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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 Computime Group 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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COMPUTIME GROUP LIMITED
金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 320)

PROPOSALS FOR

- (1) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES AND EXTENSION OF ISSUANCE MANDATE;**
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Computime Group Limited to be held at Conference Hall 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 4 September 2025 at 9:30 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 enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.computime.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. not later than 9:30 a.m. on Tuesday, 2 September 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

* *For identification purposes only*

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DEFINITIONS

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

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| “Annual General Meeting/AGM” | an annual general meeting of the Company to be held at Conference Hall 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 4 September 2025 at 9:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 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; |
| “Buyback Mandate” | as defined in paragraph 2(a) of the Letter from the Board; |
| “CCASS” | Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system; |
| “Company” | Computime Group 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; |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules; |
| “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; |
| “HKSCC” | Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Issuance Mandate” | as defined in paragraph 2(b) of the Letter from the Board; |
| “Latest Practicable Date” | 10 July 2025, 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; |

DEFINITIONS

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| “Memorandum and Articles of Association” | the existing memorandum and articles of association of the Company; |
| “Nomination Committee” | the nomination committee of the Company; |
| “Remuneration Committee” | the remuneration committee of the Company; |
| “SFO” | the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong), as amended from time to time; |
| “Share(s)” | share(s) of HK\$0.1 each in the 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 share capital of the Company; |
| “Shareholder(s)” | holder(s) of Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “substantial Shareholder(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Takeovers Code” | the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended from time to time; |
| “Treasury Shares” | has the meaning ascribed to it under the Listing Rules and as amended from time to time; |
| “%” | per cent. |



COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

Executive Directors:

Mr. AUYANG Pak Hong Bernard
(Chairman and Chief Executive Officer)
Mr. WONG Wah Shun

Non-executive Directors:

Mr. KAM Chi Chiu, Anthony
Mr. WONG Chun Kong

Independent Non-executive Directors:

Mr. HO Pak Chuen Patrick
Ms. LEE Shang Yuee Christabel
Ms. MAY Man Yee Mariana

Registered Office:

Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

*Principal Place of Business in
Hong Kong:*

6/F, Building 20E, Phase 3
Hong Kong Science Park
20 Science Park East Avenue
Shatin, New Territories
Hong Kong

18 July 2025

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR

**(1) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES AND EXTENSION OF ISSUANCE MANDATE;**

(2) RE-ELECTION OF RETIRING DIRECTORS;

(3) DECLARATION OF FINAL DIVIDEND; AND

(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company under the Buyback Mandate; (iv) the re-election of the retiring Directors; and (v) the proposed declaration of final dividend.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES AND EXTENSION OF THE ISSUANCE MANDATE

At the annual general meeting of the Company held on 5 September 2024, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates, to the extent not used by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of such resolution (i.e. a total of 84,254,000 Shares on the basis that the existing issued share capital of the Company of 842,540,000 Shares remains unchanged as at the date of the Annual General Meeting) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with new Shares (including any sale or transfer of Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of such resolution (i.e. a total of 168,508,000 Shares on the basis that the existing issued share capital of the Company of 842,540,000 Shares remains unchanged as at the date of the Annual General Meeting) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate (including any sale or transfer of Treasury Shares out of treasury).

The Buyback Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 86(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

Pursuant to Article 87 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 a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

According to the above provisions, Mr. AUYANG Pak Hong Bernard, Mr. WONG Wah Shun and Mr. HO Pak Chuen Patrick, shall retire from office by rotation at the Annual General Meeting. All of the above three retiring Directors are eligible for re-election at the Annual General Meeting. Mr. AUYANG Pak Hong Bernard, Mr. WONG Wah Shun and Mr. HO Pak Chuen Patrick have indicated that they will offer themselves for re-election at the Annual General Meeting.

Nomination Committee has nominated Mr. AUYANG Pak Hong Bernard, Mr. WONG Wah Shun and Mr. HO Pak Chuen Patrick to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. The nomination was made in accordance with the nomination policy of the Company and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company (the “**Board Diversity Policy**”).

The Nomination Committee also took into account the extensive knowledge and business experience of the retiring Directors, the profile of which are set out in Appendix II to this circular, and their contributions to the Board. The Board accepted the nomination from the Nomination Committee and recommended Mr. AUYANG Pak Hong Bernard, Mr. WONG Wah Shun and Mr. HO Pak Chuen Patrick to stand for re-election by Shareholders at the Annual General Meeting. The Board considers that the re-election of Mr. AUYANG Pak Hong Bernard, Mr. WONG Wah Shun and Mr. HO Pak Chuen Patrick as Directors is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. AUYANG Pak Hong Bernard, Mr. WONG Wah Shun and Mr. HO Pak Chuen Patrick are set out in Appendix II to this circular.

4. PROPOSED DECLARATION OF FINAL DIVIDEND

Proposed Final Dividend

As disclosed in the announcement of the Company dated 30 June 2025, the Board recommends the payment of a final dividend of HK\$0.054 per Share for the year ended 31 March 2025. Subject to the approval by the Shareholders at the Annual General Meeting, the final dividend will be paid on or about Friday, 24 October 2025 to the Shareholders whose names appear on the register of members of the Company on Monday, 6 October 2025.

Closure of Register of Members for Payment of Final Dividend

For the purpose of determining the entitlement of the Shareholders to receive the proposed final dividend, the register of members of the Company will be closed from Thursday, 2 October 2025 to Monday, 6 October 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong (the "**Branch Share Registrar**"), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 30 September 2025.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Buyback Mandate, the re-election of the retiring Directors and the declaration of final dividend.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 1 September 2025 to Thursday, 4 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. The record date for determining the entitlement of the holders of Shares to attend and vote at the Annual General Meeting will be Thursday, 4 September 2025. In order to be eligible to attend

LETTER FROM THE BOARD

and vote at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 29 August 2025.

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 the Stock Exchange (www.hkexnews.hk) and the Company (www.computime.com). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 9:30 a.m. on Tuesday, 2 September 2025) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish and in such event, your form of proxy shall be deemed to be revoked.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/ extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group 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.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement of the Buyback Mandate) and Appendix II (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By Order of the Board
Computime Group Limited
AUYANG Pak Hong Bernard
Chairman and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT OF THE BUYBACK MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable 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 Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/ or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 842,540,000 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, i.e. being 842,540,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, a total number of 84,254,000 Shares, representing 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of the Annual General Meeting.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

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 2025) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback 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. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. AUYANG Pak Hong Bernard personally held 7,091,500 Shares (representing approximately 0.84% of the total issued share capital of the Company) and Solar Power Group Limited, the controlling Shareholder, held 352,500,000 Shares (representing approximately 41.84% of the total issued share capital of the Company). Solar Power Group Limited was wholly owned by Mr. AUYANG Pak Hong Bernard. Hence, Mr. AUYANG Pak Hong Bernard was deemed to be interested in 362,991,500 Shares in total (inclusive of 3,400,000 share awards granted by the Company (the "**Share Awards**")), representing approximately 43.08% of the total issued share capital of the Company. On the basis that both the issued share capital of the Company and the shareholdings of Mr. AUYANG Pak Hong Bernard and Solar Power Group Limited remain unchanged immediately prior to the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the shareholding interests of Mr. AUYANG Pak Hong Bernard and Solar Power Group Limited in the issued Shares would be increased to approximately 47.87% of the total issued share capital of the Company.

In the opinion of the Directors, such an increase of shareholding may give rise to an obligation for Mr. AUYANG Pak Hong Bernard and Solar Power Group Limited to make a mandatory offer under the Takeovers Code. The Directors do not have any present intention to exercise the Buyback Mandate to such an extent as would give rise to such an obligation.

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| APPENDIX I EXPLANATORY STATEMENT OF THE BUYBACK MANDATE |
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The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, 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 Buyback 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 Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Buyback Mandate has unusual features.

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| APPENDIX I | EXPLANATORY STATEMENT OF THE BUYBACK MANDATE |
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7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

| Month | Highest HK\$ | Lowest HK\$ |
|--|-------------------------|------------------------|
| 2024 | | |
| July | 0.570 | 0.485 |
| August | 0.520 | 0.485 |
| September | 0.600 | 0.485 |
| October | 0.630 | 0.510 |
| November | 0.590 | 0.420 |
| December | 0.430 | 0.400 |
| 2025 | | |
| January | 0.425 | 0.395 |
| February | 0.415 | 0.400 |
| March | 0.450 | 0.400 |
| April | 0.460 | 0.360 |
| May | 0.435 | 0.390 |
| June | 0.485 | 0.415 |
| July (up to the Latest Practicable Date) | 0.630 | 0.500 |

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting according to the Articles of Association, are provided below.

Mr. AUYANG Pak Hong Bernard

Mr. AUYANG Pak Hong Bernard (“**Mr. Bernard AUYANG**”), aged 57, is an executive director (the “**Executive Director**”), the chairman (the “**Chairman**”) and the chief executive officer of the Group (the “**CEO**”). He is the son of Mr. AUYANG Ho, the Chairman Emeritus of the Company. Bringing with him over 30 years of experience in the electronic industry and general management, Mr. Bernard AUYANG also serves as the chairperson of the Nomination Committee and the executive committee of the Company and member of the Remuneration Committee. Mr. Bernard AUYANG first joined the Group in 2006 and rejoined the Group in 2020. Mr. Bernard AUYANG has been the chairman of a Hong Kong-based investment firm; and was a chief executive officer of a brand and technology company focusing on innovative communication and outdoor products. Mr. Bernard AUYANG is the vice chairman of the board of directors of CUHK Medical Centre Limited. Mr. Bernard AUYANG was an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee and the nomination committee of Lever Style Corporation, a company listed on the Main Board of the Stock Exchange (stock code: 1346) from 12 October 2019 to 2 May 2022. He was also an outside director, and the chairman of both of the nomination committee and the compensation committee of Sumida Corporation, a company listed on the Tokyo stock exchange, First Section (Stock Code: 6817) from 20 March 2013 to 25 March 2022.

Mr. Bernard AUYANG received the Young Industrialist Awards of Hong Kong in 1999 and was named the Hong Kong Young Industrial Ambassador in 2002. He was also the past international chairman of the Young Presidents’ Organization (YPO), a global network of chief executives, from 2014 to 2015. Mr. Bernard AUYANG is the Vice-Chairman, IT Committee Chair, and a Board member of CUHK Medical Center. He is a Trustee of St. Paul’s Co-educational College Charitable Trust and was a Council Member of St. Paul’s Co-educational College from 2012 to 2023. He is a Member of the Committee of Overseers of Wu Yee Sun College of CUHK, an Honorary Awards Committee Member, an Honorary Court Member of the Council of the Hong Kong University of Science and Technology, and a former Council member and current Honorary Court Member of Lingnan University. Mr. Bernard AUYANG obtained a Bachelor of Arts magna cum laude in East Asian Studies and Economics from Harvard University in the U.S.A. in 1991.

Save as disclosed above, Mr. Bernard AUYANG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Bernard AUYANG entered into a service agreement with the Company, pursuant to which his current term of office is three years commencing from 1 April 2024 unless and until terminated by either party giving to the other not less than six months' prior notice in writing. Mr. Bernard AUYANG is currently entitled to receive an annual remuneration of HK\$4,777,500 and to receive discretionary allowances and benefits in-kind and a year-end cash bonus to be calculated by reference to the annual audited financial results of the Group. Mr. Bernard AUYANG is also entitled to participate in the share option scheme and the share award plan of the Company. He is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors' retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Bernard AUYANG holds 352,500,000 Share indirectly through Solar Power Group Limited, personally holds 7,091,500 Shares directly and 3,400,000 Share Awards. Save as disclosed above, Bernard AUYANG did not have or was not deemed to have any other interests in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Solar Power Group Limited, the controlling Shareholder of the Company, is wholly owned by Mr. Bernard AUYANG. Save as disclosed above, Mr. Bernard AUYANG does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, there is no information of Mr. Bernard AUYANG to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Bernard AUYANG that need to be brought to the attention of the Shareholders.

Mr. WONG Wah Shun

Mr. WONG Wah Shun (“**Mr. WONG**”), aged 62, is an Executive Director and serves as a member of the executive committee of the Company. Having over 30 years of experience in the electronic industry focusing on product development, manufacturing, distribution and brand development, he was the chief executive officer of the Branded Business in VTech Telecommunication before leaving the company in 2008, after 19 years working with them. Afterwards, he worked in companies with renowned brands on product and technology sides at a senior executive level, notably including being the president of Salus Solutions of the Group in the year of 2009. Mr. WONG is a Chartered Engineer and a member of the Institution of Engineering and Technology (IET). He earned a Master’s degree in Engineering Management from City University of Hong Kong, a Master’s degree in Engineering from the University of Warwick, a Master’s degree in Business Administration from the University of Strathclyde and an Executive Master’s degree in Business Administration from the Kellogg-HKUST. He also holds 3 invention patents in the United States Patent and Trademark Office. Mr. WONG joined the Group in April 2020 and was appointed as the Executive Director in September 2020.

Save as disclosed above, Mr. WONG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. WONG has entered into a letter of appointment and employment contract between the Group under which he agreed to act as an Executive Director for a period of three years and is entitled to receive a remuneration package of HK\$1,950,000 per annum with discretionary bonus. Mr. WONG is also eligible to participate in the Company’s share option scheme and share award plan. The above emoluments of Mr. WONG are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time. Mr. WONG is also subject to retirement and re-election in general meeting of the Company in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. WONG holds 1,984,000 Shares and 2,100,000 Share Awards. Save as disclosed above, Mr. WONG did not have or was not deemed to have any other interests in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

As far as the Directors are aware, Mr. WONG does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, there is no information of Mr. WONG to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. WONG that need to be brought to the attention of the Shareholders.

Mr. HO Pak Chuen Patrick

Mr. HO Pak Chuen Patrick (“**Mr. HO**”), aged 70, is an independent non-executive director of the Company (the “**Independent Non-executive Director**”), chairperson of the Remuneration Committee and a member of the audit committee and the Nomination Committee of the Company. Mr. HO is currently the chief operating officer of Fung Investment Management Limited, he also holds directorship in a number of private companies within the Fung Group, a Hong Kong-based multinational which comprises major subsidiaries in trading, logistics, distribution and retailing. Mr. HO is also an independent non-executive director, the chairman of the remuneration committee, and a member of the audit committee, the nomination committee and the health, safety and environment committee of Yip’s Chemical Holdings Limited, a company listed on the Main Board of The Stock Exchange (Stock Code: 408). Mr. HO was a director of Global Brands Group Holding Limited from 10 August 2021 to 30 June 2022, a company delisted from the Stock Exchange on 25 July 2022. Mr. HO previously was with The Dow Chemical Company and retired in 2018 after 40 years of service. He was Global Business Director for Ethylene Oxide, Propylene Oxide and Derivatives in Chemicals and Metals in Dow headquarters in Midland, Michigan. Mr. HO returned to Hong Kong in 1998 as President for Dow Chemical, Asia Pacific region, Global Vice President for Epoxy and Specialty Chemicals and subsequent served as the Asia Pacific Vice President for manufacturing, public and government affairs. Mr. HO was the Chairman of Association of International Chemical Manufacturers (AICM) in Hong Kong/China from 2001 to 2003. Mr. HO holds a bachelor degree in Chemical Engineering from Queen’s University at Kingston, Canada. Mr. HO was appointed as the Independent Non-executive Director in July 2020.

Save as disclosed above, Mr. HO has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the letter of appointment issued by the Company to Mr. HO, his current term of appointment is from 7 September 2023 to 6 September 2026, which shall be terminable by two months’ prior notice in writing given by either party. Mr. HO is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The provisions of the Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. HO did not have or was not deemed to have any other interests in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Pursuant to the letter of appointment issued by the Company to Mr. HO, Mr. HO is entitled to receive a fixed director’s fee of HK\$360,000 per annum. Except for the Company’s share option scheme and share award plan, Mr. HO is not eligible to participate in any bonus schemes or other benefits of the kind available to Executive Directors. The above emoluments of Mr. HO are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.

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

As far as the Directors are aware, Mr. HO does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, there is no information of Mr. HO to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. HO that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Computime Group Limited (the “**Company**”) will be held at Conference Hall 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 4 September 2025 at 9:30 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the Directors and auditors for the year ended 31 March 2025;
2. To declare a final dividend of HK\$0.054 per share for the year ended 31 March 2025;
3. To re-elect Mr. AUYANG Pak Hong Bernard as an Executive Director of the Company;
4. To re-elect Mr. WONG Wah Shun as an Executive Director of the Company;
5. To re-elect Mr. HO Pak Chuen Patrick as an Independent Non-Executive Director of the Company;
6. To authorise the Board of Directors of the Company to fix the respective directors’ remuneration;
7. To re-appoint Messrs Ernst & Young as auditors of the Company and to authorise the Board of Directors of the Company to fix auditors’ remuneration;

* *For identification purposes only*

NOTICE OF THE ANNUAL GENERAL MEETING

8. 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, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) 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.”;

9. 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, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval 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 THE ANNUAL GENERAL MEETING

(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval 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 (excluding any Treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly; 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) 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

“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 THE ANNUAL GENERAL MEETING

10. 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 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the total number of shares of the Company (excluding any Treasury 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 purchased by the Company pursuant to the mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”.

By Order of the Board
Computime Group Limited
AUYANG Pak Hong Bernard
Chairman and Chief Executive Officer

Hong Kong, 18 July 2025

Notes:

1. Any Member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a Member of the Company. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 9:30 a.m. on Tuesday, 2 September 2025) or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 1 September 2025 to Thursday, 4 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. The record date for determining the entitlement of the holders of Shares to attend and vote at the above meeting will be Thursday, 4 September 2025. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 29 August 2025.

NOTICE OF THE ANNUAL GENERAL MEETING

4. For determining the entitlement to the proposed final dividend for the year ended 31 March 2025, the register of members of the Company will also be closed from Thursday, 2 October 2025 to Monday, 6 October 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the said proposed final dividend for the year ended 31 March 2025, unregistered holders of shares of the Company should ensure that all share 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 30 September 2025.
5. If a tropical cyclone warning signal number 8 or above is hoisted or a "black" rainstorm warning signal is in force at anytime between 7:30 a.m. and 9:30 a.m. on the day of the above meeting, the above meeting will be adjourned. The Company will post an announcement on the Company's website (www.computime.com) and the Stock Exchange's website (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned meeting.
6. References to time and dates in this Notice are to Hong Kong time and dates.