
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 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 Sanbase Corporation 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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SANBASE CORPORATION LIMITED

莊皇集團公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8501)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 10 of this circular. A notice convening the Annual General Meeting to be held at 10:00 a.m. on Tuesday, 10 September 2019 at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong or its adjournment to approve matters referred to in this circular is set out on pages 19 to 24 of this circular. A form of proxy for use in connection with the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.sanbase.com.hk.

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, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, 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 (i.e. 10:00 a.m. on Sunday, 8 September 2019) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company's website at www.sanbase.com.hk.

28 June 2019

CHARACTERISTICS OF GEM

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

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 10 September 2019 at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 19 to 24 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“Board”	the Board of Directors
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Company”	Sanbase Corporation Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on GEM (stock code: 8501)
“Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“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, which as at the Latest Practicable Date, consist of Mr. Wong Sai Chuen and Madison Square International Investment Limited
“core connected person”	has the same meaning as defined in the GEM Listing Rules
“Directors”	the directors of the Company

DEFINITIONS

“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 repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	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
“HK\$”	the lawful currency in Hong Kong
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate (such mandate to be extended to Shares with the number of any Shares repurchased by the Company pursuant to the Repurchase Mandate)
“Latest Practicable Date”	17 June 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 Board
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase 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 granting such mandate
“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 US\$0.001 each in the issued share capital of the Company
“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 Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency in United States of America
“%”	per cent.



SANBASE CORPORATION LIMITED

莊 皇 集 團 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8501)

Executive Directors

Mr. Wong Sai Chuen

(Chairman and Chief Executive Officer)

Mr. Wong Kin Kei

(Chief Operating Officer)

Ms. Hui Man Yee, Maggie

Registered Office:

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman, KY1-1002

Cayman Islands

Non-executive Director

Mr. Cheung Ting Pong

*(re-designated from executive Director to
non-executive director on 8 May 2018)*

*Principal Place of Business in Hong
Kong:*

16/F, Loon Kee Building

267-275 Des Voeux Road Central

Hong Kong

Independent non-executive Directors

Mr. Fan Chun Wah, Andrew J.P.

Mr. Wu Kam On, Keith

Mr. Pang Chung Fai, Benny

28 June 2019

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) RE-ELECTION OF DIRECTORS;

(3) DECLARATION OF DIVIDEND; AND

(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to (i) 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,

LETTER FROM THE BOARD

the Repurchase Mandate and the Extension Mandate; (2) the proposed re-election of retiring Directors; (3) the re-appointment of the Company's independent auditor; (4) the declaration of final dividend, and (ii) to send you the notice of the Annual General Meeting.

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 21 September 2018, the then Shareholders granted a general mandate to the Directors to allot, issue and deal with the Shares. Such mandate will 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 the Articles of Association or any applicable laws of Cayman Islands to be held; or
- (iii) being revoked or varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company,

whichever occurs first.

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 with the Shares, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with 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 6(A) of the notice of the Annual General Meeting and adding to such general mandate any Shares representing the total number of the Shares repurchased by the Company under the Repurchase Mandate. If the resolution is passed and no Share is repurchased by the Company, exercise in full of the Issue Mandate (on the basis of 200,000,000 Shares in issue at the Latest Practicable Date) would result in up to 40,000,000 new Shares being allotted, issued and dealt with by the Company.

It is recommended that the Extension Mandate be granted to the Directors.

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.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 21 September 2018, the then Shareholders granted a general mandate to the Directors to repurchase Shares. Such mandate will remain in effect until:

- (i) the conclusion of the Company's next annual general meeting;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of Cayman Islands to be held; or
- (iii) being revoked or varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company,

whichever occurs first.

As at the Latest Practicable Date, a total of 200,000,000 Shares were in issue. A resolution to grant the Directors the Repurchase Mandate will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company to repurchase its own issued and 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 6(B) of the notice of the Annual General Meeting (i.e. a total of 20,000,000 Shares, assuming that the number of issued Shares remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting). The Directors have no immediate plans to repurchase any Shares pursuant to the Repurchase 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 Repurchase Mandate is set out in Appendix I to this circular.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Wong Sai Chuen, Mr. Wong Kin Kei and Ms. Hui Man Yee, Maggie; the non-executive Director is Mr. Cheung Ting Pong; and the independent non-executive Directors are Mr. Fan Chun Wah, Andrew *J.P.*, Mr. Wu Kam On, Keith and Mr. Pang Chung Fai, Benny.

LETTER FROM THE BOARD

Article 113 of the Articles of Association states that any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and 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.

Article 109(a) of the Articles of Association states that notwithstanding any other provisions in the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Mr. Wong Sai Chuen, Mr. Wong Kin Kei and Ms. Hui Man Yee, Maggie (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 assessed and reviewed the written confirmation of each of the independent non-executive Directors based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all the independent non-executive Directors, including Mr. Fan Chun Wah, Andrew *J.P.*, Mr. Wu Kam On, Keith and Mr. Pang Chung Fai, Benny remain independent. 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. RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE INDEPENDENT AUDITORS OF THE COMPANY

The Board proposes to re-appoint PricewaterhouseCoopers 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. PricewaterhouseCoopers has indicated its willingness to be re-appointed as the Company’s independent auditors for the said period.

LETTER FROM THE BOARD

6. DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the annual results announcement dated 20 June 2019 of the Company for the year ended 31 March 2019, it was the intention of the Board to recommend a final dividend for the year ended 31 March 2019 of HK3.1 cents per Share, which is subject to the approval of Shareholders at the Annual General Meeting and compliance with the Companies Law. The final dividend is expected to be payable to the Shareholders, whose names appear on the register of members of the Company at the close of business on 20 September 2019, on or about 11 October 2019. An ordinary resolution contained in item 2 of the notice of the Annual General Meeting is set to approve the declaration of the final dividend.

Under Section 34 of the Companies Law, the share premium account may be applied by a company paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the dividend, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be paid.

For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Thursday, 5 September 2019 to Tuesday, 10 September 2019, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Wednesday, 4 September 2019 (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).

For determining the entitlement to the proposed final dividend, the transfer books and register of members of the Company will be closed from Tuesday, 17 September 2019 to Friday, 20 September 2019, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of an ordinary resolution item 2 at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Monday, 16 September 2019 (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).

LETTER FROM THE BOARD

7. NOTICE OF ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 19 to 24 of this circular.

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.

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 website at www.hkgem.com and the Company's website at www.sanbase.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, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, 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 (i.e. 10:00 a.m. on Sunday, 8 September 2019) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

8. 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 of the Annual General Meeting which is put to vote at the Annual General Meeting shall be decided by poll. 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 website at www.hkgem.com and the Company's website at www.sanbase.com.hk as soon as possible after the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

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 (1) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (2) the proposed re-election of retiring Directors, in each case as described in this circular; (3) the re-appointment of the Company's independent auditors; and (4) the declaration of a final dividend are 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,
For and on behalf of the Board
Sanbase Corporation Limited
Wong Sai Chuen
*Chairman, Chief Executive Officer
and Executive Director*

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 Repurchase Mandate pursuant to Rule 13.08 of the GEM Listing Rules.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 200,000,000 Shares.

Subject to the passing of the resolution set out in item 6(B) of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming no Shares will be issued or repurchased 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 Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a maximum total of 20,000,000 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 REPURCHASE

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 repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its members. Such repurchases 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 REPURCHASE

In repurchasing Shares of the Company, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the GEM Listing Rules.

It is presently proposed that any repurchase of Shares 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 repurchase of Shares may also be paid out of capital.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 March 2019) in the event that the Repurchase Mandate is exercised in full.

The Directors do not propose to exercise the Repurchase 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 which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
June 2018	1.33	1.4
July 2018	1.19	1.35
August 2018	1.18	1.45
September 2018	1.24	1.47
October 2018	1.24	1.33
November 2018	1.06	1.48
December 2018	1.47	1.56
January 2019	1.17	1.48
February 2019	1.2	1.51
March 2019	1.34	1.5
April 2019	1.35	1.47
May 2019	0.99	1.34
June 2019 (up to the Latest Practicable Date)	0.98	1.05

5. DISCLOSURE OF INTERESTS

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 Repurchase Mandate is exercised.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. IMPLICATIONS UNDER THE TAKEOVERS CODE

If as a result of a repurchase 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 of 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Controlling Shareholders acting in concert and together controlled 112,500,000 Shares representing approximately 56.25% of the total issued share capital of the Company. Based on the said interest of the Controlling Shareholders as at the Latest Practicable Date, in the event that the Directors exercise in full their powers under the Repurchase Mandate to repurchase Shares, the interest of the Controlling Shareholders in the issued share capital of the Company will be increased to approximately 62.5%. To the best of the knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure 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 REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, no repurchase of Shares has been made by the Company (whether on the GEM or otherwise).

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

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

EXECUTIVE DIRECTORS

Mr. WONG Sai Chuen (王世存)

Mr. WONG Sai Chuen (王世存), aged 44, is the Chairman, Chief Executive Officer, an executive Director and the compliance officer of the Company. He founded the Group in 2009 and was appointed as a Director on 24 March 2017. He is responsible for the strategic planning, business development, daily operations and major decision making of the Group.

Mr. Wong Sai Chuen has over 10 years of experience in the interior fit-out industry. Before establishing the Group, Mr. Wong Sai Chuen worked as a project director of an audio-visual solutions company from January 2002 to February 2009. Mr. Wong Sai Chuen was primarily responsible for development and implementation of audio-visual solutions projects. From June 2007 to June 2010, Mr. Wong Sai Chuen was a director of Arcon Contracting Limited, a company incorporated in Hong Kong and dissolved in June 2010 due to cessation of business. Prior to the dissolution, the principal business activities of Arcon Contracting Limited were installation of audio and visual system.

Mr. Wong Sai Chuen obtained a China-MBA from Shanghai Jiao Tong University in China in January 2018. He was also a director of the 52nd Term Board of Directors of the Yan Chai Hospital.

Mr. Wong Sai Chuen entered into a service agreement with the Company on 8 December 2017 for a term of three years commencing from 4 January 2018, unless terminated by not less than one month's notice in writing served by either party. Pursuant to the service agreement, he is entitled to a fixed salary of HK\$240,000 per annum payable monthly or a pro-rata amount for any incomplete year (and a discretionary bonus as recommended by the remuneration committee of the Board and as approved by the Board). He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee of the Company and subject to the approval by the Board. Save as disclosed above, Mr. Wong Sai Chuen is not entitled to any other emoluments. The aggregate emolument of Mr. Wong Sai Chuen received from the Group for the year ended 31 March 2019 amounted to HK\$2,701,000.

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

Mr. Wong Sai Chuen is a director of 1017 Company Limited, Sanbase Interior Contracting Limited, Sanbase Contracting (Hospitality) Limited, Sanbase Contracting (Engineering) Limited, SICL Contracting (Macau) Limited, Sanbase Financial Holding Limited and Sanbase China Holding Limited, all of which are wholly-owned subsidiaries of the Company. He also is a director of Core Group Holding Limited, Siwu Architectural (Guangzhou) Limited and Sanbase Cobow Group Limited, all of which are non-wholly owned subsidiaries of the Company. Save as disclosed above, Mr. Wong Sai Chuen does not hold any other positions in the Company or other members of the Company, and 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 and have not held other major appointments and professional qualifications.

Mr. Wong Sai Chuen is the spouse of one of our executive Directors, Ms. Hui Man Yee, Maggie. Save as disclosed above, Mr. Wong Sai Chuen does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Group.

As at the Latest Practicable Date, Mr. Wong Sai Chuen is interested in 112,500,000 Shares held by Madison Square International Investment Limited, a company wholly owned by him, in which Mr. Wong Sai Chuen is deemed to be interested under Part XV of the SFO.

There is no other matter in relation to the re-election of Mr. Wong Sai Chuen 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.

Mr. WONG Kin Kei (黃健基)

Mr. WONG Kin Kei (黃健基), aged 42, is the Chief Operating Officer and an executive Director of the Company. He joined the Group in April 2010 and was appointed as a Director on 24 March 2017. He is responsible for business development, daily operation and technical and project management. Mr. Wong Kin Kei has over 17 years of experience in the fit-out industry and joined the Group in April 2010. Prior to joining the Group in 2010, Mr. Wong Kin Kei worked as a project manager in IBI Limited, an interior fit-out contractor, from April 2004 to May 2008 where he was responsible for project implementation and management of fit-out projects. From June 2000 to December 2003, Mr. Wong Kin Kei worked as assistant engineer in Jardine M&E Contracting Limited who was responsible for engineering work.

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

Mr. Wong Kin Kei obtained his higher diploma in building services engineering from the City University of Hong Kong in November 1999. He then obtained a bachelor's degree in engineering from the University of Central Lancashire by distance learning in January 2007. He has also obtained the postgraduate diploma in building services engineering from Heriot-Watt University by distance learning in June 2013.

Mr. Wong Kin Kei entered into a service agreement with the Company on 8 December 2017 for a term of three years commencing from 4 January 2018, unless terminated by not less than one month's notice in writing served by either party. Pursuant to the service agreement, he is entitled to a fixed salary of HK\$240,000 per annum payable monthly or a pro-rata amount for any incomplete year (and a discretionary bonus as recommended by the remuneration committee of the Board and as approved by the Board). He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee of the Company and subject to the approval by the Board. Save as disclosed above, Mr. Wong Kin Kei is not entitled to any other emoluments. The aggregate emolument of Mr. Wong Kin Kei received from the Group for the year ended 31 March 2019 amounted to HK\$2,193,000.

Mr. Wong Kin Kei is a director of Sanbase Interior Contracting Limited, Sanbase Contracting (Hospitality) Limited, Sanbase Contracting (Engineering) Limited and SICL Contracting (Macau) Limited, all of which are wholly-owned subsidiaries of the Company. He also is a director of Core Group Holding Limited and Siwu Architectural (Guangzhou) Limited, all of which are non-wholly owned subsidiaries of the Company. Save as disclosed above, Mr. Wong Kin Kei does not hold any other positions in the Company or other members of the Company, and 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 and have not held other major appointments and professional qualifications.

Save as disclosed above, Mr. Wong Kin Kei is not related to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Wong Kin Kei is interested in 37,500,000 Shares held by J&J Partner Investment Group Limited, a company wholly owned by him, in which Mr. Wong Kin Kei is deemed to be interested under Part XV of the SFO.

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

There is no other matter in relation to the re-election of Mr. Wong Kin Kei 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.

Ms. HUI Man Yee, Maggie (許曼怡)

Ms. HUI Man Yee, Maggie (許曼怡), aged 42, is an executive Director of the Company. She joined the Group in April 2015 and was appointed as an executive Director on 6 July 2017. She is responsible for daily operations, business development, human resources and administrative management of the Group. She joined the Group as an associate director in 2015.

Prior to joining the Group, Ms. Hui Man Yee, Maggie served at an international hotel chain known as Holiday Inn Golden Mile Hong Kong (“**Holiday Inn**”) from October 2004 to March 2015, where her last position held at Holiday Inn was a director of rooms in the Room Division between October 2011 and March 2015. In that position, her primary responsibilities included overseeing and managing the operation of front office and housekeeping of the hotel.

Ms. Hui Man Yee, Maggie graduated from Sheffield Hallam University in the United Kingdom with a bachelor’s degree of science in hotel and tourism management in June 1998. She then obtained a master’s degree in business administration from University of Birmingham in the United Kingdom in December 2011.

Ms. Hui Man Yee, Maggie entered into a service agreement with the Company on 8 December 2017 for a term of three years commencing from 4 January 2018, unless terminated by not less than one month’s notice in writing served by either party. Pursuant to the service agreement, she is entitled to a fixed salary of HK\$240,000 per annum payable monthly or a pro-rata amount for any incomplete year. She is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. Her emolument was determined by the Board with reference to her experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee of the Company and subject to the approval by the Board. Save as disclosed above, Ms. Hui Man Yee, Maggie is not entitled to any other emoluments. The aggregate emolument of Ms. Hui Man Yee, Maggie received from the Group for the year ended 31 March 2019 amounted to HK\$1,976,000.

Ms. Hui Man Yee, Maggie is a director of Sanbase Cobow Group Limited, a non-wholly owned subsidiary of the Company. Save as disclosed above, Ms. Hui Man Yee, Maggie does not hold any other positions in the Company or other members of the Company, and did not hold any

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

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 and have not held other major appointments and professional qualifications.

Ms. Hui Man Yee, Maggie is the spouse of our Chairman and executive Director, Mr. Wong Sai Chuen. Save as disclosed above, Ms. Hui Man Yee, Maggie does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Group.

As at the Latest Practicable Date, Ms. Hui Man Yee, Maggie, the spouse of Mr. Wong Sai Chuen, is deemed to be interested in the 112,500,000 Shares held by Mr. Wong Sai Chuen, through his controlled corporation, Madison Square International Investment Limited, pursuant to Part XV of the SFO.

There is no other matter in relation to the re-election of Ms. Hui Man Yee, Maggie 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.

NOTICE OF ANNUAL GENERAL MEETING



SANBASE CORPORATION LIMITED

莊 皇 集 團 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8501)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Sanbase Corporation Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 10 September 2019 at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong 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 March 2019.
2. To declare a final dividend of HK3.1 cents per Share for the year ended 31 March 2019.
3.
 - (a) To re-elect Mr. Wong Sai Chuen as an executive Director.
 - (b) To re-elect Mr. Wong Kin Kei as an executive Director.
 - (c) To re-elect Ms. Hui Man Yee, Maggie as an executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint PricewaterhouseCoopers as the Company’s independent auditors and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

6. 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 of the Company (the **“Directors”**) during the Relevant Period (as defined below) to allot, issue and deal with additional shares of US\$0.001 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; and
 - (iii) the 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;

shall not exceed 20% of the total number of Shares in issue on the date of passing of this resolution; and

(d) for the purposes of this resolution:

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

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

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiry of the period within which the Company is required by any applicable laws or its articles of association (the “**Articles of Association**”) to hold its next annual general meeting; or
- (iii) when varied or revoked 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 repurchase its own shares on the GEM of 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 Listing Rules or any other stock exchange on which the securities of the Company may be listed as amended from time to time;
- (b) the total number of shares of the Company (“**Share(s)**”) to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate total number of shares of the Company in issue as at the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution:

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

- (i) the conclusion of the Company’s next annual general meeting; or
- (ii) the expiry of the period within which the Company is required by any applicable laws or the Articles of Association to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the shareholders in general meeting,

whichever is the earliest.”

(C) “**THAT** subject to the passing of the resolutions set out in items 6(A) and 6(B) in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6(A) of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6(B) of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

By order of the Board
Sanbase Corporation Limited
Wong Sai Chuen
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 28 June 2019

Registered Office:
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman, KY1-1002
Cayman Islands

Principal Place of Business in Hong Kong:
16/F, Loon Kee Building
267-275 Des Voeux Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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 website at www.hkgem.com and the Company's website at www.sanbase.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 28 June 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, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, 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 (i.e. 10:00 a.m. on Sunday, 8 September 2019) 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 Thursday, 5 September 2019 to Tuesday, 10 September 2019, both days 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, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 4 September 2019 (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).
7. For determining the entitlement to the proposed final dividend, the transfer books and register of members of the Company will be closed from Tuesday, 17 September 2019 to Friday, 20 September 2019, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of an ordinary resolution item 2 at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Monday, 16 September 2019 (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).
8. 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 website at www.hkgem.com and the Company's website at www.sanbase.com.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the executive Directors are Mr. Wong Sai Chuen (Chairman), Mr. Wong Kin Kei and Ms. Hui Man Yee, Maggie; the non-executive Director is Mr. Cheung Ting Pong; and the independent non-executive Directors are Mr. Fan Chun Wah, Andrew J.P., Mr. Wu Kam On, Keith and Mr. Pang Chung Fai, Benny.

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 in this notice misleading.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company’s website at www.sanbase.com.hk.