
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in HangKan Group Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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



(incorporated in Cayman Islands with limited liability)

(Stock code: 8331)

(1) PROPOSED CHANGE OF COMPANY NAME; (2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES; AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at Room 402A, 4/F, Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Wednesday, 31 December 2020 at 2:30 p.m. is set out on pages 10 to 12 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is enclosed herein.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of publication and will also be published on the website of the Company at www.ourhkg.com.

PRECAUTIONARY MEASURES FOR THE EGM

In compliance with the HKSAR Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement additional precautionary measures at the EGM including, without limitation:

- compulsory body temperature screening;
- mandatory use of surgical face masks;
- anyone attending the EGM is reminded to observe good personal hygiene at all times;
- no refreshment will be served; and
- appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.

Any person who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the EGM venue. In light of the continuing risks posed by the COVID-19 pandemic, the Company reminds Shareholders that they may appoint the Chairman of the EGM or any Director or company secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

10 December 2020

CHARACTERISTICS OF GEM

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

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

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This circular is available in printed form in both English and Chinese and published on the designated website of the GEM (<http://www.hkgem.com>) and the website of the Company (www.ourhkg.com). The English version will prevail in case of any inconsistency between the English and Chinese version of this circular.

DEFINITIONS

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

“Articles”	the articles of association of the Company as amended and restated from time to time
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “HangKan Group Limited” to “P.B. Group Limited” and to change the dual foreign name in Chinese of the Company from “恆勤集團有限公司” to “倍搏集團有限公司”
“Company”	HangKan Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 402A, 4/F, Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 31 December 2020 at 2:30 p.m., a notice of which is set out on pages 10 to 12 of this circular
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 December 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular

DEFINITIONS

“Memorandum”	the memorandum of association of the Company as amended and restated from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



(incorporated in Cayman Islands with limited liability)

(Stock code: 8331)

Executive Directors:

Dr. CHAN Man Fung (*Co-chairman*)

Mr. PUI Wai Lun (*Co-chairman*)

Mr. SU Chun Xiang

Mr. PANG Ho Yin (*Chief Executive Officer*)

Registered Office:

71 Fort Street

P.O. Box 500, George Town

Grand Cayman KY1- 1106

Cayman Islands

Independent Non-executive Directors:

Mr. LEE Ming Tung

Mr. CHOW Chi Hang Tony

Mr. ZHANG Kun

Principal Place of Business

in Hong Kong:

Room 402A, 4/F

Park Commercial Centre

180 Tung Lo Wan Road

Causeway Bay, Hong Kong

10 December 2020

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

References are made to the announcement of the Company dated 8 December 2020 in relation to the proposed Change of Company Name and the proposed amendments to the Memorandum and Articles.

The proposed Change of Company Name and the proposed amendments to the Memorandum and Articles are subject to, among other things, the approval by the Shareholders, by way of poll, at the EGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information about, among other things, (1) the proposed Change of Company Name; (2) the proposed amendments to the Memorandum and Articles; and (3) a notice convening the EGM.

2. PROPOSED CHANGE OF COMPANY NAME

As stated in the Company's announcement dated 8 December 2020, the Board proposed to change the English name of the Company from "HangKan Group Limited" to "P.B. Group Limited" and to change the dual foreign name in Chinese of the Company from "恆勤集團有限公司" to "倍搏集團有限公司". The Change of Company Name is subject to, among other things, the approval of Shareholders at the EGM. A further announcement will be made when the Change of Company Name becomes effective. The Board considers that the Change of Company Name will better reflect the current status of the Company, its new business plans and direction of future business development. The Board believes that the proposed new name of the Company will provide the Company with a new corporate image which will enable the Group to better identify itself and capture potential business opportunities for its future development. Accordingly, the Board is of the view that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Conditions

The Change of Company Name is subject to the following conditions being fulfilled:

- (a) the passing of a special resolution by the Shareholders at the EGM of the Company to approve the Change of Company Name; and
- (b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set forth above, the Change of Company Name will take effect from the date on which the new name is entered onto the register by the Registrar of Companies in the Cayman Islands in place of the existing name. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong. Upon the Change of Company Name becoming effective, all existing share certificates bearing the current name of the Company will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the Change of Company Name. There will not be any free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. If the Change of Company Name becomes effective, any issue of share certificates thereafter will be in the new name of the Company and the securities of the Company will be traded on the Stock Exchange in the new name of the Company. In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becomes effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and the change of English and Chinese stock short names.

LETTER FROM THE BOARD

3. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

As set out in the announcements of the Company dated 1 December 2020 and 8 December 2020, the Company proposed to make certain amendments to the Memorandum and Articles for the purpose of, among other things, (i) updating the address of the registered office of the Company; (ii) reflecting the Change of Company Name; and (iii) facilitating the appointment of more than one chairman of the Company.

The proposed amendments to the Memorandum and Articles, if adopted, will:

- (a) update the address of the registered office of the Company;
- (b) reflect the Change of Company Name;
- (c) allow the Board to elect more than one chairman of the Company amongst the Directors; and
- (d) provide the mechanism for determining the chairman of each meeting of the Board and the chairman of each general meeting where the Company has more than one chairman.

Further to the aforesaid, the Company proposes to amend the Memorandum and Articles as per below.

a) Proposed Amendments to the Memorandum

- i) The existing memorandum of association of the Company shall be amended by deleting the name “Feishang Non-Metal Materials Technology Limited 飛尚非金屬材料科技有限公司” on the heading of p.1 and in Clause 1 thereof, and substituting therefor “P.B. Group Limited 倍搏集團有限公司”.

- ii) The current Clause 2 of memorandum of association of the Company

“The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.”

is hereby proposed to be amended as follows:

“The Registered Office of the Company shall be at the offices of Appleby Global Services (Cayman) Limited, 71 Fort Street, P.O. Box 500, George Town, Grand Cayman, KY1-1106 Cayman Islands.”

LETTER FROM THE BOARD

b) Proposed Amendments to the Articles

- i) The existing articles of association of the Company shall be amended by deleting the name “Feishang Non-metal Materials Technology Limited 飛尚非金屬材料科技有限公司” on the cover page, and in the definition of “Company” in Article 2.(1) thereof, and substituting therefor “P.B. Group Limited 倍搏集團有限公司”.
- ii) The current Article 63 of the articles of association of the Company:

“The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”

is hereby proposed to be amended as follows:

“The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.”

LETTER FROM THE BOARD

- iii) The current Article 115 of the articles of association of the Company:

“The Board may elect a chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting neither the chairman nor any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.”

is hereby proposed to be amended as follows:

“The Board may elect one or more chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting no chairman or deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.”

- iv) The current subsections (1) and (2) of Article 124 of the articles of association of the Company:

“(1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.

(2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the election to such office shall take place in such manner as the Directors may determine.”

are hereby proposed to be amended as follows:

“(1) The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.

(2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the Directors may elect more than one chairman in such manner as the Directors may determine.”

LETTER FROM THE BOARD

Subject to and forthwith upon the Change of Company Name taking effect, the amended and restated Memorandum and Articles which consolidate all of the proposed amendments to the Memorandum and Articles will be approved, adopted and become effective as the new Memorandum and Articles in substitution for and to the exclusion of the existing Memorandum and Articles of the Company, and that any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the adoption of the amended and restated Memorandum and Articles and to attend to any necessary registration and/or filing for and on behalf of the Company.

The Company's legal advisers have confirmed that the proposed amendments to the Memorandum and Articles are in compliance with the requirements of the GEM Listing Rules and the laws of the Cayman Islands. The Company also confirmed that there is nothing unusual about the proposed amendments to the Memorandum and Articles for a company listed in Hong Kong.

Shareholders are advised that the amended and restated Memorandum and Articles are available only in English and the Chinese translation of the amendments to the Memorandum and Articles provided in this circular in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

4. EGM AND PROXY ARRANGEMENT

The EGM will be held at Room 402A, 4/F, Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 31 December 2020 at 2:30 p.m. for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name and the proposed amendments to the Memorandum and Articles. The notice convening the EGM is set out on pages 10 to 12 of this circular.

A form of proxy for the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish and in such event, the instructions appointing a proxy shall be deemed to be revoked.

The voting in relation to the resolutions proposed at the EGM will be conducted by way of a poll. An announcement on the poll results of the EGM will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolutions regarding the Change of Company Name and the amendments to the Memorandum and Articles at the EGM.

5. CLOSURE OF REGISTER OF MEMBERS FOR EGM

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 28 December 2020 to Thursday, 31 December 2020, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 24 December 2020 (Hong Kong time).

6. 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 relating to the Group. 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 Board considers that the resolutions, including without limitation, regarding the proposed Change of Company Name and the proposed amendments to the Memorandum and Articles, as set out respectively in the notice of EGM, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the proposed resolutions at the EGM.

Yours faithfully,
For and on behalf of the Board
HangKan Group Limited
Chan Man Fung
Executive Director and Co-chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



(incorporated in Cayman Islands with limited liability)

(Stock code: 8331)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of the shareholders (the “**Shareholders**”) of HangKan Group Limited (the “**Company**”) will be held at Room 402A, 4/F, Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 31 December 2020 at 2:30 p.m. (the “**Extraordinary General Meeting**”) for the purposes of considering the following resolutions as special resolutions of the Company:

Capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 10 December 2020 to the Shareholders (the “**Circular**”) unless otherwise specified.

SPECIAL RESOLUTIONS

1. “**THAT**

- (a) subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed to “P.B. Group Limited” and the dual foreign name in Chinese be changed to “倍搏集團有限公司”; and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things and to execute all such documents and deeds that are of administrative nature only as he/she may in his/her absolute discretion consider necessary and desirable in order to effect such change of name of the Company.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. “THAT

- (a) subject to the proposed Change of Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the proposed amendments to the Memorandum and Articles as set out in the Circular be and are hereby approved and adopted and the amended and restated Memorandum and Articles consolidating all of the proposed amendments referred to above and in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, be approved and adopted as the Memorandum and Articles of the Company in substitution for and to the exclusion of all the existing Memorandum and Articles thereof with immediate effect; and
- (b) any one director of the Company is authorised to, on behalf of the Company, do all such acts and sign, seal, executive and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the proposed amendments to the Memorandum and Articles and the adoption of the amended and restated Memorandum and Articles, including but not limited to dealing with all the procedural requirements such as applications, approvals, registrations and filings in relation to the proposed amendments to the Memorandum and Articles and the adoption of the amended and restated Memorandum and Articles.”

By Order of the Board
HangKan Group Limited
Chan Man Fung
Executive Director and Co-chairman

Hong Kong, 10 December 2020

Notes:

- 1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the designated website of the GEM and the website of the Company in accordance with the GEM Listing Rules.
- 2. Any Shareholder entitled to attend and vote at the above meeting is entitled to appoint one proxy or more to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (excluding Sunday and public holiday) before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked if you vote in person at the Extraordinary General Meeting.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 28 December 2020 to Thursday, 31 December 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 December 2020.