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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

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**Milestone Builder Holdings Limited**

**進階發展集團有限公司**

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

**(Stock Code: 1667)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Milestone Builder Holdings Limited to be held at 14/F, 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong on Thursday, 12 September 2019 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company ([www.milestone.hk](http://www.milestone.hk)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 10 September 2019) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 14/F, 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong on Thursday, 12 September 2019 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Milestone Builder Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular
“Latest Practicable Date”	24 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinances (Chapter 571 of the Laws of Hong Kong) as amended from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

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LETTER FROM THE BOARD

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**Milestone Builder Holdings Limited**

**進階發展集團有限公司**

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

**(Stock Code: 1667)**

*Executive Directors:*

Leung Kam Fai (*Chairman*)  
Lam Ka Ho

*Independent Non-executive Directors:*

Keung Kwok Hung  
Lau Suk Han Loretta  
Fong Man Fu Eric

*Registered Office:*

P.O. Box 10008  
Willow House  
Cricket Square  
Grand Cayman KY1-1001  
Cayman Islands

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

14/F, 9 Po Lun Street  
Lai Chi Kok  
Kowloon  
Hong Kong

31 July 2019

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 12 September 2019.

**2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 108 of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company,

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## LETTER FROM THE BOARD

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provided that every Director (including those appointed for a specific item) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Article 108 of the Articles of Association, Mr. Leung Kam Fai and Mr. Lam Ka Ho, the executive Directors, shall retire from office at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 6 September 2018, a general mandate was granted to the Directors to buy back Shares. Such mandate will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. a total of 80,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 6 September 2018, a general mandate was granted to the Directors to issue Shares. Such mandate will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. a total of 160,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company ([www.milestone.hk](http://www.milestone.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 10 September 2019) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Leung Kam Fai**  
*Chairman*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**(1) LEUNG KAM FAI, AGED 52, EXECUTIVE DIRECTOR**

**Position and Experience**

Mr. Leung Kam Fai is an executive Director, the chairman of the Board, a member of the remuneration committee and the nomination committee of the Company. Mr. Leung is responsible for the financial and operational aspects of the Group and the formulation of business development strategies of the Group. He is one of the co-founders of Milestone Builder Engineering Limited, an indirect wholly-owned subsidiary of the Company. He also holds directorships in various subsidiaries of the Company.

Mr. Leung has over 17 years of experience in the construction and civil engineering industry. In November 2001, Mr. Leung founded Milestone Builder Engineering Limited with Mr. Lam Ka Ho and has become a director of Milestone Builder Engineering Limited since its incorporation.

Mr. Leung obtained a Master of Science in Construction Financial Management degree from the Heriot-Watt University in the United Kingdom in November 2009 through distance learning. He was granted as a Professional Member of the Royal Institution of Chartered Surveyors in August 2010, elected as a Member of the Hong Kong Institute of Surveyors in September 2012 and became a Registered Professional Surveyor in the Building Surveying Division in January 2014.

Mr. Leung was awarded the Gold Award in the Construction Manager of the Year Awards 2012 from the Chartered Institute of Building (Hong Kong) in Heritage Conservation Category in 2012.

Mr. Leung did not hold any other directorship in companies listed in Hong Kong or overseas in the last three years.

**Length of service**

Mr. Leung Kam Fai was appointed as a Director on 8 June 2016, and re-designated as an executive Director and appointed as the chairman of the Board on 26 September 2016. There is a service agreement between Mr. Leung and the Company for an initial term of three years commencing from the Listing Date, which shall continue thereafter unless and until it is terminated by the Company or Mr. Leung giving to the other not less than three months' prior notice in writing. Mr. Leung is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.



### Relationships

Mr. Leung Kam Fai, Mr. Lam Ka Ho (executive Director and controlling Shareholder), Mr. Leung Chin Hung Aaron (controlling Shareholder and senior management member) and Mr. Lui Sum Wah (controlling Shareholder) had entered into a confirmatory deed dated 27 September 2016 to confirm their acting in concert on the business of the Group. Save as disclosed, Mr. Leung does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

### Interests in Shares

As at the Latest Practicable Date, Mr. Leung Kam Fai was personally interested in 285,660,000 Shares and together with his concert parties, deemed to be interested in an aggregate of 600,000,000 Shares pursuant to Part XV of the SFO.

### Director's emoluments

Pursuant to the service agreement with the Company, the annual remuneration (including director's fee, basic salary, allowance, rental of director's quarters, non-cash benefit and retirement scheme contribution) payable to Mr. Leung Kam Fai shall be HK\$2.5 million.

He may be entitled to, if so recommended by the remuneration committee of the Company and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and his performance as the executive Director provided that the aggregate amount of bonuses payable to all the executive Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items attributable to the Shareholders for the relevant financial year.

### Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. Leung was a director of the following companies prior to their dissolution (otherwise than by a members' voluntary winding-up when the company was solvent):

Name of company	Place of incorporation	Principal business activities prior to dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
Chembuild Construction Company Limited (Note 1)	Hong Kong	Subcontractor of building construction works	23 December 2003	Dissolved by creditors' voluntary winding-up	The directors resolved that the company was unable to continue its business due to its liabilities and should commence winding up under section 228A of the Predecessor Companies Ordinance.

Name of company	Place of incorporation	Principal business activities prior to dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
Tarzan Engineering Limited ( <i>Note 2</i> )	Hong Kong	Subcontractor of building construction works	8 April 2004	Dissolved by creditors' voluntary winding-up	The directors resolved that the company was unable to continue its business due to its liabilities and should commence winding up under section 228A of the Predecessor Companies Ordinance.
Kai Chun Engineering Limited ( <i>Note 3</i> )	Hong Kong	No business activity prior to dissolution	4 May 2006	Dissolved by striking-off	The company was not carrying on business and was struck off by the Companies Registrar under section 291 of the Predecessor Companies Ordinance.
Max Engineering Limited	Hong Kong	No business activity prior to dissolution	6 January 2006	Dissolved by striking-off	The company was not carrying on business and was struck off by the Companies Registrar under section 291 of the Predecessor Companies Ordinance.

*Notes:*

1. Before its dissolution on 23 December 2003, Chembuild Construction Company Limited ("Chembuild") was owned by Kai Chun Engineering Limited as to 40%, Blooming Regent Co. Ltd. as to 40% and Fast Link Ltd. as to 20%, and Mr. Leung, Mr. Lam Ka Ho and Fast Link Ltd. were the directors of Chembuild. Fast Link Ltd. and Blooming Regent Co. Ltd. are independent third parties.
2. Before its dissolution on 8 April 2004, Tarzan Engineering Limited ("Tarzan Engineering") was owned by High-Wealth Trading Limited and Status Asian Limited in equal shares, and High-Wealth Trading Limited, Status Asian Limited and Mr. Leung were the directors of Tarzan Engineering. High-Wealth Trading Limited and Status Asian Limited are independent third parties.

3. Before its dissolution on 4 May 2006, Kai Chun Engineering Limited was owned by Mr. Leung and his wife in equal shares, and Mr. Leung and his wife were its directors.

**(2) LAM KA HO, AGED 53, EXECUTIVE DIRECTOR****Position and Experience**

Mr. Lam Ka Ho is an executive Director. Mr. Lam is responsible for the financial and operational aspects of the Group and for monitoring of all projects and the formulation of business development strategies of the Group. He is one of the co-founders of Milestone Builder Engineering Limited, an indirect wholly-owned subsidiary of the Company. He also holds directorships in various subsidiaries of the Company.

Mr. Lam has over 17 years of experience in the construction and civil engineering industry. In November 2001, Mr. Lam founded Milestone Builder Engineering Limited with Mr. Leung Kam Fai and has become a director of Milestone Builder Engineering Limited since its incorporation.

Mr. Lam did not hold any other directorship in companies listed in Hong Kong or overseas in the last three years.

**Length of service**

Mr. Lam Ka Ho was appointed as a Director on 8 June 2016, and re-designated as an executive Director on 26 September 2016. There is a service agreement between Mr. Lam and the Company for an initial term of three years commencing from the Listing Date, which shall continue thereafter unless and until it is terminated by the Company or Mr. Lam giving to the other not less than three months' prior notice in writing. Mr. Lam is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

**Relationships**

Mr. Lam Ka Ho, Mr. Leung Kam Fai (executive Director and controlling Shareholder), Mr. Leung Chin Hung Aaron (controlling Shareholder and senior management member) and Mr. Lui Sum Wah (controlling Shareholder) had entered into a confirmation deed dated 27 September 2016 to confirm their acting in concert on the business of the Group. Save as disclosed, Mr. Lam does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Lam Ka Ho was personally interested in 285,660,000 Shares and together with his concert parties, deemed to be interested in an aggregate of 600,000,000 Shares pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service agreement with the Company, the annual remuneration (including director's fee, basic salary, allowance, rental of director's quarters, non-cash benefit and retirement scheme contribution) payable to Mr. Lam Ka Ho shall be HK\$2.5 million.

He may be entitled to, if so recommended by the remuneration committee of the Company and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and his performance as the executive Director provided that the aggregate amount of bonuses payable to all the executive Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items attributable to the Shareholders for the relevant financial year.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Mr. Lam was a director of the following company prior to its dissolution (otherwise than by a members' voluntary winding-up when the company was solvent):

<b>Name of company</b>	<b>Place of incorporation</b>	<b>Principal business activities prior to dissolution</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons for dissolution</b>
Chembuild Construction Company Limited (Note)	Hong Kong	Subcontractor of building construction works	23 December 2003	Dissolved by creditors' voluntary winding-up	The directors resolved that the company was unable to continue its business due to its liabilities and should commence winding up under section 228A of the Predecessor Companies Ordinance.

*Note:* Before its dissolution on 23 December 2003, Chembuild Construction Company Limited ("Chembuild") was owned by Kai Chun Engineering Limited as to 40%, Blooming Regent Co. Ltd. as to 40% and Fast Link Ltd. as to 20%, and Mr. Leung, Mr. Lam Ka Ho and Fast Link Ltd. were the directors of Chembuild. Fast Link Ltd. and Blooming Regent Co. Ltd. are independent third parties.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 800,000,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2019) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2018</b>		
July	0.440	0.370
August	0.390	0.310
September	0.335	0.250
October	0.290	0.225
November	0.245	0.221
December	0.250	0.211
<b>2019</b>		
January	0.248	0.210
February	0.235	0.205
March	0.340	0.229
April	0.305	0.260
May	0.275	0.211
June	0.255	0.217
July ( <i>up to the Latest Practicable Date</i> )	0.270	0.223

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Leung Kam Fai, Mr. Lam Ka Ho, Mr. Leung Chin Hung Aaron and Mr. Lui Sum Wah (collectively the "Concert Party Group"), being the controlling Shareholders as defined in the Listing Rules, are parties acting in concert and together control the exercise of voting rights of 600,000,000 Shares representing 75% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the individual and aggregate shareholdings of the Concert Party Group would be increased as follows:

	<b>Number of Shares held</b>	<b>Percentage of shareholding as at the Latest Practicable Date</b>	<b>Percentage of shareholding assuming exercise of Share Buy-back Mandate in full</b>
Mr. Leung Kam Fai	285,660,000	35.7%	39.7%
Mr. Lam Ka Ho	285,660,000	35.7%	39.7%
Mr. Leung Chin Hung Aaron	23,280,000	2.9%	3.2%
Mr. Lui Sum Wah	<u>5,400,000</u>	<u>0.7%</u>	<u>0.7%</u>
	<u>600,000,000</u>	<u>75.0%</u>	<u>83.3%</u>

The Directors consider that such increase in shareholding would give rise to an obligation of certain members of the Concert Party Group to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the previous six months, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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### Milestone Builder Holdings Limited

### 進階發展集團有限公司

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

**(Stock Code: 1667)**

Notice is hereby given that the Annual General Meeting of Milestone Builder Holdings Limited (the “**Company**”) will be held at 14/F, 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong on Thursday, 12 September 2019 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2019.
2. To re-elect retiring directors and to authorize the board of directors to fix the respective directors’ remuneration.
3. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board  
**Leung Kam Fai**  
*Chairman*

Hong Kong, 31 July 2019

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy or if he holds two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 10:00 a.m. on Tuesday, 10 September 2019) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 9 September 2019 to Thursday, 12 September 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 September 2019.