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(incorporated in the Cayman Islands with limited liability)

(Stock code: 2663)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of KPa-BM Holdings Limited (the “**Company**”) will be held at 27/F, The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Monday, 29 April 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company. Capitalized terms used herein without definition have the same meanings as in the circular issued by the Company on 9 April, unless the context otherwise requires:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) The sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 9 March 2019 entered into between BUILDMAX HOLDINGS LIMITED (the “**Purchaser**”) and Mr. Yip Pak Hung, Mr. Wai Yat Kin, Mr. Lui Bun Yuen, Danny, Mr. Liu Yuen Wai and Mr. Chan Chi Ming (collectively the “**Vendors**”), pursuant to which the Purchaser conditionally agreed to acquire and the Vendors conditionally agreed to sell the entire equity interest in Hillford Trading Limited at a total consideration of HK\$12,221,740, and a copy of which is produced to this meeting and marked “**A**” and initialled by the chairman of this meeting for the purpose of identification and the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and

- (b) Any one or more directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary and to sign and execute all such documents, and to take all such steps which in their opinion may be necessary appropriate, desirable or expedient for the purpose of giving effect to the Sale and Purchase Agreement and completing the transactions contemplated thereby.”

By Order of the Board
KPa-BM Holdings Limited
Yip Pak Hung
Chairman and Executive Director

Hong Kong, 9 April 2019

As at the date of this announcement, the executive Directors are Mr. Yip Pak Hung and Mr. Wai Yat Kin; and the independent non-executive Directors are Ms. Lai Pik Chi, Peggy, Mr. Lam Chi Wai, Peter and Dr. Yeung Kit Ming.

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P.O. Box 1350
Clifton House
75 Fort Street Grand
Cayman KY1-1108
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
27/F, The Octagon
6 Sha Tsui Road, Tsuen Wan
New Territories
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy needs not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she so wished and in such event, the form of proxy shall be deemed to be revoked.

3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a notarial certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM.
4. In case of joint holders of shares of the Company, any one of such holders may attend and vote at the EGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. The register of members will be closed from Wednesday, 24 April 2019 to Monday, 29 April 2019 both days inclusive, during which no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM to be held on Monday, 29 April 2019, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch registrar of the Company in Hong Kong, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Tuesday, 23 April 2019.

* *For identification purposes only*