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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Best Mart 360 Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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.

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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)**

**PROPOSED DECLARATION AND  
PAYMENT OF INTERIM DIVIDEND OUT OF  
THE SHARE PREMIUM ACCOUNT  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at 6th Floor, SML Tower, 165 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 16 December 2020 at 10:00 a.m. or any adjourned meeting thereof to approve the declaration and payment of Interim Dividend out of the Share Premium Account is set out on pages 9 to 11 of this circular. A form of proxy for use in connection with the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to 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 less than 48 hours before the time appointed for holding the EGM or its adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or its adjourned meeting should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

**PRECAUTIONARY MEASURES FOR THE EGM**

Please refer to page 1 of this circular for the measures to be implemented at the EGM by the Company to safeguard the health and safety of the attendees and to prevent the spreading of the Novel Coronavirus (“COVID-19”) pandemic, including:

- (1) compulsory body temperature check;
- (2) compulsory wearing of surgical face mask; and
- (3) no refreshments or drinks will be served and no gifts will be distributed.

**Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry into the EGM venue, at the absolute discretion of the Company as permitted by law. The Company wishes to advise the Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.**

**Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements. Shareholders should check the websites of the Company and the Stock Exchange for further announcement and update on the EGM arrangements, if any.**

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## PRECAUTIONARY MEASURES FOR THE EGM

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In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)), the Company will implement necessary preventive measures at the EGM to protect attending Shareholders, Directors, proxies and other attendees from the risk of infection, including:

- (1) compulsory body temperature check will be conducted on every Shareholder, proxy and other attendees at the entrance of the EGM venue. Any person with a body temperature of over 37.2 degrees Celsius, or is exhibiting flu-like symptoms may be denied entry into the EGM venue or be required to leave the EGM venue;
- (2) attendees are required to wear surgical face masks inside the EGM venue at all times, and to maintain a safe distance between seats and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding; and
- (3) no refreshments or drinks will be served and no gifts will be distributed.

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry into the EGM venue, at the absolute discretion of the Company as permitted by law, or be required to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions duly completed, the Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

A form of proxy for use at the EGM is attached to this circular and can be downloaded from the Company's website (<http://www.bestmart360.com>). If you are not a registered Shareholder (if your Shares are held via banks, brokers or custodians), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements. Shareholders should check the websites of the Company and the Stock Exchange for further announcement and update on the EGM arrangements, if any.

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	Best Mart 360 Holdings Limited, a company incorporated in the Cayman Islands on 24 January 2018 as an exempted company with limited liability, whose issued Shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 2360)
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 6th Floor, SML Tower, 165 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 16 December 2020 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the EGM set out on pages 9 to 11 of this circular, or any adjournment thereof
“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
“Interim Dividend”	the proposed interim dividend of HK2 cents per Share as recommended by the Board
“Latest Practicable Date”	26 November 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)

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## DEFINITIONS

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“Register of Members”	the register of members of the Company
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the capital of the Company
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately HK\$349,284,000 as at 30 September 2020 based on the unaudited consolidated financial statement of the Company as at that date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Lin Tsz Fung (*Chairman*)

Ms. Hui Ngai Fan

*Independent non-executive Directors:*

Mr. Sze Irons *BBS JP*

Ms. Choy So Yuk *BBS JP*

Mr. Lee Ka Lun

*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

1 December 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED DECLARATION AND  
PAYMENT OF INTERIM DIVIDEND OUT OF  
THE SHARE PREMIUM ACCOUNT  
AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the EGM for the proposed declaration and approval of the payment of Interim Dividend for the six months ended 30 September 2020 out of the Share Premium Account; and to give Shareholders notice of the EGM at which resolutions will be proposed for the Shareholders to consider and, if though fit, approve the aforesaid matter.

A notice convening the EGM is set out on pages 9 to 11 of this circular.

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## LETTER FROM THE BOARD

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### 2. DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As announced by the Company in its announcement dated 26 November 2020 regarding the unaudited interim results of the Group for the six months ended 30 September 2020, the Board has recommended declaration and payment of an interim dividend of HK2 cents per Share out of the Share Premium Account for the six months ended 30 September 2020, subject to the Shareholders' approval at the EGM by way of an ordinary resolution pursuant to the Articles of Association and the Companies Law. Such interim dividend will not be subject to any withholding tax.

As at the Latest Practicable Date, the Company has 1,000,000,000 Shares in issue, the Interim Dividend, if declared and paid, will amount to an aggregate amount of HK\$20,000,000 based on the number of shares in issue as at the Latest Practicable Date. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Interim Dividend out of the Share Premium Account" below, the Interim Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles of Association and in accordance with the Companies Law.

As at 30 September 2020, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately HK\$349,284,000. Following the payment of the Interim Dividend, there will be a remaining balance of approximately HK\$329,284,000 standing to the credit of the Share Premium Account.

#### **Conditions of the Payment of Interim Dividend out of the Share Premium Account**

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about Monday, 4 January 2021 to those qualifying Shareholders whose names appear on the Register of Members at close of business on Wednesday, 23 December 2020, being the record date of determination of entitlements of Interim Dividend.

**The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Interim Dividend will not be paid.**

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## **LETTER FROM THE BOARD**

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### **Reasons for and effect of the payment of Interim Dividend out of the Share Premium Account**

The Board considers it appropriate to distribute the Interim Dividend in recognition of Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that Interim Dividend be paid out of the Share Premium Account in accordance with Article 134 of the Articles of Association and the Companies Law. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Interim Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

### **Closure of Register of Members**

For determining the entitlement of the Shareholders to attend and vote at the EGM, the Register of Members will be closed from Friday, 11 December 2020 to Wednesday, 16 December 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify to attend and vote at the EGM, 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, 10 December 2020.

To ascertain shareholders' entitlement to the Interim Dividend, the Register of Members will be closed from Monday, 21 December 2020 to Wednesday, 23 December 2020 (both days inclusive) during which no transfer of shares will be effected. In order to qualify for the Interim Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar 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 not later than 4:30 p.m. on Friday, 18 December 2020.



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## LETTER FROM THE BOARD

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### 3. NOTICE OF EGM AND FORM OF PROXY

A notice convening the EGM is set out on pages 9 to 11 of this circular. No Shareholder is required to abstain from voting in respect of the ordinary resolutions to be proposed at the EGM to approve the proposed declaration and the payment of Interim Dividend for the six months ended 30 September 2020 out of the Share Premium Account.

A form of proxy for use in connection with the EGM is enclosed with this circular and can be downloaded from the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.bestmart360.com>). Whether or not you are able to attend the EGM in person, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to 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 appointed for holding the EGM or its adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or its adjourned meeting should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

### 4. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, 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 proposed resolutions as set out in the notice convening the EGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 5. RECOMMENDATION

The Directors are of the opinion that the proposed declaration and payment of Interim Dividend out of the Share Premium Account at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility for the accuracy of information contained herein, 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 this circular or any statement herein misleading.

Yours faithfully,  
By order of the Board  
**Best Mart 360 Holdings Limited**  
**Lin Tsz Fung**  
*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) 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, 16 December 2020 at 10:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

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

1. the declaration and payment of an interim dividend of HK2 cents per ordinary share out of the share premium account of the Company (the “**Interim Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company (“**Board**”) for determining the entitlements to the Interim Dividend be and is hereby approved; and
2. any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Interim Dividend.

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

Hong Kong, 1 December 2020

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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 extraordinary general meeting (“**EGM**”) 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 EGM 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 EGM 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 EGM or its adjourned meeting should he/she so wish.
- (iii) For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 11 December 2020 to Wednesday, 16 December 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify to attend and vote at the EGM, 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, 10 December 2020.
- (iv) To ascertain shareholders’ entitlement to the Interim Dividend, the register of members of the Company will be closed from Monday, 21 December 2020 to Wednesday, 23 December 2020 (both days inclusive) during which no transfer of shares will be effected. In order to qualify for the Interim Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar 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 not later than 4:30 p.m. on Friday, 18 December 2020.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (v) 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 EGM, the EGM will be postponed and Members will be informed of the date, time and venue of the postponed EGM 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 EGM and where conditions permit, the EGM will be held as scheduled.

The EGM 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 EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

- (vi) Please refer to page 1 of the circular of the Company dated 1 December 2020 for the measures to be implemented at the EGM convened by the above notice by the Company to safeguard the health and safety of the attendees and to prevent the spreading of the Novel Coronavirus (“COVID-19”) pandemic, including:

- (1) compulsory body temperature check;
- (2) compulsory wearing of surgical face mask; and
- (3) no refreshments or drinks will be served and no gifts will be distributed.

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry into the EGM venue, at the absolute discretion of the Company as permitted by law. The Company wishes to advise the shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements. Shareholders should check the websites of the Company and the Stock Exchange for further announcement and update on the EGM arrangements, if any.