shares in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

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

(ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

(iii) 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 of the Company to be held.”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

(a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (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 capital of the Company (the “Shares”) or securities convertible into Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power 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) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of

## NOTICE OF ANNUAL GENERAL MEETING

rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this Resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company or similar arrangement for the grant or issue of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of the Shares in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) 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 of the Company to be held.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

## NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of ordinary resolutions numbered 5 and 6 above, the general mandate granted to the directors of the Company pursuant to ordinary resolution numbered 6 be and is hereby extended by the addition thereto of the total number of shares of the Company (the “Shares”) repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5, provided that such number of Shares repurchased by the Company shall not exceed 10% of the total number of the Shares in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By Order of the Board  
**E. BON HOLDINGS LIMITED**  
**YU Chi Wah**  
*Secretary*

Hong Kong, 28 July 2020

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of business:*

16th–18th Floors  
First Commercial Building  
33 Leighton Road  
Causeway Bay  
Hong Kong

*Notes:*

- (a) A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting.
- (c) To ascertain shareholders’ eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 3 September 2020 to Tuesday, 8 September 2020, both dates inclusive, during which no transfer of shares will be effected. In order to be eligible to attend and vote at the meeting, all duly completed transfer form accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 2 September 2020.
- (d) Subject to the approval of the shareholders of the Company at the meeting, the proposed final dividend will be payable and issued to the shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 16 September 2020. To ascertain shareholders’ entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 15 September 2020 to Wednesday, 16 September 2020, both days inclusive, during which no transfer of shares will be effected, if and only if the proposed final dividend is approved by the shareholders of the Company at the meeting. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the

## NOTICE OF ANNUAL GENERAL MEETING

relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 14 September 2020.

- (e) A circular of the Company dated 28 July 2020 containing further details regarding ordinary resolutions numbered 5 to 7 above was sent to shareholders of the Company together with the 2020 Annual Report.
- (f) With regard to item no. 3 in this notice, details of the retiring directors of the Company, namely Mr. TSE Sun Fat, Henry, Mr. LAU Shiu Sun, Mr. WAN Sze Chung and Dr. LUK Wang Kwong, proposed to be re-elected as directors of the Company are set out in Appendix I to the circular of the Company dated 28 July 2020.
- (g) Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders of the Company at the 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. The Company must announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

*As at the date hereof, the Board of Directors comprises eight Directors, of which five are executive Directors, namely Mr. TSE Sun Fat, Henry, Mr. TSE Sun Wai, Albert, Mr. TSE Sun Po, Tony, Mr. TSE Hon Kit, Kevin and Mr. LAU Shiu Sun and three are independent non-executive Directors, namely Mr. WONG Wah, Dominic, Mr. WAN Sze Chung and Dr. LUK Wang Kwong.*