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HOPEFLUENT GROUP HOLDINGS LIMITED

合富輝煌集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 733)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the (i) the circular of Hopefluent Group Holdings Limited (the “**Company**”) dated 26 April 2023 (the “**Original Circular**”); and (ii) the notice of the annual general meeting (the “**AGM**”) of the Company dated 26 April 2023 (the “**Original Notice**”) to convene the AGM to be held at 3:00 p.m. on Thursday, 15 June 2023 at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong.

Details of the proposed resolutions to be considered at the AGM were stated in the Original Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Original Circular. Apart from the amendments stated below, all the information contained in the Original Notice remains to have full force and effect.

Reference is made to the announcement of the Company dated 24 May 2023 in relation to, among other things, the change of Directors, Mr. Zhu Rongbin (“**Mr. Zhu**”) and Mr. Gao Bin (“**Mr. Gao**”) were appointed as executive Directors with effect from 24 May 2023. According to article 86(3) of the articles of association of the Company, any Director appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Zhu and Mr. Gao shall retire from office as a Director at the 2023 Annual General Meeting and they, being eligible, offer themselves for re-election.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the AGM will be held to consider and, if thought fit, pass, with or without amendments, the following additional two resolutions, the resolution 7 and resolution 8 as ordinary resolutions:

7. To re-elect Mr. Zhu Rongbin as an executive Director.
8. To re-elect Mr. Gao Bin as an executive Director.

By order of the Board
Hopefluent Group Holdings Limited
FU Wai Chung
Executive Director

The biographical details of Mr. Zhu and Mr. Gao are included in Appendix I to this supplemental notice.

Hong Kong, 30 May, 2023

Principal place of business in Hong Kong:

Room 3611, 36th Floor
Shun Tak Centre West Tower
200 Connaught Road Central
Hong Kong

Notes:

1. Save for the above supplemental resolutions, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.
2. Since the form of proxy sent together with the Original Circular (the “**First Form of Proxy**”) does not contain the additional resolutions as set out in this supplemental notice, a new form of proxy (the “**Second Form of Proxy**”) containing the new resolutions under item numbered 7 and numbered 8 have been prepared.
3. Second Form of Proxy for use at the AGM is enclosed in this supplemental notice and is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company’s website (www.hopefluent.com). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed Second Form of Proxy to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on 13 June 2023) or any adjournment thereof (as the case may be). Completion and return of the Second Form of Proxy will not preclude you from attending the AGM and voting in person if you so wish.

4. **IMPORTANT REMINDERS:**

- (a) **A Shareholder who has not yet lodged the First Form of Proxy** in accordance with the instructions printed thereon is requested to lodge the Second Form of Proxy if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Form of Proxy should not be lodged.
 - (b) **A Shareholder who has already lodged the First Form of Proxy** in accordance with the instructions printed thereon should note that:
 - (i) If no Second Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional resolutions as set out in this supplemental notice.
 - (ii) If the Second Form of Proxy is lodged in accordance with the instructions printed thereon not less than 48 hours before the time appointed to hold the AGM (i.e. not later than 3:00 p.m. on 13 June 2023) or any adjourned meeting (the “**Closing Time**”) and is duly completed, the Second Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, and the First Form of Proxy will be deemed revoked.
 - (iii) If the Second Form of Proxy is lodged after the Closing Time or is not duly completed, the Second Form of Proxy will be invalid and will not revoke the First Form of Proxy. The First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional resolutions as set out in this supplemental notice.
5. Completion and return of First Form of Proxy and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the First Form of Proxy and/or the Second Proxy Form shall be deemed to be revoked.
6. References to time and dates in this supplemental notice are to Hong Kong time and dates.
7. The Chinese translation of this notice (including the contents of the proposed resolutions set out herein) is for reference only. In case of inconsistency, the English version shall prevail.

As at the date of this notice, the board of directors comprises the executive directors, Mr. ZHU Rongbin, Mr. GAO Bin, Mr. FU Wai Chung and Mr. LO Yat Fung; the non-executive director, Mr. FU Ear Ly and the independent non-executive directors, Mr. LAM King Pui, Mr. NG Keung, Mr. CAO Qimeng and Ms. XU Jing.

APPENDIX I

Reference is made to the announcement of the Company dated 24 May 2023 in relation to, among other things, the change of Directors, Mr. Zhu Rongbin (“**Mr. Zhu**”) and Mr. Gao Bin (“**Mr. Gao**”) were appointed as executive Directors with effect from 24 May 2023. According to article 86(3) of the articles of association of the Company, any Director appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Zhu and Mr. Gao shall retire from office as a Director at the 2023 Annual General Meeting and they, being eligible, offer themselves for re-election.

The biographical details of Mr. Zhu are set out below:

Mr. Zhu, aged 50, graduated from the Faculty of Civil Engineering of Tsinghua University with a master degree and is a senior engineer. Mr. Zhu worked in China Overseas Land & Investment Limited, a company listed on the Main Board of the Stock Exchange with stock code 688 from 1995 to 2008 as assistant general manager and general manager (eastern China region) and was responsible for property development and project management in various locations, namely Guangzhou, Beijing and Shanghai. From 2008 to 2013, Mr. Zhu worked in Guangzhou R&F Properties Co., Ltd. (“**R&F**”) as vice president and general manager (southern China region) of R&F. From 2013 to 2017, Mr. Zhu was the executive director and co-president of Country Garden Holdings Company Limited (“**Country Garden Holdings**”), a company listed on the Main Board of the Stock Exchange with stock code 2007. Mr. Zhu was the executive chairman and president of Yango Group Co., Ltd. (陽光城集團股份有限公司), a company listed on the Shenzhen Stock Exchange, from 2017 to the end of 2021. Since 2022, Mr. Zhu is the chairman of Hainan Yacheng Real Estate Development Co., Ltd.* (海南雅誠房地產開發有限公司). Mr. Zhu has over 28 years of experience in property development and related business. Mr. Zhu is responsible for formulating the overall development strategy and business planning of the Group.

Mr. Zhu has entered into a service agreement with the Company in respect of the appointment of Executive Directors for a term of three years commencing on 24 May 2023. His service agreement is renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment, unless terminated by not less than three months’ notice in writing served by either party. In accordance with the provisions of the articles of association of the Company, he is subject to retirement from office as director by rotation once every three years at the annual general meetings of the Company. Pursuant to the service agreement, Mr. Zhu is entitled to an annual salary of RMB2,160,000, which is determined by the Board on recommendation of the Remuneration Committee with reference to their qualifications, experience, duties and responsibilities assumed, as well as the prevailing market conditions. Mr. Zhu may be entitled to the discretionary bonus which will be determined by the Board from time to time with reference to the results of the Company and the performance of Mr. Zhu and such discretionary bonus shall not exceed RMB1,840,000 per annum.

* *Translated English names of Chinese entities for which no official English translation exists are unofficial translations for identification purpose only and should not be regarded as the official English translation of the Chinese names*

The biographical details of Mr. Gao are set out below:

Mr. Gao, aged 40, obtained a bachelor degree in Engineering Management from Zhongnan University of Economics and Law in 2005, and graduated from Real Estate Economics of Zhongnan University of Economics and Law with a master degree in 2007. Mr. Gao awarded the degree of master of business administration of China Europe International Business School in 2021.

Mr. Gao was employed as marketing director of Marketing Center of Country Garden Holdings from 2007 to 2012, and as the secretary to the chairman from 2012 to 2014. From 2015 to 2023, he was the district president of Shanghai Region/West Hubei Region of Country Garden Holdings. Mr. Gao is primarily responsible for the execution of the management and business development of the Group.

Mr. Gao has entered into a service agreement with the Company in respect of the appointment of Executive Directors for a term of three years commencing on 24 May 2023. His service agreement is renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment, unless terminated by not less than three months' notice in writing served by either party. In accordance with the provisions of the articles of association of the Company, he is subject to retirement from office as director by rotation once every three years at the annual general meetings of the Company. Pursuant to the service agreement, Mr. Gao is entitled to an annual salary of RMB1,380,000, which is determined by the Board on recommendation of the Remuneration Committee with reference to their qualifications, experience, duties and responsibilities assumed, as well as the prevailing market conditions. Mr. Gao may be entitled to the discretionary bonus which will be determined by the Board from time to time with reference to the results of the Company and the performance of Mr. Gao and such discretionary bonus shall not exceed RMB1,420,000 per annum.

Save as disclosed above, as at 24 May 2023 (the “**Latest Practicable Date**”), Mr. Zhu and Mr. Gao (i) do not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the Listing Rules); (ii) do not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) do not hold other positions with the Company and other members of the Group; and (iv) do not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, as at Latest Practicable Date, there are no other matters relating to Mr. Zhu and Mr. Gao that need to be disclosed according to Rules 13.51(2)(h) to (v) of the Listing Rules or to be brought to the attention of the Shareholders. In this regard, ordinary resolutions will be proposed at the 2023 annual general meeting to consider and approve the re-election of Mr. Zhu and Mr. Gao as executive Directors.

Recommendation

The Board considers that the proposed resolutions set out in this supplemental notice are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the shareholders to vote in favour of the relevant resolutions set out in the AGM notice.