
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Harbour Equine Holdings Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any losses howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**HARBOUR EQUINE HOLDINGS LIMITED****維港育馬控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8377)**

**(1) MAJOR TRANSACTION
IN RELATION TO
THE DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL IN
STRAT TECH HOLDINGS LIMITED;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at 19/F, Aubin House, No. 171–172 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 22 January 2025 at 2:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM (i.e. no later than 2:00 p.m. on Monday, 20 January 2025) or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.harbourequine.com.

31 December 2024

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.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Harbour Equine Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange (stock code: 8377)
“Completion”	completion of the Disposal
“Completion Date”	has the meaning ascribed thereto in the paragraph headed “Completion” under the section headed “The Sale and Purchase Agreement” in this circular
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Consideration”	a sum of HK\$1 million, being the consideration for the Sale Share
“controlling shareholder”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal”	the proposed disposal of the Sale Share by the Company to the Purchaser pursuant to the terms and conditions of the Sale and Purchase Agreement
“Disposal Company”	Strat Tech Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by the Vendor as at the Latest Practicable Date

DEFINITIONS

“Disposal Group”	Disposal Company and its subsidiaries
“EGM”	the extraordinary general meeting of the Company to be convened and held at 19/F, Aubin House, No. 171–172 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 22 January 2025, at 2:00 p.m. for the purpose of considering and, if thought fit, approving the Sale and Purchase Agreement and the transactions contemplated thereunder
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	any person or company and its ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are not connected person(s) (as defined under the GEM Listing Rules) of the Company and is/are third party(ies) independent of the Company and its connected person(s) in accordance with the GEM Listing Rules
“Latest Practicable Date”	24 December 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“PRC”	the People’s Republic of China which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Promissory Note”	the 5% coupon promissory note to be issued by the Purchaser in favour of the Vendor in the aggregate principal amount of HK\$0.9 million for settling part of the Consideration
“Purchaser”	Trillion Mind Limited, a company incorporated in Hong Kong with limited liability, which is wholly and beneficially owned by Mr. Huang Kuo-jung as at the Latest Practicable Date
“Sale and Purchase Agreement”	the conditional sale and purchase agreement dated 2 October 2024 entered into between the Vendor and the Purchaser in respect of the Disposal
“Sale Share”	1 ordinary share of the Disposal Company, representing the entire issued share capital of the Disposal Company, which is beneficially owned by the Company as at the Latest Practicable Date
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company of HK\$0.05 each
“Shareholder(s)”	holder(s) of issued Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	the Company
“%”	per cent.

LETTER FROM THE BOARD



HARBOUR EQUINE HOLDINGS LIMITED

維港育馬控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8377)

Executive Directors:

Mr. Wong Kwok Wai, Albert

(Chairman and chief executive officer)

Mr. Chan Yiu Tung, Enoch

Mr. Leung King Yue, Alex

Mr. Leung Tat Chi

Registered office:

Cricket Square

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman, KY1-1108

Cayman Islands

Non-executive Directors:

Ms. Ho Wing Shan

Principal place of business

in Hong Kong:

Unit B, 7/F

Independent non-executive Directors:

Mr. Chan Tsun Choi, Arnold

Mr. Chow Chin Hang, Joel

Mr. Tang Chun Hei

Wah Kit Commercial Centre

300 Des Voeux Road Central

Hong Kong

31 December 2024

To the Shareholders

Dear Sir or Madam,

**(1) MAJOR TRANSACTION
IN RELATION TO
THE DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL IN
STRAT TECH HOLDINGS LIMITED;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

Reference is made to the announcement of the Company dated 2 October 2024 in relation to, among other things, the Sale and Purchase Agreement.

The purpose of this circular is to provide you with, among other things, (i) further information on the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) other information as required under the GEM Listing Rules; and (iii) a notice of the EGM.

THE DISPOSAL

On 2 October 2024 (after trading hours of the Stock Exchange), the Company as vendor, and the Purchaser, entered into the Sale and Purchase Agreement, pursuant to which the Company has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Sale Share, representing the entire share capital in the Disposal Company for a total consideration of HK\$1 million.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out as follows:

- Date:** 2 October 2024
- Parties:** (i) The Company, as vendor; and
(ii) the Purchaser, as purchaser.

The Purchaser is a company established in Hong Kong with limited liability and is principally engaged in investment holding. To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, each of the Purchaser and its ultimate beneficial owner is an Independent Third Party.

Assets to be disposed of

Pursuant to the terms and conditions of the Sale and Purchase Agreement, the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Sale Share, representing the entire issued share capital in the Disposal Company.

As at the Latest Practicable Date, the Disposal Company is wholly and beneficially owned by the Vendor.

LETTER FROM THE BOARD

Consideration

The Consideration for the sale and purchase of the Sale Share is HK\$1 million, which shall be paid and satisfied by the Purchaser in the following manner:

- (a) as to HK\$0.1 million shall be payable by the Purchaser to the Vendor on the Completion Date in cash by way of a cashier order issued by a licensed bank in Hong Kong drawn in favour of the Vendor (or its nominee) or in such manner as may be agreed by the parties thereto; and
- (b) as to HK\$0.9 million shall be satisfied by the Purchaser by way of issue of the Promissory Note to the Vendor at Completion.

The Promissory Note

The principal terms of the Promissory Note are as follows:

Issuer	:	the Purchaser
Issue date	:	Completion Date
Noteholder	:	the Vendor
Principal amount	:	HK\$0.9 million
Maturity	:	Payable in 9 equal monthly instalments
Interest	:	5% per annum
Security	:	a share charge (the “ Share Charge ”) over the entire issued share capital of the Disposal Company to be given by the Purchaser, as chargor, in favour of the Vendor, as chargee

The payment arrangement involving the issue of the Promissory Note was agreed between the Vendor and the Purchaser having considered the working capital need of the Purchaser. Despite a substantial amount of the Consideration is to be settled on a deferred basis, taking into account that (i) given the loss-making position of the Disposal Group, the Purchaser is the only purchaser willing to enter into a formal sale and purchase agreement with the Vendor; (ii) the Promissory note is interest-bearing at the rate of 5% per annum, which was determined with reference to the best lending rate as quoted by The Hongkong and Shanghai Banking Corporation Limited of 5.625% per annum as at the date of the Sale and Purchase Agreement; and (iii) the Purchaser’s obligations under the Promissory Note is secured by the Share Charge, the Board is of the view that the terms of the Promissory Note (including the interest rate and the payment terms) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Basis of the Consideration

The Consideration was arrived at after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms, after taking into account, among others, (i) the net asset of the Disposal Group attributable to the Group as at 31 July 2024 of approximately HK\$0.9 million; (ii) the past performance of the Disposal Group; (iii) the future prospects of the Disposal Group; and (iv) other factors as set out in the section headed "Letter from the Board — Reasons for and benefits of the Disposal" in this circular.

Conditions Precedent

Completion is conditional upon and subject to:

- (i) all necessary consents and approvals required to be obtained on the part of the Vendor in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder having been obtained and remain in full force and effect, including the passing by the Shareholders, at the EGM to be convened and held in accordance with the requirements of the GEM Listing Rules, of such resolutions to approve the Sale and Purchase Agreement and the transactions contemplated thereunder;
- (ii) all necessary consents and/or approvals required to be obtained on the part of the Purchaser in respect of the Sale and Purchase Agreement and the transactions contemplated thereby having been obtained and remain in full force and effect;
- (iii) the representations and warranties given by the Vendor under the Sale and Purchase Agreement remaining true and accurate and not misleading in all material respects; and
- (iv) the representations and warranties given by the Purchaser under the Sale and Purchase Agreement is remaining true and accurate and not misleading in all material respects.

Save for condition (iii) above which may at any time be waived by the Purchaser in writing, and condition (iv) above which may at any time be waived by the Vendor in writing, all other conditions precedent set out above are incapable of being waived by the parties to the Sale and Purchase Agreement. If the conditions precedent under the Sale and Purchase Agreement have not been satisfied (or as the case may be, waived by the Purchaser or the Vendor) at or before 12:00 noon on 28 February 2025 (or such later time and date as may be agreed between the parties thereto), the Sale and Purchase Agreement shall cease and determine and thereafter, neither party shall have any obligations and liabilities thereunder save for any antecedent breaches of the terms thereof.

LETTER FROM THE BOARD

As at the Latest Practicable Date, none of the above conditions has been fulfilled or waived (as the case may be).

Completion

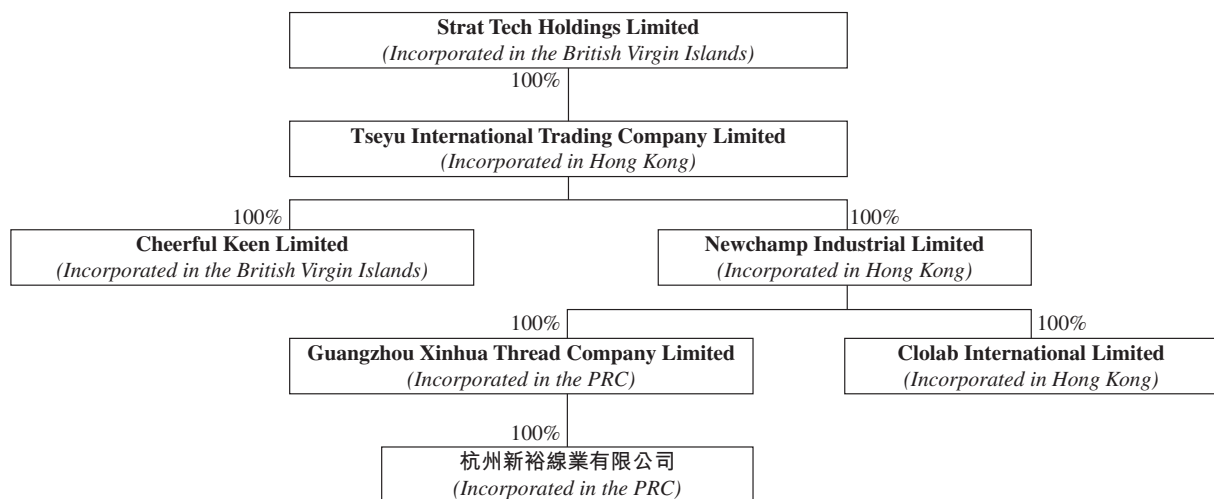
Completion shall take place on the date (the “**Completion Date**”) falling on the third Business Days after the fulfilment or waiver (as the case may be) of all the conditions precedent as set out in the Sale and Purchase Agreement, or such other date as the Vendor and the Purchaser may agree.

Upon Completion, the Company will no longer hold any share capital of the Disposal Company. The Disposal Company will cease to be a subsidiary of the Company and the financial information of the Disposal Group will cease to be consolidated into the consolidated financial statements of the Group.

INFORMATION ON THE DISPOSAL GROUP

The Disposal Company is a company incorporated in the British Virgin Islands with limited liability. As at the Latest Practicable Date, the Disposal Company is wholly and beneficially owned by the Vendor.

The following diagram illustrates the simplified shareholding structure of the Disposal Company and its operating subsidiaries as at the Latest Practicable Date.



LETTER FROM THE BOARD

The Disposal Group is principally engaged in the manufacture and sale of sewing threads and board categories of garment accessories (the “**Sewing Threads and Garment Business**”).

Financial information of the Disposal Group

Set out below is the financial information of the Disposal Group based on the audited consolidated financial statements of the Disposal Group for the two years ended 31 March 2023:

	For the year ended 31 December 2022 HK\$'000 (audited)	For the year ended 31 December 2023 HK\$'000 (audited)	For the seven months ended 31 July 2024 HK\$'000 (unaudited)
Revenue	50,121	21,196	5,003
Profit/(loss) before taxation	(28,936)	(13,290)	(3,880)
Profit/(loss) after taxation	(28,936)	(13,290)	(3,880)

The total assets, total liabilities and net assets of the Disposal Group as at 31 July 2024 according to its unaudited consolidated financial statements were approximately HK\$15.1 million, approximately HK\$14.2 million and approximately HK\$0.9 million respectively.

INFORMATION ON THE PURCHASER

The Purchaser is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. The Purchaser is wholly and beneficially owned by Mr. Huang Kuo-jung, who is a merchant. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Purchaser and its ultimate beneficial owner is an Independent Third Party as at the Latest Practicable Date.

FINANCIAL EFFECT OF THE DISPOSAL AND USE OF PROCEEDS

Upon Completion, the Disposal Company will cease to be a subsidiary of the Company. As such, the financial information of the Disposal Group will cease to be consolidated into the consolidated financial statements of the Group.

LETTER FROM THE BOARD

Assets and liabilities

Having taken into account the Consideration of HK\$1 million and the audited net assets value of the Disposal Group of approximately HK\$7.3 million as at 31 December 2023, it is estimated that upon Completion, the total assets, total liabilities and net assets of the Group will be decreased by approximately HK\$20.8 million, HK\$14.5 million and HK\$6.3 million, respectively.

Earnings

For the year ended 31 December 2023, the audited consolidated net loss of the Group was approximately HK\$46.8 million whilst the Disposal Group recorded an audited loss after taxation of approximately HK\$13.3 million. Upon the Completion, the results of the Disposal Group would be de-consolidated from the books of the Company. As such, the Directors are of the opinion that the Disposal is expected to lead to an increase in profit and have a positive impact on the Group's financial performance in the long run.

Subject to further audit procedures to be performed by the auditor of the Company, the Group is expected to record a loss from the Disposal of approximately HK\$6.3 million which is estimated based on the gross proceeds from the Disposal (before deducting relevant expenses and taxes) of HK\$1 million less the audited net assets of the Disposal Group attributable to the Group as at 31 December 2023 of approximately HK\$7.3 million. The actual amount of gain or loss as a result of the Disposal to be recorded by the Group will be subject to review and final audit by the auditor of the Company.

The net proceeds from the Disposal, after deducting the expenses directly attributable to the Disposal of approximately HK\$0.5 million and tax payable, if any, will amount to approximately HK\$0.5 million. It is intended that the net proceeds will be used for the general working capital of the Group.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is principally engaged in (i) the Sewing Threads and Garment Business; (ii) the provision of interior design, interior decoration and furnishing services (the “**Interior Design and Decoration Business**”); (iii) the trading of bloodstock and the provision of stallion services and equine handling services (the “**Equine Business**”); and (iv) the provision of securities advisory services, corporate financial advisory services and asset management services (the “**Corporate Finance Advisory Business**”) ((i) to (iv) collectively known as the “**Principal Businesses**”).

LETTER FROM THE BOARD

As disclosed in the annual reports of the Company for the years ended 31 December 2021, 31 December 2022 and 31 December 2023, the Sewing Threads and Garment Business has been adversely affected by, among others, the outbreak of the novel coronavirus pandemic, the ongoing trade conflict between the PRC and the United States of America, and the gradual slowdown of the PRC economy. Amid the difficult operating environments, the Board has been closely monitoring the latest developments in the market and evaluating such impact on the financial position, cashflows and operating result of the Sewing Threads and Garment Business on a regular basis.

As shown in the annual reports of the Company for the years ended 31 December 2022 and 31 December 2023, the revenue attributable to the Sewing Threads and Garment Business decreased from approximately HK\$54.5 million for the year ended 31 December 2021 to approximately HK\$21.2 million for the year ended 31 December 2023, representing a decrease of approximately 61.1%. Such decrease was mainly attributed to the drop in sales in both of the PRC and overseas markets due to the aforementioned unfavourable factors.

Although the management of the Group has been putting significant efforts into formulating business strategies for the Sewing Threads and Garment Business, including but not limited to enlarging its distribution channels, diversification strategy and cost control measures, the operating results of the Sewing Threads and Garment Business have been far from satisfactory. The persisting trade conflict between the PRC and the United States of America has been the contributing factor to the deteriorating performance of the Sewing Threads and Garment Business, where the revenue from this segment recorded its historical low of approximately HK\$21.2 million, with a segment loss of approximately HK\$13.4 million for the year ended 31 December 2023. The geopolitical tensions and soaring interest rates have impeded recovery of the PRC economy as a result of which the consumption in the PRC remained adversely affected. The Directors are of the view that all of the above unfavourable factors have an ongoing negative impact on the Sewing Threads and Garment Business and its future prospects.

Having made prudent assessments on the above and considering the unsatisfactory financial performance of the Disposal Group and the prevailing market conditions, the Board considers that the Disposal represents a good opportunity for the Group to divest and realise its investment in the Disposal Group. The Disposal would allow the Group to cut any further loss as may be arising from the Sewing Threads and Garment Business and to deploy and allocate its time and resources to other core segments which are profitable, namely the Interior Design and Decoration Business and the Corporate Finance Advisory Business. The Company intends to use the net proceeds from the Disposal to strengthen the cashflow and general working capital of the Group. The Board considers that the Disposal will not have a material adverse effect on other core operations of the Group and that the financial position of the Group could be improved after Completion.

LETTER FROM THE BOARD

Having regard to the aforementioned, the Directors (including the independent non-executive Directors) believe that the terms of the Disposal (including the Consideration) are on normal commercial terms, fair and reasonable, and the Disposal is in the interests of the Company and the Shareholders as a whole.

THE BUSINESS OPERATIONS OF THE GROUP AFTER THE DISPOSAL

As at the Latest Practicable Date, the Board has no plan to change the Principal Businesses.

Sewing Threads and Garment Business

Despite the Disposal, the Board has no intention to discontinue the Sewing Threads and Garment Business, which will be conducted through the Company's direct wholly-owned subsidiary, Shen You (China) Limited, being a company incorporated in Hong Kong with limited liability, and the senior management of the Sewing Threads and Garment Business is expected to remain unchanged after Completion.

After the Completion, the income of the Sewing Threads and Garment Business is expected to be generated from the sales and trading of sewing threads and broad categories of garment accessories (the "**Products**"). Revenue will be recognised upon the delivery and acceptance of the Products by the customers and that there exists no further obligation to be fulfilled by the Group.

The Products mainly comprised of (i) 100% spun polyester sewing threads; (ii) other types of sewing, including but not limited to textured polyester series, elastic filament sewing threads and weft yarn; and (iii) garment accessories.

Upon receiving purchase orders from customers, the management of the Group will assess the profitability and profit margin of the orders. The Group will either (i) provide fibre as raw materials to reliable manufacturers for the processing work, and where necessary, conduct quality checks at the production facilities; or (ii) directly place orders with its selected suppliers. Leveraging its experience and business network, the Group is able to source lower-cost raw materials and high performance sewing threads and broad categories of garment accessories from dependable suppliers. Upon identifying the potential supplier based on cost analysis, quality assurance and reference to the daily benchmark price of the materials, the Group negotiates with the suppliers on the pricing, quantity and other terms and conditions, and enters into the supplier contracts upon obtaining internal approval. Following the confirmation of the orders, the Group is responsible for co-ordinating with the suppliers for execution of purchase orders, and communicating with customers on their requests and arrange for delivery of the Products.

LETTER FROM THE BOARD

With a worldwide customer geographical coverage, the Group intends to maintain its existing clientele. The Group's customers are located in the PRC, Hong Kong as well as overseas countries, including the Middle East and Mauritius. While the Group's customers in the PRC and Hong Kong are mainly garment manufacturers, its overseas customers are mainly wholesalers. Subject to the market conditions, the Group may also consider to expand its customer base to other overseas market.

By (i) conducting market researches to keep abreast of the sewing threads and garment accessories market trends, development and changes in end-customer preferences in Hong Kong and the PRC; (ii) maintaining its existing clientele; and (iii) sourcing and purchasing quality sewing threads and garment accessories from other manufacturers, the Directors are of the view that the Sewing Threads and Garment Business is a sustainable business which generates income from the sales of sewing threads and garment accessories without incurring costs from maintaining and developing its own manufacture arm.

Save for the disposal of the manufacturing arm, the business model of the Sewing Threads and Garment Business remains unchanged.

Interior Design and Decoration Business

The Interior Design and Decoration Business is conducted through LMP International Limited, being an indirect wholly-owned subsidiary of the Company. The Group provides design and fitting out services which cover the whole spectrum of work and services required in every fitting out project, from design, planning, implementation and execution to completion. It may provide services in one phase of the project work only such as design or fitting out contracting services or it may participate more to the extent that it may be engaged to conduct a project from the very beginning of design stage up to completion.

The core and source of revenue of the Interior Design and Decoration Business is the provision of design and fitting out contracting services to customers. The scope of work of each project depends on the terms of engagement of the services. For simple project engagement such as interior design or design and consultancy jobs, the Group may provide the service from its own internal resources without the need to engage external service providers such as subcontractors or material suppliers.

The Group provides design and fitting out services to customers from commercial, domestic and public/institution sectors, including but not limited owners and tenants of domestic and commercial premises, property developers, local and international corporation, shops and retail venues, cafes and restaurants, entertainment venues, public corporations and government

LETTER FROM THE BOARD

departments. Contracts for the design and/or fitting out services are awarded to the Group by way of invitation to tender or quotation on a project-by-project basis and the Group does not enter into any long term services contracts with its customers.

As disclosed in the interim report of the Company for the six months ended 30 September 2024, there is a growing popularity of interior design, fitting-out and decoration in commercial, residential and public sectors in Hong Kong and the Guangdong-Hong Kong-Macao Greater Bay Area (the “**Greater Bay Area**”), and it is expected that the Interior Design and Decoration Business will be one of the major sources of income for the Group in the coming years.

Based on the unaudited management account of the Group for the nine months ended 30 September 2024, the revenue attributable to and the segment profit of the Interior Design and Decoration Business for the nine months ended 30 September 2024 amounted to approximately HK\$42,000,000 and HK\$2,224,000 respectively.

Further, as at 30 September 2024, the Group had a total of 2 on-going projects in Hong Kong, and the total value of these projects amounted to approximately HK\$52,000,000. As at the Latest Practicable Date, customers of the Interior Design and Decoration Business mainly comprised of clients from private sectors. The Group will deploy more time and resources to develop the Interior Design and Decoration Business and continue to identify and secure potential and profitable projects, in particular, potential collaboration with the government and public sectors, should suitable opportunities arise.

The Group intends to further strengthen its market position in the interior design and decoration industry in Hong Kong and the Greater Bay Area by (i) improving and strengthening its financial position to undertake more sizeable projects; (ii) expanding and diversifying the Group’s customer base; and (iii) enhancing its manpower for the Interior Design and Decoration Business.

Equine Business

The Group provides a wide range of equine services, including but not limited to trading of bloodstock and stallion services and equine handling services. Since the commencement of the Equine Business in 2021, the Group has been proactively engaging stallion investment and established solid business partnerships with some of the key stakeholders and leaders of the industry. Revenue of the Equine Business is generated in the form of service fee income, and from the sale of breeding rights, sale of stallions, broodmares, fillies and colts.

As at the Latest Practicable Date, the Group has been in negotiation with potential investors to establish and operate riding schools in the PRC, which shall provide recreational horse riding services, horse breeding and trading services and horse care services. Leveraging the Group’s

LETTER FROM THE BOARD

expertise in horse breeding and business network, the Group is expected to provide management and consultancy services, overseeing the operation of the riding school. The Directors believe that such business opportunities under the Equine Business will increase the source of income of the Group.

In respect of trading of bloodstock, as at the Latest Practicable Date, the Company has no targets for potential purchase, and there is no potential purchase under negotiation. That said, as part of the principal business of the Group, the Company shall continue to identify appropriate investment opportunities in trading of bloodstock subject to the prevailing market conditions and available funds of the Group. In such circumstance, the Company will publish announcement(s) in compliance with the GEM Listing Rules, as and when appropriate.

Corporate Finance Advisory Business

The Corporate Finance Advisory Business is conducted through Hua Yu Investment Management Limited, a direct wholly-owned subsidiary of the Company and a corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO.

The business model of the Corporate Finance Advisory Business comprised corporate finance activities and listed securities investment activities in Hong Kong. Whilst the corporate finance service will, by its nature, be provided on a project-by-project basis and therefore susceptible to the fluctuations of Hong Kong securities market, the corporate finance segment of the Group requires relatively less capital and has potential for strong performance under favourable market conditions. On the other hand, the Group may provide investment advisory service either on a project-by-project basis or for a fixed term.

Revenue for the Corporate Finance Advisory Business is expected to be recognised by the receipt of performance fee, investment management fee and financial advisory fee paid to Hua Yu Investment Management Limited.

During the current year, capital market in Hong Kong remains to be volatile due to the pandemic, geopolitical uncertainties and the intensifying inflation and gradual interest rate hikes, which in turn dampened the investors' sentiment. The Board will continue to take a prudent approach regarding the risk control of the operation and development of the Corporate Finance Advisory Business. Nevertheless, the management of the Group will closely monitor the development of the Hong Kong stock market, continue to identify potential clients and expand its customer base, and seize suitable business opportunities.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save for the Principal Businesses, the Company has no intention to conduct any other businesses. However, the Board cannot rule out the possibility that the Group may establish and/or acquire new businesses when suitable opportunities arise in order to support future development of the Group and enhance return to the Shareholders.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratio(s) (as defined under the GEM Listing Rules) in respect of the Disposal is more than 25% but all of the percentage ratios are less than 75%, the entering into of the Sale and Purchase Agreement constitutes a major transaction on the part of the Company under Chapter 19 of the GEM Listing Rules.

In addition, as all of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the provision of financial assistance under the Promissory Note are less than 5%, the provision of financial assistance under the Promissory Note is therefore not subject to any disclosure requirements pursuant to Chapter 19 of the GEM Listing Rules.

None of the Directors has a material interest in the Disposal and hence no Director is required to abstain from voting on the relevant resolution(s) of the Board approving the Sale and Purchase Agreement and the transactions contemplated thereunder.

EGM

The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular.

The EGM will be convened and held at 19/F, Aubin House, No. 171–172 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 22 January 2025 at 2:00 p.m. for the Shareholders to consider and, if thought fit, to approve the Sale and Purchase Agreement and the transactions contemplated thereunder. Voting at the EGM will be taken by poll.

A form of proxy for the EGM is enclosed in this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM (i.e. no later than 2:00 p.m. on Monday, 20 January 2025) or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of their associates has a material interest in the Sale and Purchase Agreement and is required to abstain from voting at the EGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 17 January 2025 to 22 January 2025 (both days inclusive) for the purpose of determining Shareholder's right to attend and vote at the EGM.

In order to qualify for attending and voting 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, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 16 January 2025.

RECOMMENDATION

In view of the reasons as set out in the paragraph headed "Letter from the Board — Reasons for and benefits of the Disposal" above, the Directors are of the view that the terms of the Sale and Purchase Agreement are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favor of the relevant resolution to be proposed at the EGM.

ADDITIONAL INFORMATION

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

Yours faithfully

Harbour Equine Holdings Limited

Wong Kwok Wai, Albert

Chairman, chief executive officer and executive Director

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for each of the three financial years ended 31 December 2021, 2022 and 2023, and the six months ended 30 June 2024 are disclosed in the annual reports of the Company for the years ended 31 December 2021, 2022 and 2023 and the interim report of the Company for the six months ended 30 June 2024, respectively, and there was no qualified audit opinion expressed on the consolidated financial statements of the Group for the three years ended 31 December 2021, 2022 and 2023.

The said annual reports and interim report of the Group are published on both the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.harbourequine.com):

- the annual report of the Company for the year ended 31 December 2021 published on 25 March 2022 (pages 87 to 238) (hyperlink: <https://www1.hkexnews.hk/listedco/listconews/gem/2022/0325/2022032502282.pdf>);
- the annual report of the Company for the year ended 31 December 2022 published on 29 March 2023 (pages 84 to 269) (hyperlink: <https://www1.hkexnews.hk/listedco/listconews/gem/2023/0329/2023032900071.pdf>);
- the annual report of the Company for the year ended 31 December 2023 published on 19 April 2024 (pages 84 to 291) (hyperlink: <https://www1.hkexnews.hk/listedco/listconews/gem/2024/0419/2024041902140.pdf>); and
- the interim report of the Company for the six months ended 30 June 2024 published on 27 August 2024 (pages 2 to 25) (hyperlink: <https://www1.hkexnews.hk/listedco/listconews/gem/2024/0827/2024082701148.pdf>).

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 October 2024, being the latest practicable date prior to the printing of this circular and for the purpose of ascertaining the information contained in this statement of indebtedness, the Group had outstanding indebtedness as follows:

- (i) non-interest bearing, unguaranteed, unsecured loan of approximately HK\$380,000;
- (ii) interest bearing, unguaranteed, unsecured loan of approximately HK\$2,500,000;
- (iii) interest bearing, unguaranteed, unsecured loan of approximately HK\$5,770,000;

(iv) interest bearing, guaranteed, unsecured loan of approximately HK\$14,500,000; and

(v) unguaranteed, unsecured lease liabilities of approximately HK\$753,000.

Contingent liabilities

As at 31 October 2024, the Group did not have any material contingent liabilities.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, as at 31 October 2024, being the latest practicable date for determining indebtedness, the Group did not have any outstanding mortgages, charges, debentures, debt securities or other loan capital or bank overdrafts or loans or other similar indebtedness or finance lease commitments, liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments or guarantees or other material contingent liabilities, nor any authorised or otherwise created but unissued debt securities.

3. WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, taking into consideration the financial resources available to the Group including the net proceeds to be received from the Disposal, the facilities and other internal resources, the Group will have sufficient working capital for at least twelve (12) months from the date of publication of this circular.

The Company has obtained the relevant confirmation as required under Rule 19.66(13) of the GEM Listing Rules.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2024, being the date to which the latest published audited accounts of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

As disclosed in the annual report of the Company for the year ended 31 December 2023, the Board anticipates that the trade conflict between the PRC and the US and the high interest rate environment will still continue impacting the Group's business. The Directors will continue to pay close attention to the trade conflict and high interest rate environment and to evaluate its impact on the financial position, cashflows and operating result of this business line.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company and the Group. 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 is 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 executives' interests and short positions in the securities of the Company and its associated corporations**

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (i) which were required 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 (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange were as follows:

Long position in the Shares and underlying shares of the Company

Name of Director	Capacity	Number of Shares/ underlying shares held	Approximate percentage of interests over the Shares (Note 3)
Mr. Wong Kwok Wai, Albert	Interest of a controlled corporation	120,000,000 (Note 1)	29.33%
Mr. Leung King Yue, Alex	Beneficial Owner	14,100,000 (Note 2)	3.45%

Notes:

1. Three Gates Investment Limited (“**Three Gates Investment**”), a company incorporated in the British Virgin Islands on 15 August 2016, is wholly and beneficially owned by Mr. Wong Kwok Wai, Albert, who is the chairman and an executive Director of the Company. Therefore, Mr. Wong is deemed to be interested in 120,000,000 Shares held by Three Gates Investment by virtue of the SFO.
2. Mr. Leung King Yue, Alex held 10,100,000 Shares as the beneficial owner.

On 31 August 2022, the Company granted a total of 8,000,000 share options, of which 4,000,000 share options were granted to Mr. Leung King Yue, Alex in his capacity as an executive Director entitling him to subscribe for a total of 4,000,000 Shares at the exercise price of HK\$0.59 per Share.

3. The shareholding percentage in the Company is calculated on the basis of 409,141,860 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company held any interest or short position 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 (i) were required 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 (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

(b) Substantial Shareholders' and other persons' interests or short position in the securities of the Company and its associated corporations

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO, and so far as is known to the Directors or chief executive of the Company, the following persons (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group and the amount of each of such person's interests in such securities, together with particulars of any options in respect of such capital:

Interest in Shares and underlying shares of the Company

Name of Shareholder	Capacity	Number of Shares/underlying shares held	Approximate percentage of aggregate interests over the Shares <i>(Note 4)</i>
Three Gates Investment	Beneficial owner	120,000,000 (L) <i>(Notes 1, 2)</i>	29.33%
Gold-Face Finance Limited	Person having a security interest in Shares	80,000,000 (L) <i>(Notes 2, 3)</i>	19.55%
Upbest Credit and Mortgage Limited	Person having a security interest in Shares	80,000,000 (L) <i>(Notes 2, 3)</i>	19.55%
Good Foundation Company Limited	Person having a security interest in Shares	80,000,000 (L) <i>(Notes 2, 3)</i>	19.55%

Name of Shareholder	Capacity	Number of Shares/underlying shares held	Approximate percentage of aggregate interests over the Shares (Note 4)
Upbest Strategic Company Limited	Person having a security interest in Shares	80,000,000 (L) (Notes 2, 3)	19.55%
Upbest Financial Holdings Limited	Person having a security interest in Shares	80,000,000 (L) (Notes 2, 3)	19.55%
Upbest Group Limited	Person having a security interest in Shares	80,000,000 (L) (Notes 2, 3)	19.55%
Fung Wing Cheung, Tony	Beneficial owner	40,800,000 (L)	9.97%

Notes:

1. Three Gates Investment is wholly and beneficially owned by Mr. Wong, who is the chairman and an executive Director of the Company. Therefore, Mr. Wong is deemed to be interested in 120,000,000 Shares held by Three Gates Investment by virtue of his 100% shareholding interest in Three Gates Investment.
2. 80,000,000 Shares held by Three Gates Investment have been charged in favour of Gold-Face Finance Limited (“**Gold-Face**”) as security for a loan granted in favour of Mr. Wong Kwok Wai, Albert, the chairman, chief executive officer, executive director and controlling shareholder of the Company.
3. As Gold-Face is wholly-owned by Upbest Credit and Mortgage Limited, which in turn is wholly-owned by Upbest Strategic Company Limited and Good Foundation Company Limited in equal parts, which in turn are both wholly-owned by Upbest Financial Holdings Limited, which in turn is wholly-owned by Upbest Group Limited, Upbest Credit and Mortgage Limited, Upbest Strategic Company Limited, Good Foundation Company Limited, Upbest Financial Holdings Limited and Upbest Group Limited are all deemed to be interested in the security interest in the 80,000,000 Shares charged in favour of Gold-Face by virtue of the SFO.
4. The shareholding percentage in the Company is calculated on the basis of 409,141,860 Shares in issue as at the Latest Practicable Date.
5. The letter “L” denotes a long position in the Shares.

Save as disclosed above and so far as is known to the Directors or chief executive of the Company, there is no person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying rights to vote in all circumstances at general meeting of any other member of the Group.

3. DIRECTORS' SERVICE CONTRACTS

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

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective close associates had any interest in a business which competes or may compete either directly or indirectly with the business of the Group.

5. INTERESTS IN CONTRACTS, ASSETS AND ARRANGEMENT OF SIGNIFICANCE

As at the Latest Practicable Date, none of the Directors and their respective associates had any direct or indirect interest in any assets which had been or are proposed to be acquired, disposed of by or leased to, any member of the Group, since 31 December 2023, being the date to which the latest published audited consolidated accounts of the Group were made up.

None of the Directors and their respective associates was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group.

6. LITIGATION AND ARBITRATION

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

7. MATERIAL CONTRACTS

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

- (a) the Sale and Purchase Agreement.

8. GENERAL

- (a) The secretary of the Company is Mr. Lee Tak Shing who is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.
- (b) The registered office of the Company is situated at Windward 3, Regatta Office Park P.O. Box 1350 Grand Cayman, KY1-1108 Cayman Islands.
- (c) The principal place of business of the Company in Hong Kong is situated at Unit B, 7/F, Wah Kit Commercial Centre, 300 Des Voeux Road Central, Hong Kong.
- (d) The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, is situated at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (e) In the event of any inconsistency, the English texts of the circular and the accompanying form of proxy shall prevail over their respective Chinese texts.

9. AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) consists of three independent non-executive Directors, namely, Mr. Chan Tsun Choi, Arnold, being the chairman of the Audit Committee, and Mr. Chow Chin Hang, Joel and Mr. Tang Chun Hei, being the members of the Audit Committee. Set out below are their biographical details:

Mr. Chan Tsun Choi, Arnold

Mr. Chan Tsun Choi, Arnold, aged 64, obtained his bachelor's degree in business administration from the Chinese University of Hong Kong in 1986, a postgraduate diploma in banking and finance from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) in 1990 and a master's degree in finance from City University of

Hong Kong in 1995. He is a fellow member of Hong Kong Institute of Certified Public Accountants, Hong Kong Securities and Investment Institute, UK Chartered Management Institute, Certified Practising Accountants, Australia and a Chartered Financial Analyst charterholder. Mr. Chan has extensive experience in project finance and fund-raising activities for construction projects in Hong Kong and Asia Pacific. He is currently an independent non-executive director of JBB Builders International Limited (stock code: 1903) and Upbest Group Limited (stock code: 335), whose shares are listed on the main board of the Stock Exchange.

Mr. Chow Chin Hang, Joel

Mr. Chow Chin Hang, Joel, aged 41, obtained his bachelor of science degree in mathematics, economics and finance from The University of Hong Kong in 2004. Mr. Chow is a Chartered Financial Analyst. Mr. Chow has over 15 years of experience in managing investment funds. Prior to joining the Company, Mr. Chow served at Dah Sing Bank from October 2004 to July 2005 as a risk control assistant and he served at JK Capital Management Limited from July 2005 to December 2017 with his last position as an assistant portfolio manager. From May 2018 to May 2019, Mr. Chow served as an assistant portfolio manager at Step Capital Management (HK) Limited. From May 2019 to August 2020, Mr. Chow served as a portfolio manager at Reliance International Financial Planners Limited. From September 2020 to June 2022, Mr. Chow served as a portfolio manager at Perpetuum Wealth Management Limited, he served as a responsible officer to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. From June 2022 to September 2023, Mr. Chow served as a portfolio manager at Browen Capital (HK) Limited, he served as a responsible officer to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

Mr. Tang Chun Hei

Mr. Tang Chun Hei, aged 35, currently serves as a responsible officer of Purple Tee Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. Prior to joining the Company, Mr. Tang served as an independent non-executive director of hmvod Limited, whose shares are listed on the GEM of the Stock Exchange (stock code: 8103), from 1 December 2020 to 24 February 2022. Mr. Tang obtained a Bachelor of Arts (Honours) in Business & Management from the University of Northampton in 2015 and a Postgraduate Diploma in Corporate Governance GradCG from the University of Law in 2024. Mr. Tang is an associate member of the Institute of Public Accountants and an associate member of The Chartered Governance Institute.

10. DOCUMENTS ON DISPLAY

The following documents are published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.harbourequine.com from the date of this circular to and including the date of the EGM:

- (a) the annual reports of the Company for the three years ended 31 December 2023;
- (b) the interim report of the Company for the six months ended 30 June 2024;
- (c) the Sale and Purchase Agreement; and
- (d) this circular.

NOTICE OF EGM



HARBOUR EQUINE HOLDINGS LIMITED

維港育馬控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8377)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Harbour Equine Holdings Limited (the “**Company**”) will be held at 19/F, Aubin House, No. 171–172 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 22 January 2025 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution to be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the Sale and Purchase Agreement (as defined in the circular of the Company dated 31 December 2024 of which this notice forms part (the “**Circular**”)) (a copy of which is tabled at the Meeting and marked “A” and initialled by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and
- (b) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.”

By order of the Board

Harbour Equine Holdings Limited

Wong Kwok Wai, Albert

Chairman, chief executive officer and executive Director

Hong Kong, 31 December 2024

NOTICE OF EGM

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

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

Unit B, 7/F
Wah Kit Commercial Centre
300 Des Voeux Road Central
Hong Kong

Notes:

1. A shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the EGM convened is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
2. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notorially certified copy of such power or authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. at or before 2:00 p.m. on Monday, 20 January 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. The voting at the EGM shall be taken by poll.
5. The register of members of the Company will be closed from 17 January 2025 to 22 January 2025 (both days inclusive) for determining Shareholders’ entitlement to attend and vote at the EGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 16 January 2025.
6. If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 1:00 p.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.harbourequine.com and on the website of the Stock Exchange at www.hkexnews.hk to notify the Shareholders of the date, time and venue of the rescheduled meeting.

NOTICE OF EGM

As at the date of this notice, the Directors are:

Executive Directors:

Mr. Wong Kwok Wai, Albert

Mr. Chan Yiu Tung, Enoch

Mr. Leung King Yue, Alex

Mr. Leung Tat Chi

Non-executive Directors:

Ms. Ho Wing Shan

Independent non-executive Directors:

Mr. Chan Tsun Choi, Arnold

Mr. Chow Chin Hang, Joel

Mr. Tang Chun Hei

This notice, 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 notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its publication and on the website of the Company at <http://www.harbourequine.com>.