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If you have sold or transferred all your shares in Sunray Engineering Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Sunray Engineering Group Limited **新威工程集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8616)

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

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the AGM of the Company to be held at 22/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 21 August 2020 at 12:00 noon is set out on pages 14 to 19 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sunray.com.hk). Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjourned meeting should you so wish. If you attend and vote at the AGM, the instrument appointing your proxy will be deemed to have been revoked.

This circular together with the form of proxy will remain on the “Latest Listed Company Information” page of the GEM website (www.hkgem.com) for at least 7 days from the date of publication and on the Company’s website (www.sunray.com.hk).

30 June 2020

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

CONTENTS

| | <i>Page</i> |
|--|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 3 |
| APPENDIX I — EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE | 8 |
| APPENDIX II — BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM. | 11 |
| NOTICE OF ANNUAL GENERAL MEETING | 14 |

DEFINITIONS

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

| | |
|------------------------------|---|
| “AGM” | the annual general meeting of the Company to be held at 22/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 21 August 2020 at 12:00 noon to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 14 to 19 of this circular, or any adjournment thereof |
| “Articles” | the articles of association of the Company adopted on 18 March 2020 as amended, supplemented or otherwise modified from time to time |
| “Board” | the board of Directors |
| “close associate(s)” | has the meaning ascribed thereto under the GEM Listing Rules |
| “Company” | Sunray Engineering Group Limited (新威工程集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on GEM of the Stock Exchange (Stock Code: 8616) |
| “Companies Law” | the Companies Law (as revised), of the Cayman Islands, as amended, modified and supplemented from time to time |
| “Controlling Shareholder(s)” | has the meaning ascribed thereto under the GEM Listing Rules |
| “core connected person(s)” | has the meaning ascribed thereto under the GEM Listing Rules |
| “Director(s)” | the director(s) of the Company from time to time |
| “GEM” | the GEM of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM of the Stock Exchange as amended, supplemented or otherwise modified from time to time |
| “Group” | the Company and its subsidiaries |
| “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 |

DEFINITIONS

| | |
|------------------------------|---|
| “Issue Mandate” | the general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares not exceeding the aggregate of 20% of the number of the issued Shares as at the date of the passing of the relevant resolution |
| “Latest Practicable Date” | 26 June 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Date” | 23 April 2020, being the date on which the issued Shares were initially listed on GEM |
| “Memorandum” | the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time |
| “Nomination Committee” | the nomination committee of the Board |
| “Register of Members” | the register of members of the Company |
| “Repurchase Mandate” | the general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding the aggregate of 10% of the number of the issued Shares as at the date of the passing of the relevant resolution |
| “SFC” | the Securities and Futures Commission of 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)” | the ordinary share(s) of the Company with nominal value of HK\$0.01 each |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary(ies)” | has the meaning ascribed thereto under the GEM Listing Rules |
| “substantial shareholder(s)” | has the meaning ascribed thereto under the GEM Listing Rules |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended, supplemented or otherwise modified from time to time |
| “%” | per cent |

LETTER FROM THE BOARD



Sunray Engineering Group Limited

新威工程集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8616)

Executive Directors:

Mr. Lam Ka Wing

(Chairman and Chief Executive Officer)

Ms. Wong Pui Yee Edith

Independent non-executive Directors:

Mr. Ng Kwun Wan

Ms. Cho Mei Ting

Mr. Ho Ka Kit

Registered Office:

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Caymans Islands

*Headquarters and Principal Place of
Business in Hong Kong:*

Unit 803-804, 8/F

Laford Centre

838 Lai Chi Kok Road

Cheung Sha Wan

Kowloon, Hong Kong

30 June 2020

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding, among other matters, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the extension of the Issue Mandate by the addition of an amount representing the number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the proposed declaration of final dividend; and to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the above resolutions.

LETTER FROM THE BOARD

A notice convening the AGM is set out on pages 14 to 19 of this circular.

ISSUE MANDATE

Given that the general unconditional mandate granted to the Directors to allot, issue and deal with the Shares pursuant to the written resolutions of the sole Shareholder dated 18 March 2020 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to exercise all powers of the Company to allot, issue and deal with up to a total of 200,000,000 Shares, being 20% of the aggregate number of the issued Shares as at the date of the resolution in relation thereto. The Issue Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

Given that the general and unconditional mandate granted to the Directors to repurchase Shares pursuant to the written resolutions of the sole Shareholder dated 18 March 2020 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and based on 1,000,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to exercise all powers of the Company to repurchase a maximum of 100,000,000 Shares, being 10% of the aggregate number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF THE ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to the

LETTER FROM THE BOARD

Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate, provided that such number of Shares shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Mr. Lam Ka Wing (“**Mr. Lam**”) and Ms. Wong Pui Yee Edith (“**Ms. Wong**”) and three independent non-executive Directors, namely Mr. Ng Kwun Wan (“**Mr. Ng**”), Ms. Cho Mei Ting and Mr. Ho Ka Kit.

Article 112 of the Articles provides that any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Accordingly, Mr. Lam and Ms. Wong shall retire by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM. Further, Article 108(a) of the Articles provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Mr. Ng (together with Mr. Lam and Ms. Wong, the “**Retiring Directors**”) shall retire by rotation at the AGM and being eligible, will offer himself for re-election at the AGM.

The Nomination Committee has, among other matters, evaluated the performance of each of the Retiring Directors during the period from their respective dates of appointment to 31 March 2020 and found their performance satisfactory.

The Nomination Committee has also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules received from each of the independent non-executive Directors and confirmed that all of them remain independent.

Accordingly, the Nomination Committee recommended to the Board that the Retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

The biographical details of each of the Retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the GEM Listing Rules.

DECLARATION OF FINAL DIVIDEND

The Board has recommended the declaration of a final dividend of 0.58 HK cents per Share for the year ended 31 March 2020, subject to the approval by the Shareholders at the AGM. For the purpose of ascertaining Shareholders who are entitled to the proposed final dividend for the year ended 31 March 2020, the Register of Members will be closed from Thursday, 27 August 2020 to Monday, 31 August 2020.

LETTER FROM THE BOARD

In order to qualify for the proposed final dividend, all transfer of Shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, no later than 4:30 p.m. on Wednesday, 26 August 2020.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 22/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 21 August 2020 at 12:00 noon is set out on pages 14 to 19 of this circular. Resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving the resolutions proposed in the notice of the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjourned meeting should you so wish.

VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders.

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 Directors consider that (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the extension of the Issue Mandate by the addition of an amount representing the number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the proposed declaration of final dividend as set out in the notice of the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 14 to 19 of this circular.

LETTER FROM THE BOARD

GENERAL INFORMATION

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Sunray Engineering Group Limited
Lam Ka Wing
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM granting the Repurchase Mandate.

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their fully-paid shares on GEM subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Directors would be authorised to repurchase up to a maximum of 100,000,000 Shares, representing 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the 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 a repurchase will benefit the Company and the Shareholders as a whole.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

5. SOURCE OF FUNDS

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles for such purpose.

6. IMPACT OF REPURCHASES

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2020, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on GEM since the Listing Date and up to the Latest Practicable Date were as follows:

| Month in 2020 | Traded Price (HK\$) | |
|--|---------------------|--------|
| | Highest | Lowest |
| April (commencing from 23 April 2020) | 0.69 | 0.51 |
| May | 0.64 | 0.51 |
| June (up to and including the Latest Practicable Date) | 0.57 | 0.37 |

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associate(s), has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the AGM.

9. DIRECTORS' 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 Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Ultra Success Industries Limited ("**Ultra Success**") was beneficially interested in 750,000,000 Shares, representing 75% of the total number of issued Shares. Ultra Success is beneficially wholly-owned by Mr. Lam and hence, by virtue of the SFO, Mr. Lam is deemed to be interested in 750,000,000 Shares held by Ultra Success, representing 75% of the total number of issued Shares. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of each of Ultra Success and Mr. Lam would be increased to approximately 83.33% of the total number of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares.

11. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date up to the Latest Practicable Date.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

The following are the biographical details of the Directors who will retire as required by the Articles and the GEM Listing Rules and are proposed to be re-elected at the AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

EXECUTIVE DIRECTORS

Mr. Lam Ka Wing (“Mr. Lam”)

Mr. Lam Ka Wing (林嘉榮), aged 59, is an executive Director, chairman of the Board and chief executive officer of our Group. Mr. Lam founded our Group in 1988 and has over 30 years of experience in the building protection industry. He is primarily responsible for the overall strategic planning and business development and overseeing the daily operation of our Group. Mr. Lam completed secondary education in 1980.

Prior to founding our Group, Mr. Lam worked as a salesperson in a supplier and manufacturer of building protection products from 1986 to 1989. He founded our Group in 1988. Mr. Lam has been holding directorship in certain subsidiaries of the Company. Mr. Lam is the spouse of Ms. Wong, who is also an executive Director of the Company.

Mr. Lam has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date until terminated by not less than three months’ notice in writing served by either party. Mr. Lam is entitled to an annual remuneration of HK\$2,692,800 with discretionary bonus. Such remuneration was determined on a case by case basis depending on the experience, responsibility, workload and the time devoted to the Group. Mr. Lam is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Ultra Success (which is wholly-owned by Mr. Lam) is interested in 750,000,000 Shares of the Company, representing 75% of the total number of issued Shares. By virtue of the SFO, Mr. Lam is deemed to be interested in all the Shares held by Ultra Success.

Ms. Wong Pui Yee Edith (“Ms. Wong”)

Ms. Wong Pui Yee Edith (汪佩儀), aged 48, is an executive Director of our Group and the spouse of Mr. Lam. She is responsible for overseeing overall administrative affairs of our Group.

Ms. Wong obtained her diploma in executive secretarial studies from Sara Beattie College in September 1993.

**APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION AT THE AGM**

Prior to joining our Group in July 2018, Ms. Wong began her career as a secretary to the commercial director at Caldbecks Limited, a company primarily engaged in the trading of wine and spirits, from September 1993 to July 1999. She then joined the group company of Mason Financial Holdings Limited (formerly known as Willie International Holdings Limited), a company listed on the Stock Exchange (stock code: 273) and primarily engaged in investment and finance related business, as a personnel and administration officer in November 1999 and left as a corporate administration manager in August 2015. She worked in HEC Corporate Services Ltd., a financial services provider, as a corporate administration manager from August 2015 to July 2018 and was responsible for overseeing administrative and human resources matters of the company. Since July 2018, Ms. Wong has been the human resources and administration manager of our Group and has been responsible for overseeing overall administrative affairs of our Group. Since August 2018, she has become a consultant of Cordoba Homes Management Limited, a property management company and provides advice on various human resources and office administrative matters.

Ms. Wong has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date until terminated by not less than three months' notice in writing served by either party. Ms. Wong is entitled to an annual remuneration of HK\$1,140,000 with discretionary bonus. Such remuneration was determined on a case by case basis depending on the experience, responsibility, workload and the time devoted to the Group. Ms. Wong is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Ultra Success (which is wholly-owned by Mr. Lam) is interested in 750,000,000 Shares of the Company, representing 75% of the total number of issued Shares. By virtue of the SFO, Mr. Lam is deemed to be interested in all the Shares held by Ultra Success. Ms. Wong is the spouse of Mr. Lam and accordingly, is deemed to be interested in all the Shares interested by Mr. Lam for the purpose of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Ng Kwun Wan (“Mr. Ng”)**

Mr. Ng Kwun Wan (吳冠雲), aged 56, was appointed as an independent non-executive Director of the Group on 18 March 2020. He is also the chairman of the audit committee and a member of the remuneration committee and the Nomination Committee with effect from the Listing Date. He is responsible for providing independent advice to the Board and advising on corporate governance matters.

Mr. Ng obtained his Bachelor's degree in Accounting and Finance from the University of Manchester (formerly known as the Manchester Polytechnic) and his Master's degree majoring in Accounting from the University of New South Wales in July 1988 and May 1990 respectively. He has been a member of the Hong Kong Institute of Certified Public Accountants since July 1993.

Mr. Ng has over 20 years of experience in management. From November 1994 to August 2004, he worked for New World Development (China) Limited and New World China Enterprises Projects Limited, both wholly owned subsidiaries of New World Development Company Limited, a company

**APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION AT THE AGM**

listed on the Stock Exchange (stock code: 17) and engages in the business of property development and property investment, with his last position as a deputy general manager. He then joined Smart Faith Management Limited, a subsidiary of South China Holdings Company Limited, a company listed on the Stock Exchange (stock code: 413) as a general manager of industrial operations in the real estate department, responsible for overseeing the company's operations in the Tianjin Region, from September 2006 to March 2009. He has also been an independent non-executive director of China Boton Group Company Limited (formerly known as China Flavors and Fragrances Company Limited) since December 2009, the shares of which are listed on the Stock Exchange (stock code: 3318) and an independent non-executive director of Zhongzhi Pharmaceutical Holdings Limited since July 2015, the shares of which are listed on the Stock Exchange (stock code: 3737).

Mr. Ng has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date until terminated by either party giving not less than one month's notice in writing. Mr. Ng is entitled to an annual director's fee of HK\$144,000. Such remuneration was determined on a case by case basis depending on the experience, responsibility, workload and the time devoted to the Group. Mr. Ng is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

NOTICE OF ANNUAL GENERAL MEETING



Sunray Engineering Group Limited

新威工程集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8616)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Sunray Engineering Group Limited (the “Company”) will be held at 22/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 21 August 2020 at 12:00 noon (or the adjournment thereof) for the following purposes:

The capitalised terms used herein shall have the same meanings ascribed to them in the circular of the Company dated 30 June 2020.

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive and consider the audited consolidated financial statements and reports of the directors and independent auditor of the Company and its subsidiaries for the year ended 31 March 2020.
2. To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company and authorise the Board to fix their remuneration.
3.
 - (a) To re-elect Mr. Lam Ka Wing as an executive Director of the Company.
 - (b) To re-elect Ms. Wong Pui Yee Edith as an executive Director of the Company.
 - (c) To re-elect Mr. Ng Kwun Wan as an independent non-executive Director of the Company.
4. To authorise the Board to fix the remuneration of the Directors for the year ending 31 March 2021.
5. To declare a final dividend of 0.58 HK cents per Share for the year ended 31 March 2020.

NOTICE OF ANNUAL GENERAL MEETING

6. “THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the GEM Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles, the Companies Law or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the Shareholders of the Company in a general meeting;

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

7. **“THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued Shares of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the SFC and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law or any other applicable laws, the Code on Share Buy-backs approved by the SFC and the requirements of the GEM Listing Rules, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (c) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles, the Companies Law or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the Shareholders of the Company in a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT:**

conditional upon Resolutions numbered 6 and 7 set out in the notice convening this meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the Directors pursuant to Resolution numbered 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares in the capital of the Company repurchased under the authority granted pursuant to Resolution numbered 7 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

By order of the Board
Sunray Engineering Group Limited
Lam Ka Wing
Chairman and Executive Director

Hong Kong, 30 June 2020

Registered Office:

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

Headquarters and Principal Place of Business in Hong Kong:

Unit 803-804, 8/F.
Laford Centre
838 Lai Chi Kok Road
Cheung Sha Wan
Kowloon, Hong Kong

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the office of the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be).

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement of the Members to attend and vote at the AGM, the Register of Members will be closed from Tuesday, 18 August 2020 to Friday, 21 August 2020 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, non-registered Members must lodge all transfer documents, accompanied by the relevant share certificates with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 17 August 2020.
5. In relation to the proposed Resolution numbered 3 above, Mr. Lam Ka Wing, Ms. Wong Pui Yee Edith and Mr. Ng Kwun Wan will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix II to the Company's circular dated 30 June 2020 (the "Circular").
6. In relation to the proposed Resolution numbered 6 above, approval is being sought from the Members for the grant to the Directors of a general and unconditional mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.
7. In relation to the proposed Resolution numbered 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the Circular.
8. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
9. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of such joint holders so present whose name stands first in the Register of Members in respect of the joint holding shall alone be entitled to vote in respect thereof.
10.
 - (a) Subject to paragraph (b) below, if a tropical cyclone typhoon signal no. 8 is hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a black rainstorm warning signal is cancelled at or before three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when a tropical cyclone typhoon signal no. 3 is hoisted or an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, the Members should decide on their own as to whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
11. Taking into account of the recent development of the epidemic caused by coronavirus disease COVID-19, the Company will implement the following prevention and control measures at the AGM against the epidemic to protect the Shareholders from the risk of infection:
 - (a) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.2 degree Celsius may not be admitted to the venue.
 - (b) Every Shareholder or proxy is required to wear surgical face mask throughout the meeting.

NOTICE OF ANNUAL GENERAL MEETING

(c) No refreshment will be served.

Further, the Company wishes to advise the Shareholders, particularly Shareholders who are subject to quarantine in relation to the coronavirus disease COVID-19, that they may appoint any person or the chairman of the AGM as a proxy to vote on the resolutions, instead of attending the AGM in person.

12. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.