
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Tailam Tech Construction Holdings Limited, you should at once hand this circular, together with the accompanying 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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Tailam Tech Construction Holdings Limited
泰林科建控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6193)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Tailam Tech Construction Holdings Limited to be held at Yuanbei Village, Wangbao Town, Qidong City, Nantong, Jiangsu Province, the PRC on Friday, 7 June 2024 at 10:00 a.m. is set out on pages 15 to 20 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 website of the Stock Exchange (www.hkexnews.hk) and on the Company's website at (www.tailamgroup.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, 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 or any adjournment thereof. 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) if they so wish.

25 April 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	4
Issue Mandate to Issue Shares and Extension Mandate	4
Buy-back Mandate to Buy Back Shares	4
Re-election of Retiring Directors	5
Procedure and Process for Nomination of Directors	5
Recommendation of the Nomination Committee	6
Proposed Re-Appointment of Auditors	6
Notice of Annual General Meeting	7
Form of Proxy	7
Voting by Poll	7
Closure of Register of Members	7
Recommendation	8
 APPENDIX I — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	 9
 APPENDIX II — EXPLANATORY STATEMENT	 12
 NOTICE OF ANNUAL GENERAL MEETING	 15

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Yuanbei Village, Wangbao Town, Qidong City, Nantong, Jiangsu Province, the PRC on Friday, 7 June 2024 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 15 to 20 of this circular
“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Companies Act”	the Companies Act Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or consolidated from time to time
“Company”	Tailam Tech Construction Holdings Limited (泰林科建控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 7 March 2019 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 27 March 2019
“Director(s)”	the director(s) of the Company
“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 PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the Issue Mandate

DEFINITIONS

“Latest Practicable Date”	15 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company established by the Board on 5 November 2019
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the 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 amended from time to time
“%”	per cent

LETTER FROM THE BOARD

Tailam Tech Construction Holdings Limited
泰林科建控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6193)

Executive Directors:

Ms. Wong Han Yu Alice (*Chairperson*)

Mr. Wong Chiu Wai

Ms. Jiang Yin Juan

Non-executive Director:

Mr. Wong Leung Yau

Independent non-executive Directors:

Ms. Wong Siu Yin Rosella

Mr. Lai Chun Yu

Mr. Cui Yu Shu

Registered office in the Cayman Islands:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business in the PRC:

Yuanbei Village

Wangbao Town

Qidong City

Nantong

Jiangsu Province

the PRC

Principal place of business in Hong Kong:

31/F

Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

25 April 2024

To the Shareholders,

Dear Sir or Madam

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The primary purpose of this circular is to give you notice of the Annual General Meeting and details of the following resolutions which, together with other ordinary and special businesses, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval of the Shareholders:

- (a) to grant the Issue Mandate and extension thereof to the Directors;
- (b) to grant the Buy-back Mandate to the Directors;
- (c) to re-elect the retiring Directors; and
- (d) to re-appoint auditors of the Company.

ISSUE MANDATE TO ISSUE SHARES AND EXTENSION MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, 400,000,000 Shares have been issued. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 80,000,000 Shares.

In addition, subject to passing of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional value shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and Buy-back Mandate.

BUY-BACK MANDATE TO BUY BACK SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution approving the Buy-back Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

The Buy-back Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84(1) of the Articles of Association, at each annual general meeting 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 an annual general meeting at least once every three years. In accordance with article 84(2) of the Articles of Association, any Director appointed by the Board pursuant to article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Ms. Jiang Yin Juan, Ms. Wong Siu Yin Rosella and Mr. Cui Yu Shu will hold office as Directors until the Annual General Meeting and being eligible, offer themselves for re-election at the Annual General Meeting.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The Board, through the delegation of its authority to the Nomination Committee, shall ensure that Directors (including independent non-executive Directors) appointed (including re-elected) possess the relevant background, experience and knowledge in business and finance and management skills critical to the Group's business to enable the Board to make informed decisions.

The Nomination Committee will make recommendations to the Board regarding the appointment (including re-election) of the relevant Directors (including independent non-executive Directors) in accordance with the following procedures and process.

The Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members and management. All director candidates, including incumbents and candidates nominated by Shareholders are evaluated on the same criteria, including character and integrity, qualifications, diversity, ability to assist management and such other factors as the Nomination Committee may deem are in the best interests of the

LETTER FROM THE BOARD

Company and its Shareholders, through review of resume, personal interview and performance of background checks. The Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, age, gender and experiences of the collective Board rather than on the individual candidate for the purpose of diversity perspectives appropriate to the requirement of the Company's business.

Upon considering a director candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment (including re-election).

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee evaluated the performance of Ms. Jiang Yin Juan, an executive Director, Ms. Wong Siu Yin Rosella and Mr. Cui Yu Shu, independent non-executive Directors, for the year ended 31 December 2023 and found their performance satisfactory. In addition, the Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2023, and confirmed that Ms. Wong Siu Yin Rosella and Mr. Cui Yu Shu remain independent based on the criteria set out in Rule 3.13 of the Listing Rules. Therefore, the Nomination Committee nominated the above retiring Directors to the Board for it to propose to Shareholders for their re-election at the Annual General Meeting.

In proposing the resolutions to re-elect each of the above Directors, the Board has also considered their skills, knowledge and professional experience as described in their respective biographical information set out in Appendix I to this circular. Having regard to the Company's nomination policy and board diversity policy, the Board is of the view that each of the above Directors has extensive professional experience in affairs of corporations and management and can provide valuable and diverse views, as well as relevant insights to the Board and contribute to the diversity of the Board.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

PROPOSED RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 December 2023 were audited by PricewaterhouseCoopers whose term of office will expire upon the conclusion of the Annual General Meeting.

The Board proposed to re-appoint PricewaterhouseCoopers as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remunerations.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 15 to 20 of this circular is the notice of the Annual General Meeting at which ordinary resolutions will be proposed to Shareholders to consider and approve, among other things, the granting of the Issue Mandate to issue Shares and the Buy-back Mandate to buy back Shares, the re-election of the retiring Directors and the re-appointment of auditors of the Company.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and on the Company's website at (www.tailamgroup.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the Issue Mandate and Buy-back Mandate, therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM to be held on Friday, 7 June 2024, during which period no transfer of Shares will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong 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 Monday, 3 June 2024.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate, the Buy-back Mandate, the re-election of the retiring Directors and the re-appointment of auditors of the Company are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By order of the Board

Tailam Tech Construction Holdings Limited

Wong Han Yu Alice

*Chairperson, Executive Director and
Chief Executive Officer*

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein, each of the following Directors has confirmed that there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Ms. Jiang Yin Juan (蔣銀娟女士), aged 71, is our executive Director and internal control director. She joined the Group in September 2014 and had served as the financial director of Tailam Technology (Jiangsu Nantong) Co., Ltd.* (泰林科技(江蘇南通)有限公司) (previously known as Jiangsu Tailam Construction Co., Ltd.* (江蘇泰林建設有限公司)) since then and also served as the chief financial officer of the Group until June 2022. She was re-designated as an internal control director in June 2022 to oversee internal control matters of the Group. Ms. Jiang obtained a certificate majoring in accounting from Shanghai University of Finance and Economics (上海財經大學) in December 1995. She has been a certified public accountant and a certified public valuer since December 2002 and August 1997 respectively.

Ms. Jiang possesses over approximately 40 years' experience in the accounting and financial management. From 1973 to 2014, she worked for several companies in accounting related field. She served as an accountant in Shanghai Xinyi Telecom Part Products Factory* (上海新益電訊零件產品廠) from February 1973 to December 1987. She held the position of accounting supervisor of Shanghai Xuhui District Civil Affairs Enterprise Company* (上海市徐匯區民政企業公司) from January 1988 to June 2000. She was the audit appraiser at Shanghai Huiye Asset Appraisal Firm* (上海匯業資產評估事務所) (now known as Xuhui Branch of Shanghai Huiye Asset Evaluation Co., Ltd.* (上海匯業資產評估有限公司徐匯分公司)) from July 2000 to December 2001. From March 2002 to January 2014, she worked at Shanghai Huashen Asset Appraisal Co. Ltd.* (上海華審資產評估有限責任公司), where she last served as an audit appraiser.

Ms. Jiang has entered into a service contract with the Company for a term of three years commencing from 19 December 2022, which shall continue thereafter unless and until terminated by either party giving to the other party not less than three months' prior notice in writing. Her appointment is subject to retirement by rotation in accordance with the Articles of Association. The service contract may be renewed in accordance with the Articles of Association and the applicable laws and regulations.

The remuneration payable to Ms. Jiang is HK\$504,000 per year, which is determined by the Board with reference to her experience, responsibility, workload and the time devoted to the Group. Ms. Jiang will also be eligible to be granted share options to subscribe for Shares under the share option scheme of the Company.

Ms. Wong Siu Yin Rosella (黃小燕女士), aged 64, was appointed as our independent non-executive Director on 31 October 2019. She is responsible for providing independent opinion and judgment to our Board. Ms. Wong began her legal practise at Woo Kwan Lee & Lo in August 2003 and was promoted as a consultant in April 2009. In April 2014, she became a partner of the firm. She retired from partnership of the firm effective in March 2019. Ms. Wong currently serves as the executive advisor to the managing director of a company, which together with its subsidiaries, principally engaged in property investment and development.

Ms. Wong obtained a Bachelor of Laws degree with First Class Honours from University of Buckingham in March 2001. She was admitted as a solicitor of the High Court of Hong Kong and the Supreme Court of England and Wales in August 2003 and March 2004, respectively. Ms. Wong further obtained a Master in Laws from Renmin University of China (中國人民大學) in June 2005.

Ms. Wong has entered into a service contract with the Company for a term of three years commencing from 19 December 2022, which shall continue thereafter unless and until terminated by either party giving to the other party not less than three months' prior notice in writing. Her appointment is subject to retirement rotation in accordance with the Articles of Association. The service contract may be renewed in accordance with the Articles of Association and the applicable laws and regulations.

The remuneration payable to Ms. Wong is HK\$120,000 per year, which is determined by the Board with reference to her experience, responsibility, workload and the time devoted to the Group. Ms. Wong will also be eligible to be granted share options to subscribe for Shares under the share option scheme of the Company.

Mr. Cui Yu Shu (崔玉舒先生), aged 39, was appointed as our independent non-executive Director on 31 October 2019. He is responsible for providing independent opinion and judgment to our Board. Mr. Cui has extensive experience in the management consulting and investment industries. From December 2005 to April 2011, he served as a senior management consultant in Zhejiang Zhongcheng Enterprise Management Consulting Co. Ltd.* (浙江眾成企業管理諮詢有限公司). From April 2011 to February 2016, he worked at Hangzhou Shen Shi Energy Saving Technology Co. Ltd.* (杭州沈氏節能科技股份有限公司) where he last served as a deputy general manager and secretary to the board of directors. Since February 2016, Mr. Cui has been the vice president of An Feng Venture Capital Co. Ltd.* (安豐創業投資有限公司), an investment services company. In 2016, he had his book, *Manager's Self-cultivation – the Essence of SMEs' Governance, Management and Transition** (管理者的自我修養－中小企業治理、管理與轉型精髓) published by Zhejiang University Press.

Mr. Cui graduated with a Bachelor's degree in Science from Zhejiang University* (浙江大學) in June 2006. He holds several qualifications including the certificate of qualified management consultant issued by the China Enterprise Confederation (中國企業聯合會), certificates of qualified securities and fund practitioner issued by the Securities Association of China (中國證券業協會) and certificate of qualified board of directors' secretary and qualified independent director issued by the Shenzhen Stock Exchange (深圳證券交易所). Mr. Cui received a Master's degree in Economics from Renmin University of China* (中國人民大學) in June 2019.

Mr. Cui has entered into a service contract with the Company for a term of three years commencing from 19 December 2022, which shall continue thereafter unless and until terminated by either party giving to the other party not less than three months' prior notice in writing. His appointment is subject to retirement rotation in accordance with the Articles of Association. The service contract may be renewed in accordance with the Articles of Association and the applicable laws and regulations.

The remuneration payable to Mr. Cui is HK\$120,000 per year, which is determined by the Board with reference to his experience, responsibility, workload and the time devoted to the Group. Mr. Cui will also be eligible to be granted share options to subscribe for Shares under the share option scheme of the Company.

* *For identification purpose only*

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 400,000,000. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 40,000,000 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to buy back its Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

Buy-back of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not buy back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make buy-backs with profits of the Company or out of a new issuance of shares made for the purpose of the buy-back or, if authorized by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the buy-back, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors believe that if the Buy-back Mandate is exercised in full, it will not have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

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

The Directors have confirmed that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a buy-back of Shares pursuant to the 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ms. Wong Han Yu Alice is deemed to be interested in 228,536,000 Shares pursuant to Part XV of the SFO, representing approximately 57.13% of the issued Shares. 228,536,000 Shares were held by Apax Investment Holdings Limited ("**Apax Investment**"), in which Ms. Wong Han Yu Alice is the sole director, and which is beneficially owned as to 72.94% by Ms. Wong Han Yu Alice and 27.06% by her younger brother, Mr. Wong Chiu Wai (an executive Director). Apax Investment is hence controlled by Ms. Wong Han Yu Alice. Under the SFO, Ms. Wong Han Yu Alice is deemed to be interested in all the Shares registered in the name of Apax Investment. In the event that the Directors should exercise the Buy-back Mandate in full, Ms. Wong Han Yu Alice's interests in the Company will be increased to approximately 63.48% of the issued Shares.

In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any buy-back of its Shares by the Company.

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

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

Month	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	0.305	0.275
May	0.280	0.241
June	0.270	0.213
July	0.255	0.210
August	0.240	0.211
September	0.223	0.180
October	0.260	0.171
November	0.305	0.200
December	0.500	0.260
2024		
January	0.500	0.355
February	0.475	0.355
March	0.355	0.226
April (<i>up to and including the Latest Practicable Date</i>)	0.237	0.200

NOTICE OF ANNUAL GENERAL MEETING

Tailam Tech Construction Holdings Limited 泰林科建控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6193)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Tailam Tech Construction Holdings Limited (the “**Company**”) will be held at Yuanbei Village, Wangbao Town, Qidong City, Nantong, Jiangsu Province, the PRC on Friday, 7 June 2024 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditors for the year ended 31 December 2023.
2. (a) To re-elect the following retiring Directors:
 - (i) to re-elect Ms. Jiang Yin Juan as an executive Director;
 - (ii) to re-elect Ms. Wong Siu Yin Rosella as an independent non-executive Director; and
 - (iii) to re-elect Mr. Cui Yu Shu as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2024.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider as special business and, if thought fit, pass with or without amendment the following resolutions as ordinary resolutions of the Company:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:

(a) 20% of the number of issued Shares as at the date of passing this resolution; and

(b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares bought back by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued Shares as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

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

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; and

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution; and

(b) “Rights Issue” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (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, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Shares to be bought back pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

- (C) **“That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the

NOTICE OF ANNUAL GENERAL MEETING

Directors pursuant to such general mandate of an amount representing the number of the issued Shares bought back by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued Shares as at the date of passing of the said resolutions.”

By order of the Board
Tailam Tech Construction Holdings Limited
Wong Han Yu Alice
*Chairperson, Executive Director and
Chief Executive Officer*

Hong Kong, 25 April 2024

Registered office in the Cayman Islands:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in the PRC:

Yuanbei Village
Wangbao Town
Qidong City
Nantong
Jiangsu Province
the PRC

Principal place of business in Hong Kong:

31/F
Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any Shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong 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 (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting or any

NOTICE OF ANNUAL GENERAL MEETING

adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

- (v) The register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, in order to determine the identity of the shareholders who are entitled to attend the above meeting to be held on Friday, 7 June 2024, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong 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 Monday, 3 June 2024.
- (vi) In respect of resolution numbered 2(a) above, Ms. Jiang Yin Juan, Ms. Wong Siu Yin Rosella and Mr. Cui Yu Shu, shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated 25 April 2024.
- (vii) In respect of resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to buy back shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the purchase by the Company of its own shares is set out in Appendix II to the circular dated 25 April 2024.