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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in Tai Kam Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of Tai Kam Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Tai Kam Holdings Limited. 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.

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### TAI KAM HOLDINGS LIMITED 泰錦控股有限公司

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

**(Stock Code: 8321)**

#### **I. GRANT OF SHARE ISSUE MANDATE AND SHARE REPURCHASE MANDATE; II. RE-ELECTION OF DIRECTORS; AND III. NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) of Tai Kam Holdings Limited (the “Company”) to be held at Hall 2, 1/F, Lafayette, 40 Waterloo Road, Kowloon, Hong Kong, at 11:00 a.m. on Wednesday, 11 October 2017 is set out on pages AGM-1 to AGM-4 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company, at 31/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 11:00 a.m. on Monday, 9 October 2017 (Hong Kong time)) (or any adjournment thereof). Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the annual general meeting (or any adjournment thereof) in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

*This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at [www.taikamholdings.com](http://www.taikamholdings.com).*

28 July 2017

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Hall 2, 1/F, Lafayette, 40 Waterloo Road, Kowloon, Hong Kong, at 11:00 a.m. on Wednesday, 11 October 2017, the notice of which is set out on pages AGM-1 to AGM-4 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“close associates”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	Tai Kam Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Date”	28 October 2016, being the date of listing of the Shares on GEM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	a general mandate to the Directors to allot, issue or otherwise deal with securities of the Company not exceeding 20% of the total number of Shares in issue as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate

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## DEFINITIONS

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“Share Repurchase Mandate”	a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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### TAI KAM HOLDINGS LIMITED

泰錦控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8321)

*Executive Directors:*

Mr. Lau King Shun (Chairman and Chief Executive Officer)

Mr. Lau Kan Sui Sanny

Mr. Lau Mei Chai

*Registered office:*

Clifton House 75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Independent Non-executive Directors:*

Mr. Yim Kin Ping

Ms. Wong Yuk King

Mr. Ho Cheuk Wai

*Principal Place of Business*

*in Hong Kong:*

Room 1503, 15/F

Win Century Centre

2A Mong Kok Road

Mong Kok, Kowloon

Hong Kong

28 July 2017

*To the Shareholders*

Dear Sir or Madam,

**I. GRANT OF SHARE ISSUE MANDATE  
AND SHARE REPURCHASE MANDATE;  
II. RE-ELECTION OF DIRECTORS;  
AND  
III. NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM relating to, inter alia, (i) the granting of the Share Issue Mandate to the Directors; (ii) the granting of the Share Repurchase Mandate to the Directors; and (iii) the re-election of Directors, to enable the Shareholders to make informed decisions as to whether to vote for or against the resolutions.

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## LETTER FROM THE BOARD

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### **PROPOSALS FOR GRANTING THE GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

An ordinary resolution will be proposed to grant to the Directors a new general mandate to allot, issue or otherwise deal with additional Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution during the period from the close of the AGM up to (i) the conclusion of the next annual general meeting of the Company, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Articles of Association to be held, or (iii) the date of revocation or variation of the said resolution by passing an ordinary resolution in general meeting prior to the next annual general meeting, whichever is the earliest. As at the Latest Practicable Date, there were in issue an aggregate of 800,000,000 Shares. Subject to the passing of the resolution and assuming that no further Shares are issued or repurchased prior to the AGM, no more than 160,000,000 Shares may be allotted and issued by the Company if the Share Issue Mandate is exercised in full.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general mandate to repurchase the Shares up to 10% of the total number of Shares in issue as at the date of passing the resolution during the period from the close of the AGM up to (i) the conclusion of the next annual general meeting of the Company, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Articles of Association to be held, or (iii) the date of revocation or variation of the said resolution by passing an ordinary resolution in general meeting prior to the next annual general meeting, whichever is the earliest. As at the Latest Practicable Date, there were in issue an aggregate of 800,000,000 Shares. Subject to the passing of the resolution and assuming that no further Shares are issued or repurchased prior to the AGM, no more than 80,000,000 Shares may be repurchased by the Company if the Share Repurchase Mandate is exercised in full.

Conditional on the passing of the resolutions to grant the Share Issue Mandate and the Share Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities under the Share Issue Mandate by adding the number of those Shares repurchased by the Company pursuant to the Share Repurchase Mandate will be proposed at the AGM.

With reference to the proposed new general mandates, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new Shares or repurchase Shares pursuant to the relevant mandates.

An explanatory statement in connection with the Share Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the relevant resolution in accordance with the requirements of the GEM Listing Rules.

### **PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 112 of the Articles of Association, 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. Accordingly, Mr. Lau King Shun, Mr. Lau Kan Sui Sanny and Mr. Lau Mei Chai shall retire and, being eligible, offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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The details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### AGM

A notice convening the AGM to be held at Hall 2, 1/F, Lafayette, 40 Waterloo Road, Kowloon, Hong Kong, at 11:00 a.m. on Wednesday, 11 October 2017 is set out on pages AGM-1 to AGM-4 of this circular.

A form of proxy is enclosed with this circular for use at the AGM. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy to the office of the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 11:00 a.m. on Monday, 9 October 2017 (Hong Kong time)) (or any adjournment thereof). Completion of the accompanying form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the Chairman of the meeting, 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. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RESPONSIBILITY STATEMENT

This circular 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 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.

### RECOMMENDATION

The Directors are of the opinion that (i) the granting of the Share Issue Mandate to the Directors; (ii) the granting of Share Repurchase Mandate to the Directors; and (iii) the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all the resolutions to be proposed at the AGM.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 5 October 2017 to Wednesday, 11 October 2017, both days inclusive, during which period no transfer of Shares will be registered.



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## LETTER FROM THE BOARD

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In order to be eligible to attend and vote at the above meeting, unregistered holders of Shares should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 4 October 2017.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in the event of inconsistency.

Yours faithfully  
For and on behalf of the Board  
**Tai Kam Holdings Limited**  
**Lau King Shun**  
*Chairman and Executive Director*

28 July 2017

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## **APPENDIX I EXPLANATORY STATEMENT ON SHARE REPURCHASE MANDATE**

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*This appendix contains information required under Rule 13.08 of the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the proposed Share Repurchase Mandate.*

### **1. SHAREHOLDERS' APPROVAL**

All proposed repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the Directors to make such repurchases.

### **2. TOTAL NUMBER OF SHARES IN ISSUE**

As at the Latest Practicable Date, the total number of Shares in issue was 800,000,000 Shares.

Subject to the passing of the ordinary resolution approving the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, the Directors will be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, an aggregate of not exceeding 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

### **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. An exercise of the Share Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

### **4. SOURCE OF FUNDS**

Repurchases of Shares made pursuant to the Share Repurchase Mandate must be made out of funds legally available for such purpose in accordance with its Articles of Association, the GEM Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. In the case of any premium payable on the repurchase, such payment will be made out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

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## APPENDIX I EXPLANATORY STATEMENT ON SHARE REPURCHASE MANDATE

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### 5. IMPACT OF SHARE REPURCHASES

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 30 April 2017) in the event the Share Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances whether they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

### 6. SHARE PRICES

From the Listing Date up to the Latest Practicable Date, the highest and lowest prices at which the Shares have been traded on the Stock Exchange each month were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2016</b>		
October (from the Listing Date to the end of October)	4.50	2.70
November	2.85	1.90
December	9.70	1.80
<b>2017</b>		
January	10.90	6.02
February	12.60	9.70
March	14.24	10.00
April	13.62	12.56
May	14.20	12.92
June	12.98	2.90
July (up to the Latest Practicable Date)	3.89	3.73

### 7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Share Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws, rules and regulations of the Cayman Islands from time to time in force.

### 8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

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## **APPENDIX I EXPLANATORY STATEMENT ON SHARE REPURCHASE MANDATE**

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No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

### **9. EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate the control of the Company, and depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

At present, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase the Shares pursuant to the Share Repurchase Mandate.

Currently, the Directors have no intention to exercise the powers of the Company to make any repurchases of the shares of the Company. In any event, the Directors do not intend to exercise the Share Repurchase Mandate to an extent which will trigger the mandatory offer requirement pursuant to the Takeovers Code or which will result in the amount of Shares held by the public being reduced to less than 25%, the minimum prescribed percentage for the Shares to be held by the public after listing of the Shares on the GEM.

### **10. SHARES REPURCHASED BY THE COMPANY**

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

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*The details of the Directors proposed to be re-elected at the AGM are set out as follows:*

**Mr. Lau King Shun (劉景順) (“Mr. KS Lau”)**, aged 55, is the chairman of the Board, the chief executive officer and a controlling shareholder of the Company. Mr. KS Lau was appointed as a Director on 1 April 2016 and re-designated as an executive Director of the Company on 26 September 2016. Mr. KS Lau is primarily responsible for the overall business development and management as well as financial and strategic planning of the Group. He is also a director of Tai Kam Construction Engineering Limited (“**Tai Kam Construction**”), Ease Geotechnical Engineering Company Limited (“**Ease Geotechnical**”), Sunsky Global Limited (“**Sunsky Global**”) and Solar Red Investments Limited (“**Solar Red**”).

Mr. KS Lau obtained a degree of Bachelor of Science in Civil Engineering from The Polytechnic of Central London (now known as University of Westminster) in July 1985. He obtained a Diploma in Concrete Structures from Imperial College of Science and Technology and a degree of Master of Science in Concrete Structures from University of London in August 1986. Mr. KS Lau also obtained a degree of Bachelor of Laws from University of Wolverhampton in October 1997. Mr. KS Lau has been a member of the Hong Kong Institution of Engineers since April 1991 and a member of the Institution of Civil Engineers of the United Kingdom since December 1992. Mr. KS Lau is currently registered as a Registered Professional Engineer and an Accredited Safety Auditor of Occupational Safety and Health Council in Hong Kong. He has been registered as a Safety Officer under the Factories and Industrial Undertakings (Safety Officers and Safety Supervisors) Regulation since January 1998 and has been a Registered Safety Auditor under the Factories and Industrial Undertakings (Safety Management) Regulation since November 2000. Mr. KS Lau has been a Chartered Member of Institution of Occupational Safety and Health of the United Kingdom since January 2007. He is currently a council member of Association of Engineering Professionals in Society Limited.

Mr. KS Lau has over 31 years of experience in the construction industry in Hong Kong. Prior to establishing Ease Geotechnical of the Group in 2002, Mr. KS Lau had worked at the Government from September 1986 to January 2000, initially as a civil engineering graduate (from September 1986 to September 1989), then as an assistant engineer (from September 1989 to April 1991), subsequently as an engineer (from April 1991 to November 1996) and as a senior engineer and safety advisor (from December 1996 to March 2000). From April 2000, Mr. KS Lau started his own business in the construction field and has been a director of Ease Geotechnical since March 2002. He has been a director of Tai Kam Construction since April 2005 when Ease Geotechnical acquired Tai Kam Construction.

Mr. KS Lau is the director and a shareholder of Classy Gear Limited (“**Classy Gear**”), one of the controlling shareholders of the Company, which owns 600,000,000 Shares of the Company. As at the Latest Practicable Date, Mr. KS Lau was deemed to be interested in 600,000,000 Shares of the Company (within the meaning of Part XV of the SFO), representing approximately 75% of the issued shares of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. KS Lau had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

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## APPENDIX II    DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

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Mr. KS Lau has entered into a director's service agreement with the Company on 26 September 2016, which may be terminated by giving the other party not less than three months' prior notice in writing. Mr. KS Lau is entitled to receive an annual remuneration of HK\$480,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. In addition, Mr. KS Lau is entitled to such discretionary bonus as the Board may approve, provided that the aggregate amount of the bonus payable to all the executive directors of the Company for any financial year of the Company shall not exceed 20% of the combined profits attributable to shareholders of the Company (after payment of such discretionary bonuses) in respect of that financial year of the Company.

Mr. KS Lau is the brother of Mr. Sanny Lau and Mr. MC Lau. Save as the disclosed above, Mr. KS Lau does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company.

Mr. KS Lau was previously a director of the companies shown in the table below which were dissolved by deregistration pursuant to section 291AA of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014 ("**Predecessor Companies Ordinance**") due to cessation of business and which were solvent at the time of deregistration:

Company	Place of incorporation	Date of incorporation	Date of application for deregistration	Date of dissolution
Hannibal Contractors Limited (漢利寶建設有限公司)	Hong Kong	11 February 2002	16 March 2005	29 July 2005
Sing Fung Construction Company Limited (升丰建築有限公司)	Hong Kong	15 March 2002	3 April 2003	15 August 2003

Mr. KS Lau does not hold any current or past directorships in the last three years preceding the Latest Practicable Date in any public companies listed on any securities market in Hong Kong or overseas.

**Mr. Lau Kan Sui Sanny (劉根水) ("Mr. Sanny Lau")**, aged 50, was appointed as a Director on 1 April 2016 and re-designated as an executive Director of the Company on 26 September 2016. He is primarily responsible for construction projects management. Mr. Sanny Lau is a controlling shareholder of the Company and is also a director of Tai Kam Construction, Ease Geotechnical, Sunsky Global and Solar Red.

Mr. Sanny Lau obtained a Certificate for Safety Supervisor from Occupational Safety & Health Council in July 1998. He completed a course for Qualifying Site Supervisors as Technically Competent Persons and obtained Equivalent Certificate (1) through part-time studies organised by Construction Industry Training Authority in May 2002. In May 2004, Mr. Sanny Lau completed a course for Qualifying Site Supervisors as Technically Competent Persons and obtained Equivalent Certificate (2) and completed Landslip Preventive Measures Course for Supervisory Personnel in May

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## APPENDIX II    DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

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2004 by part-time studies organised by Construction Industry Training Authority. Mr. Sanny Lau later completed a course for Qualifying Site Supervisors as Technically Competent Persons and obtained Equivalent Certificate (3) in December 2004 through part-time studies organised by Construction Industry Training Authority.

Mr. Sanny Lau has over 15 years of experience in the construction industry since he joined the Group in March 2002 as a director of Ease Geotechnical. He has also been a director of Tai Kam Construction since April 2005.

Mr. Sanny Lau is the director and a shareholder of Classy Gear, one of the controlling shareholders of the Company, which owns 600,000,000 shares of the Company.

As at the Latest Practicable Date, Mr. Sanny Lau was deemed to be interested in 600,000,000 Shares of the Company (within the meaning of Part XV of the SFO), representing approximately 75% of the issued shares of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Sanny Lau had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Mr. Sanny Lau has entered into a director's service agreement with the Company on 26 September 2016, which may be terminated by giving the other party not less than three months' prior notice in writing. Mr. Sanny Lau is entitled to receive an annual remuneration of HK\$384,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. In addition, Mr. Sanny Lau is entitled to such discretionary bonus as the Board may approve, provided that the aggregate amount of the bonus payable to all the executive directors of the Company for any financial year of the Company shall not exceed 20% of the combined profits attributable to shareholders of the Company (after payment of such discretionary bonuses) in respect of that financial year of the Company.

Mr. Sanny Lau is the brother of Mr. KS Lau and Mr. MC Lau. Save as the disclosed above, Mr. Sanny Lau does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company.

Mr. Sanny Lau was previously a director of the companies shown in the table below which were dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance due to cessation of business and which were solvent at the time of deregistration:

Company	Place of incorporation	Date of incorporation	Date of application for deregistration	Date of dissolution
Ease Construction Limited (應順建設有限公司)	Hong Kong	4 August 1999	29 July 2005	2 December 2005
Long Win Engineering Limited (隆軒工程有限公司)	Hong Kong	5 November 1996	11 January 2008	23 May 2008

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## APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

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Mr. Sanny Lau does not hold any current or past directorships in the last three years preceding the Latest Practicable Date in any public companies listed on any securities market in Hong Kong or overseas.

**Mr. Lau Mei Chai (劉美齊) (“Mr. MC Lau”)**, aged 43, was appointed as a Director on 1 April 2016 and re-designated as an executive Director of the Company on 26 September 2016. He is primarily responsible for construction projects management. Mr. MC Lau is also a director of Tai Kam Construction, Sunsky Global and Solar Red.

Mr. MC Lau obtained a Certificate in Civil Engineering Studies from Hong Kong Institute of Vocational Education in July 2000 and a Higher Certificate in Civil Engineering from Hong Kong Institute of Vocational Education in July 2003. Mr. MC Lau also obtained a Diploma in Occupational Health and Safety from Li Ka Shing Institute of Professional and Continuing Education, Open University of Hong Kong in April 2005 through part-time studies. Mr. MC Lau obtained a degree of Bachelor of Science in Civil Engineering from Leeds Metropolitan University in February 2013 by part-time studies and distance learning. He has been registered as a Safety Officer under the Factories and Industrial Undertakings (Safety Officers and Safety Supervisors) Regulations since October 2006.

Mr. MC Lau has over 15 years of experience in the construction industry since he joined the Group in March 2002. Mr. MC Lau has also been a director of Tai Kam Construction since April 2005, and has also taken up the roles of site agent and project manager in various projects.

As at the Latest Practicable Date, Mr. MC Lau had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Mr. MC Lau has entered into a director’s service agreement with the Company on 26 September 2016, which may be terminated by giving the other party not less than three months’ prior notice in writing. Mr. MC Lau is entitled to receive an annual remuneration of HK\$384,000 which is determined with reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibilities with the Group. In addition, Mr. MC Lau is entitled to such discretionary bonus as the Board may approve, provided that the aggregate amount of the bonus payable to all the executive directors of the Company for any financial year of the Company shall not exceed 20% of the combined profits attributable to shareholders of the Company (after payment of such discretionary bonuses) in respect of that financial year of the Company.

Mr. MC Lau is the brother of Mr. KS Lau and Mr. Sanny Lau. Save as the disclosed above, Mr. MC Lau does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company.



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## APPENDIX II    DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

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Mr. MC Lau was previously a director of the companies shown in the table below which were dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance due to cessation of business and which were solvent at the time of deregistration:

<b>Company</b>	<b>Place of incorporation</b>	<b>Date of incorporation</b>	<b>Date of application for deregistration</b>	<b>Date of dissolution</b>
Ease Construction Limited (應順建設有限公司)	Hong Kong	4 August 1999	29 July 2005	2 December 2005
Hung Wah Construction Limited (鴻華建築有限公司)	Hong Kong	9 August 2002	27 March 2008	8 August 2008

Mr. MC Lau does not hold any current or past directorships in the last three years preceding the Latest Practicable Date in any public companies listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there is no other information relating to the re-election of the Directors to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### TAI KAM HOLDINGS LIMITED

泰錦控股有限公司

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

(Stock Code: 8321)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Tai Kam Holdings Limited (the “**Company**”) will be held at Hall 2, 1/F, Lafayette, 40 Waterloo Road, Kowloon, Hong Kong on Wednesday, 11 October 2017 at 11:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**” and each a “**Director**”) and the auditor of the Company for the year ended 30 April 2017;
2. (A) To re-elect Mr. Lau King Shun as an executive Director of the Company;  
  
(B) To re-elect Mr. Lau Kan Sui Sanny as an executive Director of the Company;  
  
(C) To re-elect Mr. Lau Mei Chai as an executive Director of the Company; and  
  
(D) To authorise the board of Directors (the “**Board**”) of the Company to fix the remuneration of the Directors;
3. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:
  - A. “**THAT:**
    - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company (the “**Shares**”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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- (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 powers after the end of the Relevant Period;
- (c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of warrants to subscribe for Shares or the exercise of options granted under any share option scheme adopted by the Company, or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (d) for the purpose of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) 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 to be held; and
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**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 outside Hong Kong).”

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## NOTICE OF AGM

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B. “**THAT**:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of 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 Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. “**THAT** conditional upon passing of the resolution nos. 4A and 4B as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to resolution no. 4A as set out in the notice of convening the annual general meeting be and is hereby extended by the addition thereto a number representing the total number of the Shares repurchased by the Company under the authority granted pursuant to resolution no. 4B as set out in the notice convening the annual general meeting, provided that such number shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution.”

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## NOTICE OF AGM

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By order of the Board  
**Tai Kam Holdings Limited**  
**Lau King Shun**  
*Chairman and Executive Director*

Hong Kong, 28 July 2017

*Notes:*

- A. For the purpose of determining shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 5 October 2017 to Wednesday, 11 October 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 4 October 2017.
- B. Any shareholder of the Company entitled to attend and vote at the annual general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
- C. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the annual general meeting (or any adjournment thereof) (i.e. at or before 11:00 a.m. on Monday, 9 October 2017 (Hong Kong time)).
- D. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the annual general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
- E. Where there are joint holders of any Shares, any one of such joint holder may vote at the annual general meeting, either in person or by proxy in respect of such Shares as if he/she was solely entitled hereto; but if more than one of such joint holders is present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
- F. A form of proxy for use at the annual general meeting is attached herewith.
- G. Any voting at the annual general meeting shall be taken by poll.
- H. The form of proxy shall be signed by a shareholder of the Company or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised.
- I. With regard to resolution no. 2 set out herein, details of the Directors proposed to be re-elected are set out in Appendix II to the circular of the Company dated 28 July 2017.
- J. In connection with the proposed share repurchase mandate under ordinary resolution no. 4B, an explanatory statement on share repurchase mandate is set out in Appendix I to the circular of the Company dated 28 July 2017.