
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 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 **TASTY CONCEPTS HOLDING 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



TASTY CONCEPTS HOLDING LIMITED

賞之味 控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8096)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE SHARES AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**Annual General Meeting**”) of Tasty Concepts Holding Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 30 July 2019 at 10:30 a.m. is set out on pages 17 to 21 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 Stock Exchange (www.hkexnews.hk) and the Company (www.butoraamen.com). 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, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting 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 or any adjournment thereof (as the case may be) if they so wish.

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

28 June 2019

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE	i
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
Proposed Re-election of Retiring Directors	3
Proposed Re-appointment of Auditor	5
Proposed Granting of General Mandate to Repurchase Shares	5
Proposed Granting of General Mandate to Issue Shares	5
Annual General Meeting and Proxy Arrangement	6
Recommendation	6
General information	6
Responsibility of the Directors	7
APPENDIX I — DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING	8
APPENDIX II — EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE	14
NOTICE OF ANNUAL GENERAL MEETING	17

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, on Tuesday, 30 July, 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the Notice of Annual General Meeting
“Notice of Annual General Meeting”	the notice dated 28 June 2019 for convening the Annual General Meeting and included herein
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors (including independent non-executive Directors)
“close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Company”	Tasty Concepts Holding Limited (賞之味控股有限公司), a company incorporated in the Cayman Islands with limited liability on, the Shares of which are listed on GEM of the Stock Exchange (stock code: 8096)
“connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general and unconditional mandate to the Directors to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate number of the Shares in issue as at the date of approval of the mandate

DEFINITIONS

”Latest Practicable Date”	24 June 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	15 March 2019, the date on which dealings in the shares commenced on GEM
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate to the Directors to buy back Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of approval of the mandate
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	per cent.

LETTER FROM THE BOARD



TASTY CONCEPTS HOLDING LIMITED

賞之味控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8096)

Executive Director:

Mr. Tang Chun Ho Chandler
(Chief Executive Officer)

Non-executive Director

Mr. Tang Hing Chee *(Chairman)*

Independent Non-executive Directors:

Mr. Ho Chun Yin Steven
Mr. Ho Lai Chuen
Mr. Lee Koon Tak

Registered Office:

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

Principal Place of Business in Hong Kong:

6/F, Goldsland Building,
22-26 Minden Avenue, Tsui Sha Tsui,
Kowloon, Hong Kong

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE 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 30 July 2019.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of five (5) Directors, namely:

Executive Director

Mr. Tang Chun Ho Chandler

LETTER FROM THE BOARD

Non-executive Director

Mr. Tang Hing Chee

Independent non-executive Directors

Mr. Ho Chun Yin Steven

Mr. Ho Lai Chuen

Mr. Lee Koon Tak

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Further, according to Article 112 of the Articles of Association, any Director appointed by the Board or by ordinary resolution in general meeting either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company.

At the AGM, all Directors will retire and, being eligible, will offer themselves for re-election.

The nomination committee of the Company (the “**Nomination Committee**”) had reviewed the independence of Mr. Ho Chun Yin Steven, Mr. Ho Lai Chuen and Mr. Lee Koon Tak, and they also submitted an annual confirmation to the Company on their fulfillment of the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. After due consideration, the Board confirmed that Mr. Ho Chun Yin Steven, Mr. Ho Lai Chuen and Mr. Lee Koon Tak continues to be considered as an independent non-executive Director and will continue to bring forth valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Mr. Ho Chun Yin Steven, Mr. Ho Lai Chuen and Mr. Lee Koon Tak had abstained from deliberation and decision in respect of the assessment of their own independence.

The Company has put in place a nomination policy which sets out, inter alia, the selection criteria (the “**Criteria**”) and the evaluation procedures in nomination candidates to be appointed or re-appointed as Directors of the Company. The re-appointment of each of Mr. Tang Chun Ho Chandler, Mr. Tang Hing Chee, Mr. Ho Chun Yin Steven, Mr. Ho Lai Chuen and Mr. Lee Koon Tak was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meetings, the level of participation and performance on the Board, and whether they continue to satisfy the Criteria.

LETTER FROM THE BOARD

Biographical details of the retiring Directors are set out in Appendix I to this circular. In consideration of the background, specific knowledge and experience of Mr. Tang Chun Ho Chandler, Mr. Tang Hing Chee, Mr. Ho Chun Yin Steven, Mr. Ho Lai Chuen and Mr. Lee Koon Tak, the Board believes that they could bring invaluable insights. Their in-depth knowledge, extensive experience and expertise continue to provide invaluable contribution and diversity to the Board.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

Deloitte Touche Tohmatsu will retire as the independent auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the audit committee of the Company, the Board proposed to re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

By written resolutions passed by the then Shareholders on 21 February 2019, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase 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 repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the Notice of the Annual General Meeting (i.e. a total of 50,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate. An explanatory statement required by the GEM 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.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

By written resolutions passed by the then Shareholders on 21 February 2019, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse 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 of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the Notice of the Annual General Meeting (i.e. a total of 100,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of Annual General Meeting is set out on pages 17 to 21 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the Annual General Meeting do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the Notice of Annual General Meeting will be put to vote by way of poll at the Annual General Meeting. An announcement on the results of the vote by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for the Annual General Meeting is enclosed with this circular which is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.butaooramen.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) if they so wish.

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, proposed re-appointment of auditor and proposed granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders as a whole. An exercise of the Issuance Mandate enables the Company to raise additional capital of the Company from time to time. An exercise of the Share Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting and as set out in the Notice of Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

LETTER FROM THE BOARD

9. RESPONSIBILITY OF THE DIRECTORS

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

By order of the Board
Tasty Concepts Holding Limited
Tang Hing Chee
Chairman

Hong Kong, 28 June 2019

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

(1) Mr. Tang Chun Ho Chandler

Qualifications and experience

Mr. Tang Chun Ho Chandler (鄧振豪) (“**Mr. C Tang**”), aged 34, is the founder, executive Director, Chief Executive Officer and one of the controlling Shareholders of the Group. Mr. C Tang was appointed as the Director on 23 July 2018 and re-designated as the executive Director on 28 August 2018. Mr. C Tang was appointed as the Chief Executive Officer on 28 August 2018. Mr. C Tang is also a director of each subsidiary incorporated in Hong Kong of the Group. Mr. C Tang is primarily responsible for the overall management, strategic planning, brand management and development of our Group’s business operations. He is also a member of the remuneration committee of the Company (the “**Remuneration Committee**”). In carrying out his responsibilities, Mr. C Tang has provided the Group with leadership, vision for the expansion of the business, marketing and public relations strategies. Mr. C Tang has over 8 years of experience in the Japanese ramen restaurant industry gained from the operation of the Group.

Prior to joining the Group, Mr. C Tang worked as a financial planner of AIA Hong Kong, whose principal business is the provision of insurance and investment-oriented products, from February 2007 to September 2011, during which he was responsible for identifying clients’ financial and protection needs in order to promote or arrange suitable insurance products for them. In 2008, Mr. C Tang was awarded Agent of the District (Regent) by AIA International Limited. He was a member of Million Dollar Round Table of The Premier Association of Financial Professionals, a global and independent association of life insurance and financial services professionals, from December 2008 to December 2009. He devoted his time into participating in music performance from 2005 to 2007.

Mr. C Tang obtained his secondary school diploma at Royal International College in Ontario, Canada in October 2002. He pursued further education in business management at Monash University between 2003 and 2005.

Interests in Shares

As at the Latest Practicable Date, Mr. C Tang was interested in long position in 341,250,000 Shares, which were held by Brilliant Trade Enterprises Limited, which is owned as to 35% by Mr. C Tang, 35% by Mr. Tang Hing Chee (father of Mr. C Tang and Ms. Tang Wing Shan Ariel (“**Ms. A Tang**”)), 15% by Ms. Tai Shiu Bun Mariana (mother of Mr. C Tang and Ms. A Tang) and 15% by Ms. A Tang (sister of Mr. C Tang). Mr. C Tang did not have any other interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

A service contract which forms the basis of emoluments has been entered into between the Company and Mr. C Tang pursuant to which his term of appointment is fixed for an initial term of

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

three years commencing from the Listing Date until terminated by not less than three months' notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. C Tang is entitled to receive a remuneration of HK\$1,208,000 per annum. He may also be paid a discretionary bonus, at the Board's discretion depending upon the Company's and his own performance. Mr. C Tang's remuneration is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. C Tang is the son of Mr. Tang Hing Chee. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. C Tang that is required to be disclosed pursuant to any of the requirements of Rules 17.50 (2)(h) to (v) of the GEM Listing Rules.

(2) Mr. Tang Hing Chee

Qualifications and experience

Mr. Tang Hing Chee (鄧慶治) (“**Mr. HC Tang**”), aged 63, joined the Group as the director of a subsidiary of the Group on 1 January 2016 and resigned on 31 March 2017. Mr. HC Tang was appointed as the Chairman and non-executive Director on 28 August 2018. Mr. HC Tang is also one of the controlling Shareholders. Mr. HC Tang is responsible for formulating overall business development strategy of the Group. He is also the chairman of the nomination committee of the Company (the “**Nomination Committee**”).

Prior to joining the Group, Mr. HC Tang worked at Canon Hongkong Company Limited, whose principal business is the provision of digital imaging products in Hong Kong and Macau, from May 1998 to October 2017, during which Mr. HC Tang was promoted from sales manager to his last position as executive adviser. Prior to that he was the sales manager in Jardine Photo System from February 1978 to May 1998.

Mr. HC Tang completed his secondary education at Wilson College in Hong Kong in July 1974.

Mr. HC Tang has been a member of the fundraising committee of Heifer Hong Kong, a charity founded in 2000 to help impoverished families in the PRC become self-reliant by providing livestock and animal husbandry training, since 2011.

Interests in Shares

As at the Latest Practicable Date, Mr. HC Tang was interested in long position in 341,250,000 Shares, which were held by Brilliant Trade Enterprises Limited, which is owned as to 35% by Mr. C Tang, 35% by Mr. HC Tang (father of Mr. C Tang and Ms. A Tang), 15% by Ms. Tai Shiu Bun Mariana (mother of Mr. C Tang and Ms. A Tang) and 15% by Ms. A Tang (sister of Mr. C Tang). Mr. HC Tang did not have any other interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Others

A service contract which forms the basis of emoluments has been entered into between the Company and Mr. HC Tang pursuant to which his term of appointment is fixed for an initial term of three years commencing from the Listing Date until terminated by not less than three months' notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. HC Tang is entitled to receive a remuneration of HK\$360,000 per annum. He may also be paid a discretionary bonus, at the Board's discretion depending upon the Company's and his own performance. Mr. HC Tang's remuneration is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. HC Tang is the father of Mr. C Tang. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. HC Tang that is required to be disclosed pursuant to any of the requirement of Rules 17.50 (2)(h) to (v) of the GEM Listing Rules.

(3) Mr. Ho Chun Yin Steven

Qualifications and experience

The Honourable Mr. Ho Chun Yin Steven BBS (何俊賢) (“**The Hon. Mr. Ho**”), aged 39, was appointed as the independent non-executive Director on 21 February 2019. The Hon. Mr. Ho is also a member of the audit committee of the Company (the “**Audit Committee**”).

The Hon. Mr. Ho has been a legislative council member representing the Agriculture and Fisheries Constituency since September 2012. The Hon. Mr. Ho is also, just to name a few, a member of the HKSAR Advisory Committee on Agriculture and Fisheries since June 2011, member of the HKSAR Country and Marine Parks Board since September 2013, member of the Consumer Council since November 2013 and a non-executive director of the Hong Kong Airport Authority since January 2016.

The Hon. Mr. Ho also actively participates in other public services, such as being the chairman of the Hong Kong Fishermen's Association since June 2017 and executive director of the New Territories Association of Societies since 2014. The Hon. Mr. Ho has joined the Hong Kong and Kowloon Fishermen Youth Society since June 2008 and was the chairman of the society. The Hon. Mr. Ho was awarded Bronze Bauhinia Star in 2015 for his meritorious public and community service, particularly his contributions to promoting the well-being and sustainable development of the agriculture and fisheries sectors in Hong Kong.

The Hon. Mr. Ho obtained a bachelor degree of engineering in computer and communication systems engineering from the University of Birmingham, U.K. in July 2003. He also obtained a master's degree in administration and governance from the Sun Yat-Sen University, the PRC, in June 2013.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As at the Latest Practicable Date, The Hon. Mr. Ho did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

A service contract which forms the basis of emoluments has been entered into between the Company and The Hon. Mr. Ho pursuant to which his term of appointment is fixed for an initial term of three years commencing from the Listing Date until terminated by not less than three months' notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. The Hon. Mr. Ho is entitled to receive a remuneration of HK\$180,000 per annum. He may also be paid a discretionary bonus, at the Board's discretion depending upon the Company's and his own performance. The Hon. Mr. Ho's remuneration is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

The Hon. Mr. Ho has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, The Hon. Mr. Ho does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to The Hon. Mr. Ho that is required to be disclosed pursuant to any of the requirement of Rules 17.50 (2)(h) to (v) of the GEM Listing Rules.

(4) Mr. Ho Lai Chuen

Qualifications and experience

Mr. Ho Lai Chuen (何麗全) ("**Mr. Ho**"), aged 64, was appointed as the independent non-executive Director on 21 February 2019. Mr. Ho is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

Mr. Ho has over 30 years of experience in the production and broadcasting industry. From March 1977 to March 2011, Mr. Ho was employed by Television Broadcasts Limited ("**TVB**") as a scriptwriter, creative director and was promoted to his last position as controller for non-drama productions at the production division. TVB is a company listed on the Main Board of the Stock Exchange (stock code: 00511), major activities of which include free-to-air television broadcasting, programme production, programme licensing and distribution, digital media business and publications. From April 2011 to March 2015, Mr. Ho was appointed as an executive vice president and general manager, production in the TV and new media business unit of PCCW Media Limited whose principal business is the provision of pay-TV service in Hong Kong. Mr. Ho was a corporate

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

mentor for the Master of Business Administration programme at the Shanghai University, PRC from April 2015 to March 2016. Since October 2015, Mr. Ho has been serving as the chief executive officer of CL Showbiz Limited, which is primarily engaged in the provision of services including event planning/coordinating stage design and setting, sound and lighting and audio visual production. Since May 2018, Mr. Ho has been engaged as a consultant of Asia Television Digital Media Limited to provide advisory services on its television broadcasting business.

Mr. Ho obtained a Master of Business Administration (Executive) degree from City University of Hong Kong in October 2014.

Interests in Shares

As at the Latest Practicable Date, Mr. Ho did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

A service contract which forms the basis of emoluments has been entered into between the Company and Mr. Ho pursuant to which his term of appointment is fixed for an initial term of three years commencing from the Listing Date until terminated by not less than three months' notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Ho is entitled to receive a remuneration of HK\$180,000 per annum. He may also be paid a discretionary bonus, at the Board's discretion depending upon the Company's and his own performance. Mr. Ho's remuneration is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. Ho has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ho does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Ho that is required to be disclosed pursuant to any of the requirement of Rules 17.50 (2)(h) to (v) of the GEM Listing Rules.

(5) Mr. Lee Koon Tak

Qualifications and experience

Mr. Lee Koon Tak (李冠德) ("Mr. Lee"), aged 48, was appointed as the independent non-executive Director on 21 February 2019. Mr. Lee is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Lee has over 20 years of experience in accounting and finance. From May 1993 to December 1996, Mr. Lee worked as an accountant at CarnaudMetalbox (Hong Kong) Limited whose principal business was manufacturing of packaging products. From January 1997 to November 1997, Mr. Lee worked as a chief accountant at GEC Alsthom Transport Hong Kong Limited, a company principally engaged in offering rolling stock to infrastructure, as well as signalling, maintenance and integrated transport systems. From August 1997 to September 2017, Mr. Lee was appointed by Canon Hongkong Company Limited, which is primarily engaged in offering a comprehensive range of digital imaging products in Hong Kong and Macau, as a vice president where he was responsible for finance and accounting, information technology, supply chain management, legal and compliance and customer delight divisions of the company. Since October 2017, Mr. Lee has been appointed as the Vice President of Canon India Private Limited, which is primarily engaged in offering a comprehensive range of digital imaging products in India, where he is responsible for supervising the finance and taxation, legal and corporate planning divisions at the company.

Mr. Lee obtained a bachelor degree of business administration in applied economics from Hong Kong Baptist College (now known as Hong Kong Baptist University) in December 1992. In November 2012, he obtained a Master of Business Administration (Executive) degree from The Chinese University of Hong Kong. Mr. Lee has been a fellow member of The Association of Chartered Certified Accountants Hong Kong since July 2001 and a member of the Hong Kong Institute of Certified Public Accountants since April 1997.

Interests in Shares

As at the Latest Practicable Date, Mr. Lee did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

A service contract which forms the basis of emoluments has been entered into between the Company and Mr. Lee pursuant to which his term of appointment is fixed for an initial term of three years commencing from the Listing Date until terminated by not less than three months' notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Lee is entitled to receive a remuneration of HK\$180,000 per annum. He may also be paid a discretionary bonus, at the Board's discretion depending upon the Company's and his own performance. Mr. Lee's remuneration is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. Lee has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Lee that is required to be disclosed pursuant to any of the requirement of Rules 17.50 (2)(h) to (v) of the GEM Listing Rules.

The following is an explanatory statement required by the GEM 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 500,000,000 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 no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 500,000,000 Shares, the Directors would be authorised under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 50,000,000 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 Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

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 buyback 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 the period from the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
March, 2019 (since the Listing Date)	0.475	0.325
April, 2019	0.345	0.270
May, 2019	0.315	0.230
June, 2019 (up to the Latest Practicable Date)	0.255	0.228

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 GEM 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 GEM 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 repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the GEM Listing Rules, Articles of Association 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, Brilliant Trade Enterprises Limited, the substantial shareholders of the Company, was interested in 341,250,000 Shares representing approximately 68.25% 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 aggregate shareholding of Brilliant Trade Enterprises Limited would be increased to approximately 75.83% of the issued share capital of the Company.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Share Buy-back Mandate in whole will result in the aggregate amount

of the issued share capital of the Company in public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange. The Directors confirm that the Share Buy-back Mandate will not be exercised to the extent as may result in a public shareholding failing below the prescribed minimum percentage.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



TASTY CONCEPTS HOLDING LIMITED

賞之味控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8096)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of Tasty Concepts Holding Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 30 July 2019 at 10:30 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 March 2019.
2.
 - (a) To re-elect Mr. Tang Chun Ho Chandler as an executive Director and to authorise the board of Directors to fix his Director’s remuneration;
 - (b) To re-elect Mr. Tang Hing Chee as a non-executive Director and to authorise the board of Directors to fix his Director’s remuneration;
 - (c) To re-elect Mr. Ho Chun Yin Steven as an independent non-executive Director and to authorise the board of Directors to fix his Director’s remuneration;
 - (d) To re-elect Mr. Ho Lai Chuen as an independent non-executive Director and to authorise the board of Directors to fix his Director’s remuneration; and
 - (e) To re-elect Mr. Lee Koon Tak as an independent non-executive Director and to authorise the board of Directors to fix his Director’s remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as an auditor of the Company and to authorise 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 to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its issued shares of the

NOTICE OF ANNUAL GENERAL MEETING

Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”), be and is hereby generally and unconditionally approved;

- (b) the total number of shares of the Company to be repurchased 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 repurchased 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;
 - (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, and pursuant to the GEM Listing Rules, a general mandate be is hereby generally and unconditionally given to the Directors 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 authorise the Directors 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;

NOTICE OF ANNUAL GENERAL MEETING

(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 in force from time to time,

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

(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 recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

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 repurchased 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
Tasty Concepts Holding Limited
Tang Hing Chee
Chairman

Hong Kong, 28 June 2019

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to item 2, all Directors will retire from office at the Meeting in accordance with the articles of association of the Company and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix I to this circular.

NOTICE OF ANNUAL GENERAL MEETING

7. An explanatory statement as required by the GEM Listing Rules in connection with the Share-Buy-back mandate under item 4 above is set out in Appendix II to this circular.
8. The transfer books and Register of Members of the Company will be closed from Thursday, 25 July 2019 to Tuesday, 30 July 2019, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 24 July 2019.
9. A form of proxy for use by shareholders at the Meeting is enclosed.

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

Executive Director:

Mr. Tang Chun Ho Chandler (*Chief Executive Officer*)

Non-executive Director:

Mr. Tang Hing Chee (*Chairman*)

Independent Non-executive Directors:

Mr. Ho Chun Yin Steven

Mr. Ho Lai Chuen

Mr. Lee Koon Tak

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

This notice, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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 website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and will be published on the Company's website at www.butaoramen.com.