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Best Mart 360 Holdings Limited

優品360控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2360)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of Best Mart 360 Holdings Limited (the “**Company**”) will be held at 6th Floor, SML Tower, 165 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 7 August 2019 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors and independent auditor of the Company for the year ended 31 March 2019.
2. To approve the payment of a final dividend of HK6.0 cents per share of the Company for the year ended 31 March 2019.
3. To re-elect each of Mr. Lin Tsz Fung and Ms. Hui Ngai Fan as an executive director of the Company.
4. To authorize the board (“**Board**”) of directors of the Company (“**Directors**”) to fix the remuneration of the Directors for the year ending 31 March 2020.
5. To re-appoint BDO Limited as the independent auditor of the Company to hold office until the conclusion of the next AGM and authorize the Board to fix its remuneration.

6. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (i) subject to sub-paragraph (iii) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Listing Rules”**), the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with unissued shares in the capital of the Company (**“Shares”**) and to make or grant offers, agreements and options which may require the exercise of such powers be and it is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this Resolution shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements, and options which may require the exercise of such powers at any time during or after the expiry of the Relevant Period (as defined below);
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this Resolution, otherwise than pursuant to (aa) a Rights Issue (as defined below); or (bb) any scrip dividend scheme or similar arrangement providing for allotment of Shares in lieu of the whole or part of any dividend in accordance with the articles of association of the Company (**“Articles of Association”**), or (cc) pursuant to the exercise of any options which have been or may be granted under the share option scheme (**“Share Option Scheme”**) of the Company; or (dd) any issue of Shares upon exercise of rights or subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares, shall not exceed the sum of:

(AA) 20% of the total number of Shares in issue as at the date of passing of this Resolution; and

(BB) (if the Directors are so authorised by a separate resolution of the shareholders of the Company (“**Shareholders**”)) the number of Shares which may be purchased by the Company subsequent to the passing of this Resolution up to a maximum of 10% of the total number of Shares in issue as at the date of passing of this Resolution;

and the said approval shall be limited accordingly;

- (iv) for the purpose of this Resolution, “**Rights Issue**” means an offer of Shares in the Company or an offer or issue of warrants or options or similar instruments to subscribe for Shares open for a period fixed by the Directors to the Shareholders whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong or the expense or delay that may be incurred in the determination of any such restrictions or obligations); and
- (v) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable Cayman Islands laws to be held; or
 - (c) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors under this Resolution.”

- (B) **“THAT:**
- (i) subject to sub-paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (**“Commission”**) and the Stock Exchange for this purpose be and is hereby generally and unconditionally approved;
 - (ii) the aggregate number of Shares which may be purchased or agreed to be purchased by the Company pursuant to the authority granted under sub-paragraph (i) of this Resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this Resolution, and the authority pursuant to sub-paragraph (i) of this Resolution shall be limited accordingly; and
 - (iii) for the purpose of this Resolution, **“Relevant Period”** shall have the same meanings as ascribed to it under sub-paragraph (v) of the Resolution 6(A) above.”
- (C) **“THAT** conditional upon the passing of Resolution nos. 6(A) and 6(B) set out in this notice convening the annual general meeting of the Company (**“Notice”**), the general mandate granted to the Directors pursuant to Resolution no. 6(A) above be and it is hereby extended to include by the addition to the number of Shares which number of Shares may be purchased or repurchased by the Company pursuant to or in accordance with the authority granted under Resolution no. 6(B) above.”

By order of the Board
Best Mart 360 Holdings Limited
Lin Tsz Fung
Chairman and Executive Director

Hong Kong, 9 July 2019

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
14/F, SML Tower,
165 Hoi Bun Road,
Kwun Tong, Kowloon
Hong Kong

As at the date hereof, the executive directors are Mr. Lin Tsz Fung and Ms. Hui Ngai Fan; and the independent non-executive Directors are Mr. Sze Irons, Ms. Choy So Yuk and Mr. Lee Ka Lun.

Notes:

- (i) Any member of the Company (“**Member**” or “**Shareholder**”) entitled to attend and vote at the annual general meeting (“**AGM**”) or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need 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.
- (ii) 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 that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the AGM or its adjourned meeting should he/she so wish.
- (iii) For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 2 August 2019 to Wednesday, 7 August 2019 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 1 August 2019.

- (iv) Subject to the approval of the Shareholders at the AGM, the proposed final dividend is expected to be paid on or around Friday, 23 August 2019 to the Shareholders whose names appear on the register of members of the Company on Thursday, 15 August 2019. To ascertain shareholders' entitlement to the final dividend, if the proposed final dividend is approved by the Shareholders at the AGM, the register of members of the Company will be closed from Tuesday, 13 August 2019 to Thursday, 15 August 2019 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 12 August 2019.
- (v) In relation to the proposed Resolution no. 6(A), approval is being sought from the members of the Company for the grant to the directors of the Company ("**Directors**") a general mandate to authorize the allotment and issue of shares of the Company ("**Shares**") under the Listing Rules.
- (vi) In relation to the proposed Resolution no. 6(B), the Directors wish to state that they have no intention to repurchase any Shares but believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote for or against the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular of the Company dated 9 July 2019.
- (vii) In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in the notice of AGM will be decided by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by show of hands.
- (viii) If a tropical cyclone warning signal No. 8 or above is expected to be 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 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 Hong Kong Exchanges and Clearing Limited. If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.