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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult 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 **Taste • Gourmet Group Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

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**TASTE • GOURMET  
GROUP LIMITED**  
嚐 • 高美集團有限公司

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

**(Stock code: 8371)**

**PROPOSALS INVOLVING GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
DECLARATION OF DIVIDEND AND CLOSURE OF  
REGISTER OF MEMBERS,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening an annual general meeting of Taste • Gourmet Group Limited to be held at the Dab-Pa Modern Chinese Cuisine, Shop 413, Metroplaza, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong on 8 July 2019 at 10:15 a.m. is set out on pages 17 to 22 of this circular. Whether or not you are able to attend the annual general meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the annual general meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish.

This circular, together with the form of proxy, will remain on The Stock Exchange of Hong Kong Limited's websites at [www.hkexnews.hk](http://www.hkexnews.hk) and [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication and on the Company's website at [www.tastegourmet.com.hk](http://www.tastegourmet.com.hk).

5 June 2019

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the Dab-Pa Modern Chinese Cuisine, Shop 413, Metroplaza, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong on 8 July 2019 at 10:15 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 17 to 22 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company, as may be amended from time to time
“Board”	the Company’s board of Directors
“Code”	the Takeovers Code and the Share Buy-backs Code
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Taste • Gourmet Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Dividend”	the final dividend proposed to be paid out of the share premium account of the Company of HK\$0.015 per Share in respect of the year ended 31 March 2019
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

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## DEFINITIONS

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“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 to exercise the powers of the Company to allot, issue and deal with new Shares during the period as set out in the Ordinary Resolutions No. 4 in the notice of the AGM up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution
“Latest Practicable Date”	30 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum”	the memorandum of association of the Company, as may be amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase issued and fully paid Shares on the Stock Exchange during the period as set out in the Ordinary Resolutions No. 5 in the notice of the AGM up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time

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## DEFINITIONS

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“Share Buy-backs Code”	the Code on Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission
“%”	per cent

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## LETTER FROM THE BOARD

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**TASTE • GOURMET  
GROUP LIMITED**  
嗜 • 高美集團有限公司

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

**(Stock code: 8371)**

*Executive Directors:*

Mr. WONG Ngai Shan (*Chairman*)  
Ms. CHAN Wai Chun (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Ms. CHAN Yuen Ting  
Mr. TSANG Siu Chun  
Mr. WANG Chin Mong

*Registered office:*

Cricket Square  
Hutchins Drive, PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Unit B, 24/F Crawford Tower  
99-101 Jervois Street  
Sheung Wan  
Hong Kong

5 June 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
DECLARATION OF DIVIDEND AND CLOSURE OF  
REGISTER OF MEMBERS,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide Shareholders with information regarding the proposed resolutions to be put forward at the AGM: (1) granting of the Issue Mandate and the Repurchase Mandate to the Directors; (2) declaration of dividend; and (3) re-election of retiring Directors; and to give notice of the AGM at which resolutions will be proposed to consider, and if thought fit, approve at the AGM.

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## **LETTER FROM THE BOARD**

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### **GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution No. 5 of the notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate are limited to a maximum of 10% of the issued shares of the Company as at the date of passing the resolution approving the Repurchase Mandate.

The Repurchase Mandate will continue in force until the earlier of: (1) the conclusion of the next annual general meeting of the Company; (2) the date by which the next annual general meeting of the Company is required to be held by the Articles or applicable laws; or (3) the date upon which such authority is revoked or varied by a separate ordinary resolution of the Company in a general meeting.

As at the Latest Practicable Date, the issued shares of the Company comprised 379,732,000 Shares. Assuming that there is no change in the issued shares of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Repurchase Mandate will be 37,973,200 Shares.

An explanatory statement as required under the GEM Listing Rules, in particular Rule 13.08, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

In addition, two ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and an extension of the Issue Mandate by an additional number of Shares repurchased under the Repurchase Mandate will be proposed at the AGM to grant to the Directors (i) a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution in relation to the Issue Mandate; and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate subject to the passing of the resolution in relation to the Repurchase Mandate.



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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the issued shares of the Company comprised 379,732,000 Shares. Assuming there is no change in the issued shares of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be allotted and issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 75,946,400 Shares.

The Issue Mandate will continue to be in force until the earlier of: (1) the conclusion of the next annual general meeting of the Company; (2) the date by which the next annual general meeting of the Company is required to be held by the Articles or applicable laws; or (3) the date upon which such authority is revoked or varied by a separate ordinary resolution of the Company in a general meeting.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in the out in ordinary resolution No. 4 and 6 of the notice of AGM. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

### **DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

As mentioned in the results announcement of the Company dated 30 May 2019, it was the intention of the Board to recommend the payment of the dividend out of the retained profits of the Company of HK\$0.015 per Share in respect of the year ended 31 March 2019 to Shareholders whose names appeared on the register of members of the Company on 17 July 2019, totalling not less than HK\$5,695,980, subject to the approval of the Shareholders at the AGM and compliance with the Companies Law.

The register of members of the Company will be closed for the following periods:

- (1) from 3 July 2019 to 8 July 2019, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining the shareholders entitled to attend and vote at the AGM; and
- (2) from 12 July 2019 to 17 July 2019, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining the shareholders entitled to the final dividend to be approved at the AGM.

All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 2 July 2019 and 11 July 2019 respectively.

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## **LETTER FROM THE BOARD**

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### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 84 of the Articles, at each annual general meeting, one-third of the Directors, who have been longest in office since their last election, for the time being shall retire from office by rotation such that each Director will be subject to retirement by rotation at least once every three years at the annual general meeting.

In accordance with Article 84 of the Articles, Ms. Chan Yuen Ting and Mr. Tsang Siu Chun shall retire from office by rotation at the AGM and both of them, being eligible, offer themselves for re- election at the AGM.

The Company has received an annual confirmation of independence from each of the independent non-executive Director pursuant to Rule 3.13 of the GEM Listing Rules. The Company considers all the independent non-executive Directors to be independent.

Brief biographical details of the above-mentioned Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

A notice convening the AGM, which contains, inter alia, the Ordinary Resolutions for the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and the re- election of retiring Directors, is set out on pages 17 to 22 of this circular.

### **ACTION TO BE TAKEN**

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the Stock Exchange's websites at [www.hkexnews.hk](http://www.hkexnews.hk) and [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.tastegourmet.com.hk](http://www.tastegourmet.com.hk). Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

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## LETTER FROM THE BOARD

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### GEM LISTING RULES REQUIREMENT

According to rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions put to the vote at any general meeting shall be decided by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the Stock Exchange's websites at [www.hkexnews.hk](http://www.hkexnews.hk) and [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.tastegourmet.com.hk](http://www.tastegourmet.com.hk). on the business day following the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the proposals referred to in this circular are in the best interests of the Company, the Group and the Shareholders taken as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL INFORMATION

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

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
By Order of the Board  
**Wong Ngai Shan**  
*Chairman*

*This Appendix serves as an explanatory statement given to all the Shareholders, as required pursuant to Rule 13.08 and other provisions of the GEM Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.*

### **1. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders taken as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued Share capital of the Company comprised 379,732,000 Shares.

Subject to the passing of Ordinary Resolution No. 5 in the Notice of the AGM and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 39,352,800 Shares during the period from the date of passing of Ordinary Resolution No. 5 set out in the Notice of the AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

### **3. FUNDING OF THE REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles to repurchase its Shares.

Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law and the Articles, out of capital and, in the case of any premium payable on a repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law and the Articles, out of capital.

The Company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the trading rules of the Stock Exchange.

#### **4. GENERAL**

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 financial year ended 31 March 2019) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the GEM Listing Rules, the Memorandum and the Articles of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates (as defined in the GEM Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase 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 Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, IKEAB Limited and Elite China Limited directly held 250,318,000 Shares and 9,984,000 Shares, representing approximately 65.920% and 2.629% of the issued share capital of the Company, respectively. IKEAB Limited is owned by Mr. Wong Ngai Shan as to 70% and Ms. Chan Wai Chun as to 30% and Elite China Limited is owned by Mr. Wong Ngai Shan as to 50% and Ms. Chan Wai Chun as to 50%. Mr. Wong Ngai Shan is the spouse of Ms. Chan Wai Chun, as such Mr. Wong Ngai Shan and Ms. Chan Wai Chun are deemed to the controlling Shareholders (as defined in the GEM Listing Rules) of the Company and was deemed to be interested in 260,302,000 Shares representing approximately 68.549% of the issued capital of the Company, as at the Latest Practicable Date. In the event that the Directors exercise the proposed Repurchase Mandate in full, the beneficial interest of IKEAB Limited and Elite China Limited will be increased to approximately 73.244% and 2.921% of the issued share capital of the Company, respectively. As such, Mr. Wong Ngai Shan and Ms. Chan Wai Chun will deemed to be interested in approximately 76.165% of the issued capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code, however any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the GEM Listing Rules requirement regarding public shareholdings.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

In the six months immediately preceding the Latest Practicable Date, the Company repurchased an aggregate of 13,796,000 Shares on the Stock Exchange which were subsequently cancelled on 18 April 2019.

<b>Date of Repurchase</b>	<b>Number of Shares repurchased by the Company</b>	<b>Price per Share</b>	
		<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
18 March 2019	2,144,000	0.71	0.70
19 March 2019	2,768,000	0.71	0.70
20 March 2019	2,104,000	0.71	0.71
21 March 2019	2,804,000	0.71	0.71
22 March 2019	2,408,000	0.72	0.71
25 March 2019	1,204,000	0.72	0.72
26 March 2019	364,000	0.72	0.72

Save as disclosed above, neither our Company nor any of its subsidiaries has purchased, sold or redeemed any of our Company's Listed Securities during the six months preceding the Latest Practicable Date.

**8. SHARE PRICES**

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

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
<b>2018</b>		
June	0.79	0.67
July	0.76	0.66
August	0.82	0.64
September	0.84	0.75
October	0.84	0.68
November	0.80	0.68
December	0.89	0.72
<b>2019</b>		
January	0.89	0.68
February	0.73	0.64
March	0.75	0.66
April	0.72	0.68
May (up to the Latest Practicable Date)	0.77	0.68



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

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*Pursuant to the Listing Rules, the particulars of the Directors who will retire and are proposed to be re-elected at the AGM according to the Articles are set out as follows:*

**1.      MS. CHAN YUEN TING (INDEPENDENT NON-EXECUTIVE DIRECTOR)**

Ms. Chan, aged 45, was appointed as an independent non-executive Director of our Company on 20 December 2017. She is the chairman of the nomination committee and the compliance committee and a member of the audit and remuneration committee of the Company.

Ms. Chan is currently the head of legal and company secretary of NWS Transport Services Limited, its subsidiaries and associated companies. Ms. Chan holds a Bachelor's degree of Social Science from The Chinese University of Hong Kong, a Master's degree in Arts, major in Public Administration and Public Policy from the University of York in the United Kingdom and a Master's degree of Law, major in International Trade and Commercial Law from the University of Durham in the United Kingdom. She was granted the award of Postgraduate Diploma of the Manchester Metropolitan University in the United Kingdom having followed an approved programme in English and Hong Kong Law (Common Professional Examination) at The University of Hong Kong (Space). Ms. Chan obtained the Postgraduate Certificate in Laws from The University of Hong Kong. She was admitted as a solicitor in Hong Kong in November 2008 and is a member of the Law Society of Hong Kong.

Ms. Chan has over 12 years of legal and compliance experience. She has worked for Philip KH Wong, Kennedy YH Wong & Co. Solicitors & Notaries. She has served as a legal counsel of NWS Transport Services Limited for over 4 years.

With her legal, compliance and company secretarial background, Ms. Chan advises the Board on our compliance issues and updates the Board on any potential impact on the Company when new rules, regulations or legislations are introduced or revised.

Ms. Chan Yuen Ting has entered into a service agreement with the Company for a fixed term of three years with effect from 17 January 2018 which shall continue thereafter unless and until terminated by either party giving the other not less than three months' notice in writing. Ms. Chan is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Ms. Chan's emoluments are determined by the Board from time to time with reference to her duties and responsibilities and the Company's performance and profitability for which she is entitled to HK\$100,000 per annum. Ms. Chan received total emoluments of HK\$100,000 for the year ended 31 March 2019.

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

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Mr. Chan is not a director in any other listed companies.

As at the Latest Practicable Date, Ms. Chan Yuen Ting does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company and she does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**2.     MR. TSANG SIU CHUN (INDEPENDENT NON-EXECUTIVE DIRECTOR)**

Mr. Tsang, aged 64, was appointed as an independent non-executive Director of our Company on 20 December 2017. He is the chairman of the remuneration committee and a member of the audit committee, nomination committee and compliance committee of the Company.

Mr. Tsang holds a Bachelor's degree in Arts from the University of Toronto.

Mr. Tsang serves as the managing director of An Seng Enterprises Limited which is principally engaged in the manufacturing and sales of furniture and home decoration products and the managing director of Chan Seng Yee Estates Ltd which is principally engaged in estates agency investment. He was the chairman of Po Leung Kuk from 1992 to 1993. Mr. Tsang was appointed as a Non-official Justice of Peace since June 1993. He was the vice president of An Kwei Clans Association (H.K.) Ltd from November 2011 to February 2017, and is currently the president. Mr. Tsang is also the president of the 14th Hong Kong Federation of Quanzhou Association and the vice chairman of the Hong Kong Federation of Fujian Association Limited.

With vast experience in running his own businesses, Mr. Tsang provides the Board with his insight on the economic situation in Hong Kong and China, latest trend in the retail sector, outlook on the rental situation, and any market information that might be useful to the Company.

Mr. Tsang Siu Chun has entered into a service agreement with the Company for a fixed term of three years with effect from 17 January 2018 which shall continue thereafter unless and until terminated by either party giving the other not less than three months' notice in writing. Mr. Tsang is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Tsang's emoluments are determined by the Board from time to time with reference to her duties and responsibilities and the Company's performance and profitability for which she is entitled to HK\$100,000 per annum. Mr. Tsang received total emoluments of HK\$100,000 for the year ended 31 March 2019.

Mr. Tsang is not a director in any other listed companies.

As at the Latest Practicable Date, Mr. Tsang Siu Chun does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company and she does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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**TASTE • GOURMET  
GROUP LIMITED**  
嗜 • 高美集團有限公司

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

**(Stock code: 8371)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of **TASTE • GOURMET GROUP LIMITED** (the “**Company**”) will be held at the Dab-Pa Modern Chinese Cuisine, Shop 413, Metroplaza, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong on 8 July 2019 at 10:15 a.m. for the purpose of transacting the following business:

### **ORDINARY BUSINESS**

1. to receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 March 2019;
2. (i) to approve and re-elect the following as Directors, each as a separate resolution:
  - (a) Ms. Chan Yuen Ting as an independent non-executive Director; and
  - (b) Mr. Tsang Siu Chun as an independent non-executive Director.
- (ii) to authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorize the Board to fix the remuneration of the auditor of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

4. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, 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 additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares 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 sub-paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) an issue of shares upon the exercise of any rights of subscription or conversion under the terms of any securities, warrants or options issued by the Company which carry the right to subscribe for or are convertible into shares of the Company, or (iii) an issue of shares upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of shares or rights to acquire shares of the Company, or (iv) an issue of shares as scrip dividend 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 Memorandum and Articles of Association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this Resolution:

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

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

“**Rights issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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, any recognized regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange (“**Recognized Stock Exchange**”), subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other Recognized Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this Resolution, shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

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

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

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## NOTICE OF ANNUAL GENERAL MEETING

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6. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the Resolutions Nos. 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in the Resolution No. 5 above (up to a maximum of 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as stated in Resolution No. 5 above) shall be added to the aggregate nominal amount of the share capital that may be issue, allotted or otherwise dealt with, or agreed conditionally or unconditionally to be issued, allotted or otherwise dealt with by the Directors pursuant to Resolution No. 4 set out in the notice convening this Annual General Meeting.”

7. As special business, to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT** the payment of a final dividend from the retained profits of the Company of HK\$0.015 per share in respect of the year ended 31 March 2019 to the shareholders of the Company whose names appeared on the register of members of the Company on 17 July 2019 be and is hereby approved.”

By Order of the Board  
**Wong Ngai Shan**  
*Chairman*

Hong Kong, 5 June 2019

*Registered office:*

Cricket Square  
Hutchins Drive, PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong:*

Unit B, 24/F Crawford Tower  
99-101 Jervois Street  
Sheung Wan  
Hong Kong



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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the annual general meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he so wishes and in such event, the form of proxy shall be deemed to be revoked.
4. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.