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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you have sold or transferred** all your shares in **Ritamix Global Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Ritamix Global Limited**

**利特米有限公司**

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

**(Stock Code: 1936)**

**MAJOR TRANSACTIONS  
INVESTMENTS IN FUNDS**

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All capitalised terms used in this circular shall have the same meanings as set out in the section headed “Definitions” in this circular, unless the context requires otherwise.

A letter from the Board containing details of the investments in the Funds is set out on pages 4 to 17 of this circular.

Pursuant to Rule 14.44 of the Listing Rules, in lieu of a resolution to be passed at a general meeting of the Company, written shareholders’ approval for the subscriptions for and the redemptions of Units of the Funds have been obtained from Garry-Worth, Dato’ Sri Lee Haw Yih, Mr. Lee Haw Hann, Mr. Lee Haw Shyang and Datin Sri Yaw Sook Kean, being the Controlling Shareholders and a closely allied group of Shareholders holding 67.5% of the total issued share capital of the Company as at the Latest Practicable Date. Accordingly, no general meeting will be convened by the Company for approving the subscriptions and the redemptions. This circular is being despatched to the Shareholders for information only.

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## DEFINITIONS

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

“28 August 2020 Subscription”	the subscription for USD Hedged-class Units of the Bond Fund by the Company on 28 August 2020
“Board”	the board of Directors
“Bond Fund”	Affin Hwang Select Bond Fund
“Business Day”	a day on which the Bursa Malaysia, the stock exchange operated by Bursa Malaysia Securities Berhad, is open for trading
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Ritamix Global Limited (利特米有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange (stock code: 1936)
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and in the context of this circular, refers to Garry-Worth, Dato’ Sri Lee Haw Yih, Mr. Lee Haw Hann, Mr. Lee Haw Shyang and Datin Sri Yaw Sook Kean (collectively as a group of Controlling Shareholders) or, where the context so requires, any one of them
“Director(s)”	the director(s) of the Company
“Funds”	the USD Cash Fund, the Money Market Fund and the Bond Fund
“Garry-Worth”	Garry-Worth Investment Limited, a company incorporated in the British Virgin Islands with limited liability on 17 September 2018 and one of the Controlling Shareholders
“Gladron Chemicals”	Gladron Chemicals Sdn. Bhd., formerly known as Age D’or Chemicals Sdn. Bhd., a company incorporated in Malaysia with limited liability on 20 November 1982, and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Kevon”	Kevon Sdn. Bhd., a company incorporated in Malaysia with limited liability on 21 June 2004, and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	12 May 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing”	the initial listing of the Shares on the Main Board of the Stock Exchange on 13 May 2020
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Manager”	Affin Hwang Asset Management Berhad, a company incorporated in Malaysia with limited liability
“Money Market Fund”	Affin Hwang Aiiman Money Market Fund
“Prospectus”	the prospectus of the Company dated 24 April 2020 in relation to the Share Offer
“Ritamix”	Ritamix Sdn. Bhd., a company incorporated in Malaysia with limited liability on 29 May 2007, and an indirect wholly-owned subsidiary of the Company
“Ritamix International”	Ritamix International Limited, a company incorporated in the British Virgin Islands with limited liability on 21 September 2018, and a direct wholly-owned subsidiary of the Company
“RM”	Malaysian ringgit, the lawful currency of Malaysia
“RM Class”	a class of the Bond Fund
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the offering of the Shares by way of share offer as disclosed in the Prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC as amended, supplemented or otherwise modified from time to time
“Unit(s)”	means a measurement of the right or interest of a Unit Holder in the USD Cash Fund, the Money Market Fund or the Bond Fund and where multiple classes of Units are issued, means a unit of that class
“Unit Holder(s)”	means a person/corporation registered as the holder of a Unit or Units
“USD Cash Fund”	Affin Hwang USD Cash Fund
“USD Hedged-class”	a class of the Bond Fund
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

*In this circular, unless the context requires otherwise, certain amounts denominated in US\$ have been translated to RM at then the prevailing exchange rate for illustration purpose only. Such conversions shall not be construed as representations that amounts in US\$ were or may have been converted into RM at such rate or any other exchange rates.*

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**LETTER FROM THE BOARD**

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**Ritamix Global Limited**

**利特米有限公司**

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

**(Stock Code: 1936)**

*Executive Directors:*

Dato' Sri Lee Haw Yih

*(Chairman and chief executive officer)*

Datin Sri Yaw Sook Kean

*Non-executive Director:*

Mr. Lee Haw Shyang

*Independent non-executive Directors:*

Ms. Ng Siok Hui

Mr. Lim Chee Hoong

Mr. Lim Heng Choon

*Registered office:*

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarters:*

No. 7, Jalan TP7

UEP Industrial Park

40400 Shah Alam

Selangor Darul Ehsan

Malaysia

*Principal place of business*

*in Hong Kong:*

31st Floor

148 Electric Road

North Point

Hong Kong

Malaysia, 18 May 2021

*To the Shareholders*

Dear Sir or Madam,

**MAJOR TRANSACTIONS**

**INVESTMENTS IN FUNDS**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 9 April 2021 in relation to the investments in the Funds (the “**Announcement**”).

During the period from 1 June 2020 to 1 March 2021, the Company and Gladron Chemicals, an indirect wholly-owned subsidiary of the Company, made several subscriptions for and redemptions of Units of the USD Cash Fund, with an aggregate subscription amount of US\$3,399,920 (equivalent to RM13,910,749) and an aggregate redemption amount of

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## LETTER FROM THE BOARD

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US\$3,403,163 (equivalent to RM13,965,399). During the period from 16 June 2020 to 6 April 2021, Ritamix, Gladron Chemicals and Kevon, indirect wholly-owned subsidiaries of the Company, made several subscriptions for and redemptions of Units of the Money Market Fund, with an aggregate subscription amount of RM18,000,000 and an aggregate redemption amount of RM27,277,234. During the period from 28 August 2020 to 7 April 2021, the Company, Gladron Chemicals, Ritamix and Kevon, indirect wholly-owned subsidiaries of the Company, made several subscriptions for Units of USD Hedged-class of the Bond Fund, with an aggregate subscription amount of US\$6,847,043 (equivalent to RM27,418,793), and Units of RM Class of the Bond Fund, with an aggregate subscription amount of RM25,199,587, and a redemption of Units of RM Class of the Bond Fund with a redemption amount of RM2 million.

The purpose of this circular is to provide the Shareholders with, among other things, further details of the subscriptions for and the redemptions of Units of the Funds, financial information of the Group and other information as required by the Listing Rules. As disclosed in the Announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder nor any of their close associates has a material interest in the Funds, the subscriptions and the redemptions. As such, no Shareholder would be required to abstain from voting if the Company were to convene a general meeting for approving the subscriptions and the redemptions. Pursuant to Rule 14.44 of the Listing Rules, the Company has obtained written approval from the Controlling Shareholders, being a closely allied group of Shareholders holding 67.5% of the total issued share capital of the Company as at the date of the Announcement and the Latest Practicable Date, for approving the subscriptions and the redemptions. Accordingly, no general meeting will be convened for the purpose of considering, ratifying and approving the subscriptions and the redemptions pursuant to Rule 14.44 of the Listing Rules.

### INVESTMENTS IN THE USD CASH FUND

During the period from 1 June 2020 to 1 March 2021, the Company and Gladron Chemicals, an indirect wholly-owned subsidiary of the Company, made several subscriptions for and redemptions of Units of the USD Cash Fund, with an aggregate subscription amount of US\$3,399,920 (equivalent to RM13,910,749) and an aggregate redemption amount of US\$3,403,163 (equivalent to RM13,965,399), details of which are set out below:

<u>Subscription/redemption party</u>	<u>Subscription/ redemption date</u>	<u>Subscription/ redemption amount</u>
The Company	1 June 2020	Subscription of US\$599,970 (equivalent to RM2,395,537)
The Company	4 June 2020	Subscription of US\$1,199,980 (equivalent to RM4,791,075)
The Company	5 June 2020	Subscription of US\$599,970 (equivalent to RM2,395,537)

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## LETTER FROM THE BOARD

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<u>Subscription/redemption party</u>	<u>Subscription/ redemption date</u>	<u>Subscription/ redemption amount</u>
Gladron Chemicals	30 June 2020	Subscription of US\$1,000,000 (equivalent to RM4,328,600)
The Company	15 January 2021	Redemption of US\$1,176,000 (equivalent to RM4,791,100)
Gladron Chemicals	26 January 2021	Redemption of US\$1,000,000 (equivalent to RM4,328,600)
The Company	1 March 2021	Redemption of US\$1,227,163 (equivalent to RM4,845,699)

The key terms of the investments in the USD Cash Fund are summarised below:

Name of the fund:	Affin Hwang USD Cash Fund
Manager:	Affin Hwang Asset Management Berhad
Trustee:	Deutsche Trustees Malaysia Berhad
Investment objective and strategy:	The investment objective of the USD Cash Fund is to provide investors with regular income stream and liquid access to their investments
Asset allocation:	Minimum of 70% in debt securities, money market instruments and fixed deposits with maturity period of not more than one year and maximum of 30% in debt securities and fixed deposits with maturity period of greater than one year, but not more than two years
Aggregate subscription amount during the period from 1 June 2020 to 1 March 2021:	US\$3,399,920 (equivalent to RM13,910,749)
Aggregate redemption amount during the period from 1 June 2020 to 1 March 2021:	US\$3,403,163 (equivalent to RM13,965,399)



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## LETTER FROM THE BOARD

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Distribution policy:	Subject to the availability of income, the USD Cash Fund will distribute income on a monthly basis. Distribution, if any, would be automatically reinvested based on the net asset value per Unit of the USD Cash Fund
Term:	No fixed term
Benchmark:	Malayan Banking Berhad Foreign Currency Account Overnight USD rate
Redemption:	Unit Holders may request to redeem their investments in the USD Cash Fund at any point of time by completing the repurchase application form and returning it to the Manager on any Business Day. Redemption payments will be made within 10 days from the day the repurchase request is received by the Manager

### INVESTMENTS IN THE MONEY MARKET FUND

During the period from 16 June 2020 to 6 April 2021, Ritamix, Gladron Chemicals and Kevon, indirect wholly-owned subsidiaries of the Company, made several subscriptions for and redemption of Units of the Money Market Fund, with an aggregate subscription amount of RM18,000,000 and an aggregate redemption amount of RM27,277,234, details of which are set out below:

<u>Subscription/redemption party</u>	<u>Subscription/ redemption date</u>	<u>Subscription/ redemption amount</u>
Ritamix	16 June 2020	Subscription of RM2,000,000
Gladron Chemicals	9 July 2020	Subscription of RM1,000,000
Gladron Chemicals	23 July 2020	Subscription of RM1,000,000
Ritamix	23 July 2020	Subscription of RM1,000,000
Gladron Chemicals	26 August 2020	Subscription of RM2,000,000
Ritamix	3 September 2020	Redemption of RM1,000,000
Gladron Chemicals	10 November 2020	Subscription of RM1,000,000
Ritamix	10 November 2020	Subscription of RM1,000,000
Ritamix	2 December 2020	Subscription of RM1,000,000
Ritamix	14 December 2020	Subscription of RM1,000,000
Ritamix	4 January 2021	Subscription of RM1,000,000
Kevon	6 January 2021	Redemption of RM500,000
Gladron Chemicals	6 January 2021	Redemption of RM1,000,000
Gladron Chemicals	4 February 2021	Subscription of RM2,000,000
Ritamix	4 February 2021	Subscription of RM3,000,100

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## LETTER FROM THE BOARD

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<u>Subscription/redemption party</u>	<u>Subscription/ redemption date</u>	<u>Subscription/ redemption amount</u>
Kevon	10 February 2021	Subscription of RM500,000
Kevon	25 February 2021	Redemption of RM300,000
Gladron Chemicals	1 March 2021	Redemption of RM6,050,612
Ritamix	1 March 2021	Redemption of RM14,148,975
Kevon	1 March 2021	Redemption of RM2,000,000
Kevon	10 March 2021	Subscription of RM500,000
Kevon	6 April 2021	Redemption of RM2,277,647

The key terms of the investments in the Money Market Fund are summarised below:

Name of the Bond Fund: Affin Hwang Aiiman Money Market Fund

Manager: Affin Hwang Asset Management Berhad

Trustee: AmanahRaya Trustees Berhad

Investment objective and strategy: The investment objective of the Money Market Fund is to provide investors with short-term liquidity and income, whilst maintaining capital stability in a diversified portfolio of Islamic money market instruments

Asset allocation: 90% to 100% in Islamic money market instruments with maturity of less than 365 days and up to 10% in Sukuk and Islamic money market instruments with maturity of more than 365 days but less than 732 days

Aggregate subscription amount during the period from 16 June 2020 to 6 April 2021: RM18,000,000

Aggregate redemption amount during the period from 16 June 2020 to 6 April 2021: RM27,277,234

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## LETTER FROM THE BOARD

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Distribution policy:	Subject to the availability of income, the Money Market Fund will distribute monthly income by way of cash payment or reinvestment in the form of additional Units of the Money Market Fund
Term:	No fixed term
Benchmark:	1-month GIA rate quoted by Malayan Banking Berhad
Redemption:	Unit Holders may request to redeem their investments in the Money Market Fund by completing a transaction form and returning it to the Manager at or before 2:30 p.m. on a Business Day. Any repurchase request received after 2:30 p.m. will be transacted on the next Business Day

### INVESTMENTS IN THE BOND FUND

During the period from 28 August 2020 to 7 April 2021, the Company, Gladron Chemicals, Ritamix and Kevon, indirect wholly-owned subsidiaries of the Company, made several subscriptions for Units of USD Hedged-class of the Bond Fund, with an aggregate subscription amount of US\$6,847,043 (equivalent to RM27,418,793), and Units of RM Class of the Bond Fund, with an aggregate subscription amount of RM25,199,587, and a redemption of Units of RM Class of the Bond Fund, with a redemption amount of RM2 million, details of which are set out below:

<u>Subscription/ redemption party</u>	<u>Subscription/ redemption class</u>	<u>Subscription/ redemption date</u>	<u>Subscription/ redemption amount</u>
The Company	USD Hedged-class	28 August 2020	Subscription of US\$4,999,940 (equivalent to RM19,925,109)
Gladron Chemicals	RM Class	1 March 2021	Subscription of RM8,050,612
Ritamix	RM Class	1 March 2021	Subscription of RM15,148,975
Kevon	RM Class	1 March 2021	Subscription of RM2,000,000
The Company	USD Hedged-class	1 March 2021	Subscription of US\$1,527,133 (equivalent to RM6,193,288)
The Company	USD Hedged-class	2 March 2021	Subscription of US\$319,970 (equivalent to RM1,300,396)
Kevon	RM Class	7 April 2021	Redemption of RM2,000,000

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## LETTER FROM THE BOARD

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The key terms of the investments in the Bond Fund are summarised below:

Name of the Bond Fund:	Affin Hwang Select Bond Fund
Manager:	Affin Hwang Asset Management Berhad
Trustee:	HSBC (Malaysia) Trustee Berhad
Investment objective and strategy:	The investment objective of the Bond Fund is to provide investors with a steady income over the medium to long-term period through investments primarily in bonds and other fixed income securities
Asset allocation:	Minimum of 70% in bonds and maximum of 30% in money market instruments and/or deposits
Aggregate subscription amount during the period from 28 August 2020 to 7 April 2021:	USD Hedged-class: US\$6,847,043 (equivalent to RM27,418,793) RM Class: RM25,199,587
Aggregate redemption amount during the period from 28 August 2020 to 7 April 2021:	RM Class: RM2,000,000
Distribution policy:	Subject to the availability of income, the Bond Fund will distribute income on a quarterly basis in cash payment or additional Units of the Bond Fund by way of reinvestment
Term:	No fixed term
Benchmark:	12-month fixed deposit rate quoted by Malayan Banking Berhad
Redemption:	Unit Holders may request to redeem their investments in the Bond Fund at any point of time by completing the repurchase application form and returning it to the Manager on any Business Day. Redemption payments will be made within 14 days from the day the repurchase request is received by the Manager

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## LETTER FROM THE BOARD

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### **INFORMATION OF THE USD CASH FUND, THE MONEY MARKET FUND, THE BOND FUND, THE MANAGER AND THE TRUSTEES**

The USD Cash Fund is a wholesale money market fund. The Money Market Fund is an open-ended Islamic money market fund. The Bond Fund is an open-ended fixed income fund. The Funds are issued and managed in-house by the Manager. The Funds have appointed the Manager for the investment management and marketing of the fund, servicing the Unit Holders' needs, keeping proper administrative records of the Unit Holders and the Funds, and ensuring compliance with stringent internal procedures and guidelines of relevant authorities.

The USD Cash Fund falls under the Lodge and Launch framework introduced by the Securities Commission Malaysia. As stated in the announcement of the Securities Commission Malaysia dated 15 June 2015, the Lodge and Launch framework is a framework established by the Securities Commission Malaysia in 2015 with the intention of shortening time-to-market by enabling wholesale products to be launched once the required information is lodged with the Securities Commission Malaysia. Wholesale products that are covered under the framework include wholesale funds, structured products, bonds, sukuk and asset-backed securities. With this liberalisation, the Securities Commission Malaysia would increase its focus on conduct regulation and product surveillance to ensure that all who are involved in the wholesale market discharge their due diligence and disclosure obligations as well as uphold the principle of fair treatment of investors. According to the information memorandum of the USD Cash Fund dated 21 September 2015, the information memorandum of the USD Cash Fund has been lodged with the Securities Commission Malaysia. According to the prospectus of the Money Market Fund dated 3 September 2018 and the prospectus of the Bond Fund dated 18 July 2017, the Securities Commission Malaysia have authorised the Money Market Fund and the Bond Fund and the prospectuses have been registered with the Securities Commission Malaysia.

The Manager was incorporated in Malaysia on 2 May 1997 under the Companies Act 1965 (Laws of Malaysia) and began operations as an asset management firm in 2001. According to the publicly available information, the Manager is owned as to approximately 63% by Affin Hwang Investment Bank Berhad, which in turn is a wholly-owned subsidiary of Affin Bank Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad (stock code: 5185 and stock name: AFFIN), and approximately 27% by Nikko Asset Management International Limited, which in turn is a wholly-owned subsidiary of Nikko Asset Management Co., Ltd. The rest of the issued shares in the Manager are respectively owned by 14 individuals.

The USD Cash Fund has appointed Deutsche Trustees Malaysia Berhad as the trustee and custodian of the assets of the USD Cash Fund and to safeguard the interests of the Unit Holders of the USD Cash Fund. Deutsche Trustees Malaysia Berhad is a company incorporated in Malaysia in 2007 and registered as a trust company under the Trust Companies Act 1949 (Laws of Malaysia).

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## **LETTER FROM THE BOARD**

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The Money Market Fund has appointed AmanahRaya Trustees Berhad as the trustee and custodian of the assets of the Money Market Fund and to safeguard the interests of the Unit Holders of the Money Market Fund. AmanahRaya Trustees Berhad is a company incorporated in Malaysia in 2007 and registered as a trust company under the Trust Companies Act 1949 (Laws of Malaysia).

The Bond Fund has appointed the HSBC (Malaysia) Trustee Berhad as the trustee and custodian of the assets of the Bond Fund and to safeguard the interests of the Unit Holders of the Bond Fund. HSBC (Malaysia) Trustee Berhad is a company incorporated in Malaysia in 1937 and registered as a trust company under the Trust Companies Act 1949 (Laws of Malaysia).

As at the date of this circular, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Funds, the Manager, the respective trustees of the Funds and their respective ultimate beneficial owners are independent of and not connected with the Company or any connected persons (as defined under the Listing Rules) of the Company.

### **INFORMATION OF THE GROUP**

The Company is an exempted company incorporated in the Cayman Islands with limited liability. The Group is based in Malaysia and principally engages in (i) distribution of animal feed additives and, to a lesser extent, human food ingredients; and (ii) manufacturing of animal feed additives premixes.

### **FINANCIAL EFFECTS OF THE SUBSCRIPTIONS AND THE REDEMPTIONS**

The subscriptions for and the redemptions of Units of the Funds were accounted for as financial assets at fair value through profit or loss in the consolidated financial statements of the Company. The subscriptions were initially recognised at investment cost in the consolidated balance sheet of the Company. Any investment income arising from the investments in the Funds were recognised in the consolidated income statement of the Company. For the year ended 31 December 2020, an investment income arising from the investments in the Funds of approximately RM581,000 was recorded in the consolidated income statement of the Company. Any changes in the fair value of the investments were then recognised in the consolidated income statement of the Company. For the year ended 31 December 2020, an overall fair value loss of approximately RM300,000 was recorded in the consolidated income statement of the Company. The aforesaid loss on the changes in fair value of the investments in the Funds represented only an unrealised accounting loss and the Company expected that such loss would not have any material adverse effect on the cash flow position and operation of the Group. As at 31 December 2020, the fair value of the investments in the Funds was approximately RM53,074,000. There is no financial effect of the subscriptions and the redemptions on the liabilities of the Group.

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## LETTER FROM THE BOARD

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The Group recorded an overall gain of approximately RM48,000 (which was included in the overall net fair value loss on other investments) for the year ended 31 December 2020 and will record an overall estimated gain of approximately RM404,000 for the year ending 31 December 2021 from the redemptions. The overall estimated gains were calculated based on the difference between the net asset value of Units redeemed and the carrying amount of the Units at the time of each redemption. The aforementioned financial effects are shown for illustrative purpose only and the actual gain or loss as a result of the redemptions to be recorded by the Group for the year ending 31 December 2021 is subject to review and final audit by the auditors of the Company.

### **REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS FOR THE FUNDS**

The Board is of the view that reasonable and effective use of temporary idle funds will enhance the overall capital gain of the Group. The subscriptions for the Funds as disclosed above were made for treasury management purpose with a view to increasing the return on the unutilised funds of the Group and generating better investment return to the Company and its Shareholders as a whole after taking into account, among others, the level of risk and return on investment. Prior to making such subscriptions, the Group had ensured that there remains sufficient working capital for the Group's business needs, operating activities and capital expenditures even after subscribing for the Funds. The Board considers that they are conservative investments with a satisfactory expected return, acceptable risk and high liquidity, are in line with the internal risk management and treasury management of the Group, and have not caused any adverse impact on the working capital of the Group. The Directors consider that the terms and conditions of the subscriptions are fair and reasonable and on normal commercial terms, and the subscriptions are in the interests of the Company and its Shareholders as a whole.

As disclosed in the announcement of the Company dated 28 August 2020, the 28 August 2020 Subscription was financed by the unutilised net proceeds of the Company raised from the Listing as there had been a delay in utilisation of such net proceeds mainly due to the imposition of the Movement Control Order by the Malaysian government. In this regard, with a view to improving the efficiency of the use of the Company's temporarily available proceeds from the Listing, on the basis that the Company shall ensure that there will be no adverse impact to the utilisation of the net proceeds as planned, the Board had resolved to temporarily allocate part of the temporarily available proceeds to invest in the Bond Fund which the Board considers as a conservative investment with a satisfactory expected return, acceptable risk and high liquidity. The 28 August 2020 Subscription is expected to increase the Group's income, improve the efficiency and effectiveness of the use of the Company's temporarily available proceeds, further enhance the overall financial performance of the Group and generate better investment return to the Company and its Shareholders as a whole. The Company will redeem the 28 August 2020 Subscription at any point of time where appropriate and adhere to the expected timeline to utilise the net proceeds for the purposes set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus, subject to the Malaysian government's policy. The Directors confirmed that, save for the 28 August 2020 Subscription, none of the subscriptions was financed by the unutilised net proceeds from the Company raised from the Listing.

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## LETTER FROM THE BOARD

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### REASONS FOR AND BENEFITS OF THE REDEMPTIONS FROM THE FUNDS

As part of its treasury management, the Group has been closely monitoring the performance of the Funds and its cash flow position. The Directors therefore decided to dispose of part of the investments in the Funds and made the redemptions as disclosed above. The proceeds from the redemptions have been applied towards the general working capital of the Group. The Directors consider that the terms and conditions of the redemptions are fair and reasonable and on normal commercial terms, and the redemptions are in the interests of the Company and its Shareholders as a whole.

### LISTING RULES IMPLICATIONS

As the subscriptions for Units of the Funds as disclosed above were made by the Group within a 12-month period and were all entered into with the Manager, pursuant to Rule 14.22 of the Listing Rules, the subscriptions would be aggregated as a series of transactions. As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in relation to the subscriptions exceeds 25% but is less than 100%, the subscriptions (on an aggregate basis) constituted major transactions of the Company which are subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As the redemptions of Units of the Funds as disclosed above were made by the Group within a 12-month period and were all entered into with the Manager, pursuant to Rule 14.22 of the Listing Rules, the redemptions would be aggregated as a series of transactions. As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in relation to the redemptions exceeds 25% but is less than 75%, the redemptions (on an aggregate basis) constituted major transactions of the Company which are subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

By calculation on an aggregate basis:

#### Subscriptions

- (i) as of 4 June 2020, the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in relation to the subscriptions for Units of the Funds exceeded 5% but was less than 25%, and the subscriptions (on an aggregate basis) constituted discloseable transactions of the Company which were subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but were exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules;
- (ii) as of 28 August 2020, the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in relation to the subscriptions for Units of Funds exceeded 25% but was less than 100%, and the subscriptions (on an aggregate basis) constituted major transactions of the Company which were subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules;



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## LETTER FROM THE BOARD

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### Redemptions

- (iii) as of 26 January 2021, the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in relation to the redemptions of Units of the Funds exceeded 5% but was less than 25%, and the redemptions (on an aggregate basis) constituted discloseable transactions of the Company which were subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but were exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules; and
- (iv) as of 1 March 2021, the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in relation to the redemptions of Units of Funds exceeded 25% but was less than 75%, and the redemptions (on an aggregate basis) constituted major transactions of the Company which were subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder nor any of their close associates has a material interest in the Funds, the subscriptions and the redemptions. As such, no Shareholder would be required to abstain from voting if the Company were to convene a general meeting for approving the subscriptions and the redemptions. As at the Latest Practicable Date, the Controlling Shareholders, being a closely allied group of the Shareholders holding 67.5% of the total issued share capital of the Company, have provided the Shareholder's written approval for the subscriptions and the redemptions pursuant to Rule 14.44 of the Listing Rules in lieu of a resolution to be passed at a general meeting of the Company. The Controlling Shareholders are Garry-Worth, Dato' Sri Lee Haw Yih, Mr. Lee Haw Hann, Mr. Lee Haw Shyang and Datin Sri Yaw Sook Kean. Garry-Worth is owned as to 53.37% by Dato' Sri Lee Haw Yih, 20.17% by Mr. Lee Haw Hann, 20.17% by Mr. Lee Haw Shyang and 6.29% by Datin Sri Yaw Sook Kean. Dato' Sri Lee Haw Yih, Mr. Lee Haw Hann, Mr. Lee Haw Shyang and Datin Sri Yaw Sook Kean are family members and have entered into the acting in concert undertaking dated 26 January 2019 confirming that they have been acting in concert in respect of all corporate matters relating to the operation of the Group and, therefore, are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code). They together control 337,500,000 Shares through Garry-Worth, representing 67.5% of the entire issued share capital of the Company as at the Latest Practicable Date. Accordingly, no general meeting will be convened for the purpose of considering, ratifying and approving the subscriptions and the redemptions pursuant to Rule 14.44 of the Listing Rules.

### RATIFICATION AND REMEDIAL ACTIONS TO BE TAKEN BY THE COMPANY

On 9 April 2021, the Board resolved to ratify and approve the subscriptions for and the redemptions of Units of the Funds as disclosed above. The Directors (including independent non-executive Directors) considered that the terms and the transactions contemplated under the subscriptions and the redemptions are fair and reasonable, on normal commercial terms, and are in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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The Company acknowledged that the notification and announcement and/or Shareholders' approval in respect of the subscriptions for and the redemptions of Units of the Funds as disclosed above as required under Chapter 14 of the Listing Rules had been delayed due to its inadvertent oversight. The Company would like to explain that under the current commonly adopted accounting practices in Malaysia, the financial products were regarded as cash and cash equivalents so that the Company was unaware that the transactions may constitute notifiable transactions. The Company would like to stress that the Group has suffered no loss in relation to the late disclosure, it had no intention to withhold any information from disclosure and the transactions would also have been approved by a written shareholders' approval pursuant to Rule 14.44 of the Listing Rules. The Company takes the incident seriously and has taken the following remedial measures to prevent the recurrence of similar incidents in the future:

- (i) the relevant departments of the Company shall work closer to oversee and monitor the Company's on-going compliance with the Listing Rules;
- (ii) the Group has updated its internal control manual on cash and treasury management to ensure that any obligation under the Listing Rules in respect of future investments in financial products is complied with;
- (iii) the Group has strengthened the awareness on the necessity to report the acquisitions or disposals of financial products to the management by conducting an internal training session on the reporting procedures on notifiable transactions as to the requirements of the Listing Rules and to emphasise the importance of identifying such transactions prior to execution;
- (iv) the Company has enhanced its treasury policy on financial investment to regulate the investment activities made by the Group; and
- (v) the Company will, as and when appropriate and necessary, seek its external legal or other professional advice as to any action required to be taken in relation to any proposed transactions or events in the future.

The Company will make prudent decision prior to engaging in investing activities on the principle of protecting the interests of the Company and the Shareholders as a whole.

Going forward, the Company will make such disclosure in a timely manner to ensure compliance with the Listing Rules.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the subscriptions for and the redemptions of Units of the Funds are on normal commercial terms which are made on an arm's length basis and are fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Given that Shareholders' approval is required for the subscriptions and the redemptions, the Company has obtained a written approval from Garry-Worth, Dato' Sri Lee Haw Yih, Mr. Lee Haw Hann, Mr. Lee Haw Shyang and Datin Sri Yaw Sook Kean, representing 67.5% of the total voting rights of the Company, under recommendation from the Directors. The Directors would recommend other Shareholders to vote in favour of the subscriptions and the redemptions should a general meeting be required to be held.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Ritamix Global Limited**  
**Dato' Sri Lee Haw Yih**  
*Chairman and Executive Director*

## 1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group (i) for the financial years ended 31 December 2017, 2018 and 2019 are set out in the Accountants' Report in Appendix I to the Prospectus; and (ii) for the financial year ended 31 December 2020 are disclosed on pages 51 to 101 of the 2020 annual report of the Company released on 26 April 2021. All of these financial statements have been published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ritamix-global.com](http://www.ritamix-global.com):

- the Prospectus published on 24 April 2020 can be accessed by the direct hyperlink below:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0424/2020042400077.pdf>

- the 2020 annual report of the Company released on 26 April 2021 can be accessed by the direct hyperlink below:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0426/2021042601229.pdf>

## 2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 March 2021, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this circular, the Group had lease liabilities of approximately RM425,000 and unutilised banking facilities for working capital use amounting to RM12,270,000.

Save as disclosed above or otherwise mentioned herein, and apart from intra-group liabilities and normal trade and other payables in the ordinary course of business, the Group did not have any outstanding debt securities, term loans, mortgages, charges, debentures, bank loans and overdrafts or other similar indebtedness, liabilities under acceptances, acceptance credits, hire purchase commitments, guarantees or other material contingent liabilities at the close of business on 31 March 2021.

The Directors have confirmed that there have been no material changes in the indebtedness and contingent liabilities of the Group since 31 March 2021.

## 3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the existing cash and bank balances, other internal resources and available banking facilities, the Group has sufficient working capital for its present requirements and to satisfy its requirements for at least the next 12 months from the date of publication of this circular in the absence of unforeseen circumstances.

#### 4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were of the view that there had been no material adverse change in the financial or trading position of the Group since 31 December 2020, being the date to which the latest published audited consolidated financial statements of the Group were made up.

#### 5. FINANCIAL AND TRADING PROSPECTS

The World Bank noted in its “Global Economic Prospects” report issued in January 2021 that the novel coronavirus disease 2019 (“**COVID-19**”) pandemic has caused the broad collapse of the global economy. The world economy is estimated to have contracted 4.3% in 2020.

On the local front, the Malaysian Central Bank, Bank Negara Malaysia announced in February 2021 that Malaysia’s gross domestic product contracted by 5.6% in 2020. However, Malaysia’s economy is expected to recover in 2021 with growth projected at 6.5%.

There remains uncertainty on the extent of the COVID-19 pandemic’s impact, which depends on multiple factors including the path and mutation of the disease, efficacy of containment efforts, successful development and deployment of vaccines, and government fiscal and monetary policies. This situation is further complicated by the unprecedented instability of the current Malaysian government with a marginal simple majority in parliament following the sudden change of government in February 2020. Coupled with the COVID-19 pandemic and the on-going Sino-US trade tension, this instability has affected Malaysia’s business and economic environment. Against this backdrop, the Group expects the current financial year of 2021 to be fairly challenging for the Group due to the ongoing COVID-19 pandemic.

On the other hand, though far-reaching, the Group believes the adverse impact of COVID-19 pandemic will eventually come to an end and the global economy will recover in the following years. In this regard, the Group is actively exploring opportunities both in Malaysia and overseas.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors and chief executive of the Company

As at the Latest Practicable Date, the interests or short position of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

<u>Name of Director/ chief executive</u>	<u>Capacity/ Nature of Interest</u>	<u>Number of Shares held (Note 1)</u>	<u>Percentage of the Company's issued share capital</u>
Dato' Sri Lee Haw Yih (Notes 2 and 3)	Interest in controlled corporation/interest held jointly with others	337,500,000 (L)	67.5%
Mr. Lee Haw Shyang (Note 3)	Interest held jointly with others	337,500,000 (L)	67.5%
Datin Sri Yaw Sook Kean (Note 3)	Interest held jointly with others	337,500,000 (L)	67.5%

*Notes:*

- The letter "L" denotes a person's "long position" (as defined under Part XV of the SFO) in such Shares.
- Garry-Worth is the beneficial owner of 337,500,000 Shares. Garry-Worth is owned as to 53.37% by Dato' Sri Lee Haw Yih, the chairman of the Board and an executive Director. Under the SFO, Dato' Sri Lee Haw Yih is deemed to be interested in the same number of Shares held by Garry-Worth.

3. Dato' Sri Lee Haw Yih, Mr. Lee Haw Hann, Mr. Lee Haw Shyang and Datin Sri Yaw Sook Kean are parties acting in concert (the "**Parties**") (having the meaning as ascribed thereto in the Takeovers Code) pursuant to the confirmation and undertaking dated 26 January 2019 and entered into among the Parties. As such, the Parties together control 337,500,000 Shares, representing 67.5% of the entire issued share capital of the Company.

**(b) Interests in associated corporation of the Company**

<u>Name of Director/ chief executive</u>	<u>Associated corporation</u>	<u>Capacity/ Nature of interest</u>	<u>Number of shares held</u>	<u>Percentage of shareholding</u>
Dato' Sri Lee Haw Yih	Garry-Worth	Beneficial owner	5,337	53.37%
Mr. Lee Haw Shyang	Garry-Worth	Beneficial owner	2,017	20.17%
Datin Sri Yaw Sook Kean	Garry-Worth	Beneficial owner	629	6.29%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had, or was deemed to have, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules.

**(c) Substantial Shareholders**

As at the Latest Practicable Date, the following persons/entities (other than the Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

<u>Name</u>	<u>Capacity</u>	<u>Number of Shares held (Note 1)</u>	<u>Approximate percentage of the Company's issued share capital</u>
Garry-Worth (Note 2)	Beneficial owner	337,500,000 (L)	67.5%
Mr. Lee Haw Hann (Note 3)	Interest held jointly with others	337,500,000 (L)	67.5%

<u>Name</u>	<u>Capacity</u>	<u>Number of Shares held (Note 1)</u>	<u>Approximate percentage of the Company's issued share capital</u>
Ms. Lim Ee Min (Note 4)	Interest of spouse	337,500,000 (L)	67.5%
Ms. Yee Mei Loon (Note 5)	Interest of spouse	337,500,000 (L)	67.5%
Warrants Capital Ltd ("Warrants Capital") (Note 6)	Beneficial owner	27,532,000 (L)	5.5%
Mr. Voon Sze Lin (Note 6)	Interest in controlled corporation	27,532,000 (L)	5.5%

*Notes:*

1. The letter "L" denotes a person's "long position" (as defined under Part XV of the SFO) in such Shares.
2. Garry-Worth is owned as to 53.37% by Dato' Sri Lee Haw Yih, 20.17% by Mr. Lee Haw Shyang, 20.17% by Mr. Lee Haw Hann and 6.29% by Datin Sri Yaw Sook Kean. Under the SFO, Dato' Sri Lee Haw Yih is deemed to be interested in the same number of Shares held by Garry-Worth.
3. The Parties are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code) pursuant to the confirmation and undertaking dated 26 January 2019 and entered into among the Parties, As such, the Parties together control 337,500,000 Shares, representing 67.5% of the entire issued share capital of the Company.
4. Ms. Lim Ee Min, the spouse of Mr. Lee Haw Shyang, is deemed under the SFO to be interested in the same number of Shares in which Mr. Lee Haw Shyang is interested in.
5. Ms. Yee Mei Loon, the spouse of Mr. Lee Haw Hann, is deemed under the SFO to be interested in the same number of Shares in which Mr. Lee Haw Hann is interested in.
6. Warrants Capital is the beneficial owner of 27,532,000 Shares. Warrants Capital is wholly-owned by Mr. Voon Sze Lin. By virtue of the SFO, Mr. Voon Sze Lin is deemed to be interested in the same number of Shares held by Warrants Capital.

Save as disclosed above, as at the Latest Practicable Date, the Company has not been notified of any other persons (other than the Directors or the chief executives of the Company) who or entities which had or deemed or taken to have an interest or a short position in the shares or underlying shares of the Company, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.



### 3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or any of their respective close associates had an interest in a business which competes or was likely to compete, either directly or indirectly, with the business of the Group nor had any other conflicts of interest with the Group.

### 4. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS OF THE GROUP

As at the Latest Practicable Date,

- (a) none of the Directors were materially interested, directly or indirectly, in any contract or arrangement subsisting and which was significant in relation to the business of the Group; and
- (b) none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2020, being the date to which the latest published audited consolidated financial statements of the Group were made up.

### 5. MATERIAL CONTRACTS

The following are contracts (not being contracts entered into in the ordinary course of business) entered into by the members of the Group within two years immediately preceding the Latest Practicable Date and which are or may be material to the Group:

- (a) a cornerstone investment agreement dated 21 April 2020 entered into between the Company, Wong Cheung Wang Philip, the sole sponsor and the sole bookrunner in the Share Offer, pursuant to which Wong Cheung Wang Philip agreed to, among others, acquire the number of Shares equal to HK\$12,000,000 divided by the final offer price of the Share Offer, rounded down to the nearest whole board lot of 2,000 Shares;
- (b) a cornerstone investment agreement dated 21 April 2020 entered into between the Company, China Peace Limited, the sole sponsor and the sole bookrunner in the Share Offer, pursuant to which China Peace Limited agreed to, among others, acquire the number of Shares equal to HK\$24,000,000 divided by the final offer price of the Share Offer, rounded down to the nearest whole board lot of 2,000 Shares;
- (c) the deed of indemnity dated 21 April 2020 executed by the Controlling Shareholders in favour of the Company (for itself and as trustee for each of its subsidiaries) regarding certain indemnities as more particularly set out in the paragraph headed "E. Other information — 1. Tax and other indemnities" in Appendix V to the Prospectus;

- (d) the deed of non-competition dated 21 April 2020 executed by the Controlling Shareholders in favour of the Company (for itself and as trustee for each of its subsidiaries) regarding certain non-competition undertakings as more particularly set out in the section headed “Relationship with Controlling Shareholders — Non-competition undertakings” in the Prospectus;
- (e) the public offer underwriting agreement dated 23 April 2020 entered into among the Company, the Controlling Shareholders, the executive Directors, the sponsor, the sole bookrunner, the joint lead managers and the public offer underwriters in the Share Offer, particulars of which are summarised in the section headed “Underwriting” in the Prospectus; and
- (f) the placing underwriting agreement dated 7 May 2020 entered into among the Company, the Controlling Shareholders, the executive Directors, the sponsor, the sole bookrunner, the joint lead managers and the placing underwriters in the Share Offer, particulars of which are summarised in the section headed “Underwriting” in the Prospectus.

## 6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

## 7. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or proposed to enter, into a service contract with any member of the Group which does not expire or is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## 8. MISCELLANEOUS

- (a) The registered office of the Company is situated at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands.
- (b) The Company’s headquarters is situated at No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia.
- (c) The Company’s principal place of business in Hong Kong is situated at 31st Floor, 148 Electric Road, North Point, Hong Kong.
- (d) The branch share registrar of the Company in Hong Kong is Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong.

- (e) The company secretary of the Company is Ms. Leung Ho Yee. Ms. Leung Ho Yee is a senior corporate secretarial manager of Boardroom Corporate Services (HK) Limited. She is a member of The Hong Kong Institute of Certified Public Accountants and a fellow of The Hong Kong Institute of Chartered Secretaries.
- (f) The English text of this circular shall prevail over the Chinese text in the event of inconsistency.

## **9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours on any business day at the principal place of business of the Company in Hong Kong at 31st Floor, 148 Electric Road, North Point, Hong Kong from the date of this circular up to and including 1 June 2021:

- (a) the amended and restated memorandum and articles of association of the Company;
- (b) the Prospectus;
- (c) the annual report of the Company for the year ended 31 December 2020;
- (d) the material contracts referred to in the paragraph headed “Material Contracts” in this appendix; and
- (e) this circular.