
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 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 **Polyfair Holdings Limited** (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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POLYFAIR

Polyfair Holdings Limited

寶發控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8532)

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 23 August 2018 at 10:30 a.m. is set out on pages AGM-1 to AGM-4 of this circular. Whether or not you propose to attend the annual general meeting, please complete and sign the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 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 holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from subsequently attending and voting in person at the annual general meeting or any adjourned meeting if they so wish and in such event, the proxy form shall be deemed to be revoked.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of the Company at www.polyfaircurtainwall.com.hk.

29 June 2018

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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 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 expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 23 August 2018 at 10:30 a.m., or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-4 of this circular
“Articles of Association”	the articles of association for the time being of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Polyfair Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM made by the Stock Exchange from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the total number of issued Share of the Company, being the mandate referred to in resolution no. 4 in the AGM Notice
“Latest Practicable Date”	22 June 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Date”	23 February 2018, being the date of listing of the Shares on GEM
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 5 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

POLYFAIR

Polyfair Holdings Limited

寶發控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8532)

Executive Directors:

Mr. Chow Mo Lam (*Chairman*)

Mr. Yu Lap On Stephen

Mr. Wong Kam Man

Independent Non-Executive Directors:

Dr. Lung Cheuk Wah

Mr. Ng Ka Lok

Mr. Wong Chi Yung

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head Office and principal place of
business in Hong Kong:*

Unit 1206-7, 12th Floor

Fortress Tower

250 King's Road

North Point, Hong Kong

29 June 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposed general mandates to issue and repurchase Shares and extend the general mandate to issue Shares by adding to it the amount of Shares repurchased and the proposed re-election of Directors.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions nos. 4 and 6 of the AGM Notice will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the total number of issued Shares of the Company as at the date of passing the resolution plus (ii) the number of Shares repurchased by the Company (under the authority granted pursuant to the Repurchase Resolution) subsequent to the passing of such resolution.

On the basis of a total of 800,000,000 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal in up to a maximum of 160,000,000 new Shares, being 20% of the total number of issued Shares of the Company as at the Latest Practicable Date.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution no. 5 of the AGM Notice, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares of the Company as at the date of passing of the resolution at any time until the next annual general meeting of the Company following the passing of the said ordinary resolution or such earlier period as stated in the said ordinary resolution (the “Repurchase Mandate”).

An explanatory statement as required under the GEM Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 83(3) of the Articles of Association, all the Directors including Mr. Chow Mo Lam, Mr. Yu Lap On Stephen, Mr. Wong Kam Man, Dr. Lung Cheuk Wah, Mr. Ng Ka Lok and Mr. Wong Chi Yung shall retire at the AGM and, shall being eligible, for re-election at the AGM.

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

LETTER FROM THE BOARD

AGM

The AGM Notice which contains, inter alia, resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate, and the proposed re-election of the Directors is set out on pages AGM-1 to AGM-4 of this circular.

A form of proxy is herewith enclosed for use at the AGM. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time fixed for holding the AGM. Completion and delivery of the form of proxy will not prevent Shareholders from attending and voting at the AGM if they so wish.

PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the Article 66 of the Articles of Association and Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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, 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 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 Board believes that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice.

Yours faithfully,
By order of the Board
Polyfair Holdings Limited
Chow Mo Lam
Chairman

This appendix serves as an explanatory statement, as required under Rule 13.08 of the GEM Listing Rules to provide requisite information for the Shareholders to consider the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares (representing not more than 10% of the total number of Shares in issue as at the date of passing of the Repurchase Resolution).

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Repurchase of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with the Articles of Association, the Companies Law and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

4. IMPACT OF SHARE REPURCHASE

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 accounts contained in the annual report for the year ended 31 March 2018 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the

Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during the period from 23 February 2018 (the date of listing of Shares on the Stock Exchange) and up to the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
February 2018	0.450	0.250
March 2018	0.290	0.165
April 2018	0.182	0.152
May 2018	0.198	0.152
June 2018 (up to the Latest Practicable Date)	0.188	0.166

6. UNDERTAKING

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

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

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

7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the

Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

On the basis of the interests in the Shares held by C.N.Y. Holdings Limited as at the Latest Practicable Date set out below, on the basis that no new Shares are issued or repurchased prior to the AGM and assuming that there would not be changes in the issued share capital of the Company prior to the repurchase of the Shares and C.N.Y. Holdings Limited would not dispose of its Shares nor acquire additional Shares prior to any repurchase of Shares, C.N.Y. Holdings Limited will not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

Name	Number of Shares held as at the Latest Practicable Date	Percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
C.N.Y. Holdings Limited ^(Note 1)	600,000,000	75%	83.33%

Note:

1. C.N.Y. Holdings is owned as to approximately 83% by Mr. Chow Mo Lam and 17% by Mr. Yu Lap On Stephen.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in the above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors do not purpose or intend to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public being reduced to less than 25% of the total issued Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date to the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The followings are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM:

Mr. Chow Mo Lam

Mr. Chow Mo Lam (周武林), aged 64, is one of the controlling Shareholders, an executive Director, the chairman of the Board and a member of the Remuneration Committee. Mr. Chow is one of the founding members of our Group and joined our Group in February 2006. He is primarily responsible for the overall business strategy, annual budget proposals and major business decisions of our Group with a focus on our finance. Mr. Chow was appointed as a Director on 25 May 2017, appointed as the chairman of the Board on 9 August 2017 and re-designated as an executive Director on 25 January 2018. Mr. Chow is interested in 83.0% of the issued share capital of C.N.Y. Holdings, which is a controlling Shareholder, holding 600,000,000 Shares as at the Latest Practicable Date.

Mr. Chow obtained a Master of Business Administration from the Henley Management College (which is, after merging with another school, currently known as the Henley Business School) in the United Kingdom through distance learning in 1995 and a Master of Laws in PRC Law from the Open University of Hong Kong in 2005. Mr. Chow is also a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants from the United Kingdom. Mr. Chow has around 20 years of experience in the construction industry, and has been a founder, an investor and a manager of curtain wall companies in Hong Kong and the PRC. He has been a director of CMD Aluminium Industry (Shenzhen) Co., Ltd (招發金屬幕牆(深圳)有限公司), which is principally engaged in the manufacturing of curtain wall in the PRC and wholesale of construction materials, glass and aluminium products in the PRC, Hong Kong and Macau, since February 2003, and gained experience in the curtain wall industry for over 14 years therein. In February 2006, Mr. Chow co-founded Polyfair Construction & Engineering Limited (“Polyfair HK”) with other founding members, aiming to capture emerging business opportunities within the construction industry in Hong Kong.

Mr. Chow is a director of the following companies:

Name of Company	Nature of Business	Date of Dissolution
Polyfair Construction & Engineering (International) Limited	Inactive	15 February 2018
Polyfair Chemical Material Limited	Inactive	15 February 2018

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Name of Company	Nature of Business	Jurisdiction	Current or past business relationship with Polyfair HK
CMD Aluminium Industry (Shenzhen) Co., Ltd (招發金屬幕牆(深圳)有限公司)	Manufacturing of curtain wall and wholesale of construction materials, glass and aluminium products in the PRC, Hong Kong and Macau	The PRC	Had been in business relationship with Polyfair HK approximately six years ago. Such relationship no longer exists now.
CMD Metal Industry (H.K.) Limited	Holding company	Hong Kong	Nil
Keen Elegant Limited	Property holding	Hong Kong	Nil

Mr. Chow was a director of the following company which was incorporated in Hong Kong and was struck off and dissolved pursuant to section 291 of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong, prior to its repeal and replacement on 3 March 2014) which provides that the Registrar of Companies in Hong Kong can strike off a defunct company from the register of companies. The relevant details are as follows:

Name of company	Nature of business	Date of struck off
Poly Indiamond Company Limited	Never commenced business	27 February 2004

Mr. Chow is a proprietor of Albert Chow C.P.A., a certified public accounting firm incorporated in Hong Kong which, save and except for providing company secretarial service to Polyfair HK since our establishment up to 1 September 2017, does not have any business relationship with Polyfair HK.

Mr. Chow did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and save as disclosed above he does not hold any other positions with the Group or other members of the Group.

As at the Latest Practicable Date, Mr. Chow was deemed to be interested in the 600,000,000 Shares held by C.N.Y. Holdings Limited, an associated corporation (within the meaning of Part XV of the SFO). Moreover, Mr. Chow was interested in 83 shares of C.N.Y. Holdings Limited, an associated corporation (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date. Saved as disclosed, Mr. Chow does not have any relationship with any of the Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Chow has entered into a service contract with the Company. Mr. Chow's directorship in the Company shall be for a term of three years commencing from 23 February 2018 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Chow prior thereto and in compliance with the GEM Listing Rules. Mr. Chow's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Chow is entitled to an annual emolument of HK\$1,440,000 for acting as the director of, committee member of and/or holding other positions with the Company or other members of the Group and a bonus for each financial year of the Company, which is at the discretion of the Board. The annual emolument of Mr. Chow as directors of the Group would be determined with reference to various factors such as duties and level of responsibilities of Mr. Chow, the available information in respect of companies of comparable business or scale, the performance of Mr. Chow and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

Save as disclosed above, Mr. Chow is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Chow involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Yu Lap On Stephen

Mr. Yu Lap On Stephen (余立安), aged 60, is one of the controlling Shareholders, an executive Director, the chief executive officer of our Group and a member of the Remuneration Committee. Mr. Yu joined our Group as an executive officer of Polyfair HK in April 2009 and was appointed as a director of Polyfair HK in February 2010. Mr. Yu is primarily responsible for the overall business strategy, annual budget proposals, and major business decisions of our Group with a focus on our operation and project management. Mr. Yu was appointed as a Director on 25 May 2017 and re-designated as an executive Director on 25 January 2018. As at the Latest Practicable Date, Mr. Yu is interested in 17.0% of the issued share capital of C.N.Y. Holdings, which is a controlling Shareholder, holding 600,000,000 Shares.

Mr. Yu has over 35 years of experience in façade and curtain wall, aluminium window and entrance door construction, and project and enterprise management in Hong Kong. Prior to joining our Group, Mr. Yu co-founded Condo Construction & Engineering Company Limited (subsequently known as Condo Curtain Wall Company Limited) and Condo Engineering (China) Limited in 1983 and 1986, which specialised in the design, supply and installation of aluminium windows, curtain walls, glass walls and metal claddings in Hong Kong, Macau and the PRC, and worked therein until December 2002. During his service in these two companies, Mr. Yu participated in business operations and was responsible for overseeing the design, supply, installation and quality control matter of projects.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Yu was a director of the abovementioned two companies, both of which were incorporated in Hong Kong with limited liability and were wound up with details set out below:

Company name	Nature of business when wound up	Nature of proceeding	Date of winding up order
Condo Curtain Wall Company Limited (“CCW”)	Construction and engineering	Compulsory winding up	8 September 2003
Condo Engineering (China) Limited (“CEC”)	Construction and engineering	Compulsory winding up	8 September 2003

Each of CCW and CEC was ordered by the High Court of Hong Kong to be wound up under the provisions of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong, prior to its repeal and replacement on 3 March 2014) on 8 September 2003 upon the petitions filed on 2 December 2002 and 20 January 2003, respectively. Such petitions were made by certain trade creditors on the ground that they failed to settle their trade debts amounting to approximately HK\$9 million, together with interest and other costs. The above companies were not yet dissolved as at the Latest Practicable Date.

As confirmed by Mr. Yu, Mr. Yu tendered his resignation as a director of each of CCW and CEC on 13 December 2002 and there was no wrongful act on his part leading to such court orders and he is not aware of any actual or potential claim that has been or will be made against him as a result of such court orders. None of the above wound-up companies are related to our Group.

Mr. Yu was adjudged bankrupt by virtue of a bankruptcy order made by the High Court of Hong Kong on 9 June 2004 as a result of the bankruptcy petitions made by the ultimate holding company of CCW and CEC (the “**Creditor**”) against him on 15 April 2004 for his default in the performance of his obligations under a deed of counter-indemnity (the “**Counter-indemnity**”) provided in favour of the Creditor to indemnify the Creditor against all losses as a result of the enforcement of guarantees provided by the Creditor in favour of certain banks to secure borrowings by CCW and/or the holding company of CEC and/or their respective subsidiaries. By the expiration of four years since his bankruptcy order, Mr. Yu was discharged from bankruptcy pursuant to section 30A of the Bankruptcy Ordinance (Chapter 6 of the Laws of Hong Kong) on 9 June 2008.

The Directors consider that Mr. Yu has the requisite character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as an executive Director for the following reasons:

- (a) Mr. Yu was discharged from bankruptcy in June 2008 and there is no restriction or limitation on Mr. Yu’s capacity to act as directors of private or public companies in Hong Kong and the bankruptcy order ceased to have any effect on Mr. Yu.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

- (b) The bankruptcy order against Mr. Yu was due to the enforcement of the Counter-indemnity, which did not involve any fraudulent act or misconduct involving dishonesty of Mr. Yu, and did not raise question as to Mr. Yu's integrity.
- (c) The bankruptcy order was made against Mr. Yu over 10 years ago.
- (d) Mr. Yu joined the Group in April 2009 and has over 35 years of experience in the industry. He has demonstrated his competence and abilities as a director of Polyfair HK throughout the years of our operation. Under the leadership and management of Mr. Yu, our Group has achieved growth in our business and has been able to secure projects from reputable developers and main contractors in Hong Kong.

Having considered the above and Mr. Yu confirmed he was not involved in any legal proceeding or any other claim as at 31 March 2018, the Directors are of the view that Mr. Yu is suitable to act as a Director pursuant to the GEM Listing Rules.

As at the Latest Practicable Date, Mr. Yu was interested in 17 shares of C.N.Y. Holdings Limited, an associated corporation (within the meaning of Part XV of the SFO) of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Yu did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Mr. Yu has entered into a service contract with the Company. Mr. Yu's directorship in the Company shall be for a term of three years commencing from 23 February 2018 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Yu prior thereto and in compliance with the GEM Listing Rules. Mr. Yu's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Yu is entitled to an annual emolument of HK\$1,920,000 for acting as the director of, committee member of and/or holding other positions with the Company or other members of the Group and a bonus for each financial year of the Company, which is at the discretion of the Board. The annual emolument of Mr. Yu as directors of the Group would be determined with reference to various factors such as duties and level of responsibilities of Mr. Yu, the available information in respect of companies of comparable business or scale, the performance of Mr. Yu and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

Save as disclosed above, Mr. Yu is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Yu involved in any of the matters required disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Wong Kam Man

Mr. Wong Kam Man (黃錦文), aged 58, is an executive Director and a senior project manager of our Group. Mr. Wong joined our Group as a senior project manager of Polyfair HK on 10 August 2012. Mr. Wong is primarily responsible for project management in terms of construction programme, supervision of our subcontractors' work and implementation of quality assurance and/or quality control procedures in compliance with contract specifications. Mr. Wong was appointed as a Director on 9 August 2017 and re-designated as an executive Director on 25 January 2018.

Mr. Wong is a holder of Certificate in Civil Engineering of the Hong Kong Polytechnic University. Mr. Wong has over 35 years of experience in aluminium and metal work construction in Hong Kong. Mr. Wong worked for various construction and engineering companies in Hong Kong including Wah Tung Metal Engineering Co., PMB Cyberwall Ltd. and Chevalier (Aluminium Engineering) Limited as a site supervisor, project manager or senior project manager. He participated in numerous construction projects and he was responsible for, among others, project planning, budgeting and management, design monitoring, installation supervision, quality control and coordinating with main contractors. Prior to joining our Group on 10 August 2012, Mr. Wong worked as a senior project manager at Wah Tung Metal Engineering Co. from February 2010 to July 2012.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Mr. Wong has entered into a service contract with the Company. Mr. Wong's directorship in the Company shall be for a term of three years commencing from 23 February 2018 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Wong prior thereto and in compliance with the GEM Listing Rules. Mr. Wong's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Wong is entitled to an annual emolument of HK\$1,140,000 for acting as the director of, committee member of and/or holding other positions with the Company or other members of the Group and a bonus for each financial year of the Company, which is at the discretion of the Board. The annual emolument of Mr. Wong as directors of the Group would be determined with reference to various factors such as duties and level of responsibilities of Mr. Wong, the available information in respect of companies of comparable business or scale, the performance of Mr. Wong and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

Save as disclosed above, Mr. Wong is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Dr. Lung Cheuk Wah

Dr. Lung Cheuk Wah (龍卓華), aged 67, was appointed as our independent non-executive Director on 25 January 2018. Dr. Lung also serves as the chairman of the Audit Committee, and a member of the Nomination Committee and the Remuneration Committee. He obtained a degree of Master of Business Administration from the University of Macau (formerly known as the University of East Asia, Macau) in February 1988, and a degree of Doctor of Philosophy in Business Administration from the Tarlac State University in the Philippines through distance learning in November 2012. He has been a fellow of The Institute of Chartered Secretaries and Administrators in the United Kingdom, as well as The Hong Kong Institute of Chartered Secretaries since 2006. He has also been an associate of The Taxation Institute of Hong Kong since 1996. Dr. Lung has over 29 years of experience in accounting and finance, and has extensive and long term experience in delivering part-time tertiary education in both local and overseas universities.

Dr. Lung has been working as a lecturer at the School of Continuing and Professional Studies of the Chinese University of Hong Kong since 1996 as well as an assistant professor at the City University of Macau since 2013. He was also an independent non-executive director of eprint Group Limited (stock code: 1884) from November 2013 to August 2016.

Save as disclosed above, Dr. Lung did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group.

Dr. Lung does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company nor any interests in the shares in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Dr. Lung has entered into a letter of appointment with the Company. Dr. Lung's directorship in the Company shall be for a term of three years commencing from 23 February 2018 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Dr. Lung prior thereto and in compliance with the GEM Listing Rules. Dr. Lung's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Dr. Lung is entitled to an annual salary of HK\$180,000 for acting as the director of and committee member of the Company which is determined with reference to various factors such as duties and level of responsibilities of Dr. Lung, the available information in respect of companies of comparable business or scale, the performance of Dr. Lung and the Group's performance for the financial year concerned and the prevailing market conditions.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Dr. Lung is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Dr. Lung involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Ng Ka Lok

Mr. Ng Ka Lok (吳家樂), aged 43, was appointed as our independent non-executive Director on 25 January 2018. Mr. Ng also serves as the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee. Mr. Ng received tertiary education in Australia where he obtained a degree of Master of Finance from Curtin University of Technology in September 2006 and a degree of Master of Business Administration from The University of Adelaide in July 2007. He is currently a practicing member of Hong Kong Institute of Certified Public Accountants and a member of CPA Australia, and has been a member of The Society of Chinese Accountants and Auditors since June 2014. He has over 18 years of auditing and accounting experience.

Mr. Ng is currently a partner of the audit, assurance and risk advisory division of ZHONGHUI ANDA CPA Limited, and previously worked at the Treasury of the Government, Town Sky International Limited and KLL Associates CPA Limited. Mr. Ng was an independent non-executive director of Season Pacific Holdings Limited (stock code: 8127) from September 2015 to May 2017. He has been appointed as the independent non-executive director of Chuan Holdings Limited (stock code: 1420) since 8 February 2018.

Save as disclosed above, Mr. Ng did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group.

Mr. Ng does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Ng has entered into a letter of appointment with the Company. Mr. Ng's directorship in the Company shall be for a term of three years commencing from 23 February 2018 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Ng prior thereto and in compliance with the GEM Listing Rules. Mr. Ng's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Ng is entitled to an annual salary of HK\$180,000 for acting as the director of and committee member of the Company which is determined with reference to various factors such as duties and level of responsibilities of Mr. Ng, the available information in respect of companies of comparable business or scale, the performance of Mr. Ng and the Group's performance for the financial year concerned and the prevailing market conditions.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Ng is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Wong involved in any of the matters required to be disclosed by the Company pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Wong Chi Yung

Mr. Wong Chi Yung (王志勇), aged 34, was appointed as our independent non-executive Director on 25 January 2018. Mr. Wong also serves as the chairman of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee. He obtained a degree of Bachelor of Business Administration in Finance and Management from The Hong Kong University of Science and Technology in 2005. He is currently a licensed representative under the SFO to carry out Type 6 regulated activity (advising on corporate finance). Mr. Wong has extensive experience in accounting and corporate finance.

Mr. Wong was appointed as an executive director of China Information Technology Development Limited (stock code: 8178) in April 2015 and re-designated as a non-executive director in July 2016. He currently remains as a non-executive director of China Information Technology Development Limited and is the vice president of INCU Corporate Finance Limited. He was a non-executive director of China Oil Gangran Energy Group Holdings Limited (formerly known as Fairson Holdings Limited) (stock code: 8132) from June 2011 to December 2013, and also worked at SMI Management (HK) Limited, SMI Corporation Limited and Ernst & Young.

Save as disclosed above, Mr. Wong did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group.

Mr. Wong does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company nor any interests in the shares in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Wong has entered into a letter of appointment with the Company. Mr. Wong's directorship in the Company shall be for a term of three years commencing from 23 February 2018 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Wong prior thereto and in compliance with the GEM Listing Rules. Mr. Wong's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Wong is entitled to an annual salary of HK\$180,000 for acting as the director of and committee member of the Company which is determined with reference to various factors such as duties and level of responsibilities of Mr. Wong, the available information in respect of companies of comparable business or scale, the performance of Mr. Wong and the Group's performance for the financial year concerned and the prevailing market conditions.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Wong is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Wong involved in any of the matters required to be disclosed by the Company pursuant to any of the requirements under the Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

POLYFAIR

Polyfair Holdings Limited

寶發控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8532)

NOTICE IS HEREBY GIVEN that an annual general meeting of Polyfair Holdings Limited (the “**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 23 August 2018 at 10:30 a.m. for the following purposes:

As ordinary businesses:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries the reports of the directors and of the independent auditors of the Company for the year ended 31 March 2018;
2.
 - (i) To re-elect Mr. Chow Mo Lam as an executive director of the Company.
 - (ii) To re-elect Mr. Yu Lap On Stephen as an executive director of the Company.
 - (iii) To re-elect Mr. Wong Kam Man as an executive director of the Company.
 - (iv) To re-elect Dr. Lung Cheuk Wah as an independent non-executive director of the Company.
 - (v) To re-elect Mr. Ng Ka Lok as an independent non-executive director of the Company.
 - (vi) To re-elect Mr. Wong Chi Yung as an independent non-executive director of the Company.
 - (vii) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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

4. **“THAT:**

- 4.1 subject to paragraph 4.3 below and pursuant to the GEM Listing Rules, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- 4.2 the approval in paragraph 4.1 above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- 4.3 the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph above, other than (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company, or (iii) an issue of shares as scrip dividends pursuant to the articles of association of the Company, from time to time shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- 4.4 for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on

NOTICE OF ANNUAL GENERAL MEETING

a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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

“THAT:

- 5.1 subject to paragraph 5.2 below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on 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 the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 5.2 the total number of shares of the Company which the directors of the Company is authorised to repurchase pursuant to the approval in paragraph 5.1 above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly;
- 5.3 for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of resolutions no. 4 and no. 5 set out in the notice convening this meeting (the “Notice”), the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to the resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 5 as set out in the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of the said Resolution.”

By order of the Board
Polyfair Holdings Limited
Chow Mo Lam
Chairman

Hong Kong, 29 June 2018

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy (who must be an individual) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
4. For the purpose of ascertaining shareholders who are entitled to attend and vote at the annual general meeting to be held on Thursday, 23 August 2018 (or any adjournment thereof), the register of members of the Company will be closed from Monday, 20 August 2018 to Thursday, 23 August 2018 (both days inclusive). In order to qualify for the right to attend and vote at the meeting (or any adjournment thereof), all transfers accompanied by the relevant share certificates should be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Friday, 17 August 2018.