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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in EGL Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**EGL Holdings Company Limited**  
**東瀛遊控股有限公司**

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

(Stock Code: 6882)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of EGL Holdings Company Limited to be held at 5/F., Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 25 May 2018 at 11:00 a.m. is set out on pages 12 to 16 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 of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish and in such event, the form of proxy will be deemed to be revoked.

24 April 2018

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 5/F., Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 25 May 2018 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 12 to 16 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associated corporation”	has the meaning ascribed to it under the SFO
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	EGL Holdings Company Limited, a company incorporated in the Cayman Islands on 24 July 2014 as an exempted company with limited liability, whose Shares are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules and for the context of this circular, shall mean Evergloss Management Group Company Limited, Likang Limited, Kwok Lai Holdings Limited and Mr. Yuen Man Ying, Mr. Huen Kwok Chuen, Mr. Leung Shing Chiu and Ms. Lee Po Fun
“Director(s) “	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	28 November 2014, being the date on which the Company was successfully listed on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the number of issued Shares as at the date of passing of the resolution granting the Proposed Repurchase Mandate
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s) “	ordinary share(s) of nominal value of HK\$0.1 each in the 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 Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**EGL Holdings Company Limited**  
**東瀛遊控股有限公司**

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

**(Stock Code: 6882)**

*Executive Directors:*

Mr. Yuen Man Ying (*Chairman*)  
Mr. Huen Kwok Chuen  
Mr. Leung Shing Chiu  
Ms. Lee Po Fun

*Registered Office:*

Clifton House, 75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108,  
Cayman Islands

*Independent Non-Executive Directors:*

Mr. Chan Kim Fai  
Mr. Tang Koon Hung Eric  
Ms. Wong Lai Ming

*Principal place of business in  
Hong Kong:*

15/F., EGL Tower, 83 Hung To Road  
Kwun Tong, Kowloon, Hong Kong

24 April 2018

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the AGM: (i) the adoption of the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 31 December 2017; (ii) the declaration of final dividend; (iii) the re-election of retiring Directors, and to authorise the Board to fix the Directors' remuneration; (iv) the re-appointment of BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration; and (v) the granting to the Directors of general mandates to issue Shares and repurchase Shares.

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## **LETTER FROM THE BOARD**

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### **ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITOR**

The 2017 annual report incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditor for the year ended 31 December 2017 will be sent to the Shareholders on 24 April 2018. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Board.

### **DECLARATION OF FINAL DIVIDEND**

The Board recommended a final dividend of HK1.0 cent per Share for the year 2017, subject to the Shareholders' approval at the AGM.

The register of members of the Company will be closed from Tuesday, 5 June 2018 to Wednesday, 6 June 2018 (both days inclusive) for ascertaining Shareholders' entitlement to the proposed final dividend. During the closure period, no transfer of Shares will be registered. In order to qualify for the proposed final dividend to be approved at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 4 June 2018.

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

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution no. 5(a) will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot and issue new Shares up to 20 per cent of the number of the issued Shares as at the date of the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 502,450,000 Shares. Subject to the passing of ordinary resolution no. 5(a) and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue a maximum of 100,490,000 Shares. In addition, subject to a separate approval of the ordinary resolution no. 5(c), the number of Shares purchased by the Company under ordinary resolution no. 5(b) will also be added to the 20 per cent general mandate as mentioned in the ordinary resolution no. 5(a). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such general mandate.

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

In addition, an ordinary resolution will be proposed at the AGM to approve the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the number of the issued Shares as at the date of the passing of the resolution in relation to such Proposed Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the Proposed Repurchase 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 AGM.

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## **LETTER FROM THE BOARD**

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

Pursuant to Article 108 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 three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any further Directors to retire shall be those who have been the longest in office since their last election or appointment but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Leung Shing Chiu, Ms. Lee Po Fun and Ms. Wong Lai Ming will retire from office at the AGM. All of the retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

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

### **RE-APPOINTMENT OF AUDITORS**

The Board (which agreed with the view of the audit committee of the Board) recommended that, subject to the approval of the Shareholders at the AGM, BDO Limited be re-appointed as the auditor of the Company for the year 2018.

### **CLOSURE OF REGISTER OF MEMBERS FOR THE AGM**

For the purposes of determining Shareholders' eligibility to attend, speak and vote at the AGM, the register of members of the Company will be closed from Monday, 21 May 2018 to Friday, 25 May 2018 (both dates inclusive). During the closure period, no transfer of Shares will be registered. To be eligible to attend, speak and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 18 May 2018.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 12 to 16 of this circular is the notice of AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (i) the adoption of the audited consolidated financial statements of the Company and the reports of the Directors and the auditor for the year ended 31 December 2017; (ii) the declaration of final dividend; (iii) the re-election of retiring Directors, and to authorise the Board to fix the Directors' remuneration; (iv) the re-appointment of BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration; and (v) the granting to the Directors of general mandates to issue Shares and repurchase Shares.

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## LETTER FROM THE BOARD

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### FORM OF PROXY

A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the AGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending the AGM or any adjournment thereof and voting in person if they so wish and in such event, the form of proxy will be deemed to be revoked.

### VOTING BY POLL

Pursuant to Rule 13.39 (4) of the 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 a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Chairman of the AGM shall therefore demand voting on all resolutions set out in the notice of AGM be taken by way of poll pursuant to Article 72 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard 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.

### RECOMMENDATION

The Directors consider that the above proposals, including but not limited to the proposed resolutions for the granting to the Directors of the general mandate to issue Shares, the Proposed Repurchase Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
On behalf of the Board  
**EGL Holdings Company Limited**  
**Yuen Man Ying**  
*Chairman and Executive Director*



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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Save as disclosed herein for and as at the Latest Practicable Date, each of the Directors (i) had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (ii) did not hold any other directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no 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.

**Mr. Leung, Shing Chiu (梁成釗)** (“**Mr. Leung**”), aged 63, has been an executive Director since 2014. Mr. Leung joined the Group in 1988. Mr. Leung is a member of the Risk Management Committee of the Board. Mr. Leung also serves as a director of EGL Tours Company Limited (“**EGL Tours**”), EGL Tours (Japan) Company Limited (“**EGL Japan**”), EGL Tours (Macau) Company Limited (“**EGL Macau**”), i-Evertravel Company Limited (“**i-Evertravel**”), EGL Management Group Company Limited (“**EGL Management**”), EGL Holdings (Nippon) Limited (“**EGL Nippon**”), EGL Holdings (Asia) Limited (“**EGL Asia**”), EGL Investment Group Company Limited (“**EGL Investment**”) and EGL Investment (China) Company Limited (“**EGL China**”). He is responsible for managing the receiving services for outbound tours in Japan, frontline sales, customer services, accounting and administration matters of the Group. Mr. Leung has over 30 years of extensive knowledge and experience in the tourism industry. Prior to joining the Group, Mr. Leung completed his secondary education at Nobel College in July 1973 and furthered his studies in Japanese at Hong Kong at Dai-ichi Japanese Language and Cultural School (第一日語暨文化學校) (formerly known as 香港第一日文專科學校) until July 1977. He completed an advanced tourism management programme (旅遊業高級管理課程) organised by the Federation of Hong Kong Chinese Travel Agents Limited (formerly known as The Federation of Hong Kong Travellers Limited) in May 1989.

Mr. Leung has entered into a service contract dated 13 November 2014 with the Company for a period of three years commencing from the Listing Date. In November 2017, Mr. Leung has entered into a renewed service contract with the Company for a further term of three years commencing from 28 November 2017 which can be terminated by either party upon giving to the other party three months’ prior written notice. Under the current service contract, Mr. Leung is entitled to a salary of approximately HK\$1,440,000 per annum and discretionary bonus(es). The amount of the discretionary bonus(es) will be determined by the Board upon recommendation from the Remuneration Committee of the Board.

As at the Latest Practicable Date, Mr. Leung is interested in 3,300 shares of Evergloss Management Group Company Limited (“**Evergloss**”), an associated corporation of the Company, representing approximately 9.95% interest in Evergloss. The 3,300 shares were held by Mr. Leung in a beneficial owner capacity. As at the Latest Practicable Date, Evergloss held and controlled 375,000,000 Shares, representing approximately 74.63% of the entire issued share capital of the Company. Save as disclosed above, Mr. Leung was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Ms. Lee, Po Fun (李寶芬) (“Mrs. Yuen”)**, aged 59, has been an executive Director since 2014. Mrs. Yuen is a member of the Remuneration Committee and the Nomination Committee of the Board. Mrs. Yuen joined the Group in 1987. Mrs. Yuen also serves as a director of EGL Tours, EGL Japan, EGL Macau, i-Evertravel, EGL Management, EGL Nippon, EGL Asia, EGL Investment and EGL China. She is responsible for overseeing the information technology department, human resources development, outbound tour services and the overall operations of the Group. Mrs. Yuen has over 30 years of extensive knowledge and experience in the tourism industry. Mrs. Yuen completed her secondary education at Kau Yan College in 1978 and received a diploma in Japanese (Basic 1) from the department of extramural studies of the Chinese University of Hong Kong in July 1990. Mrs. Yuen is the spouse of Mr. Yuen Man Ying, the Chairman and an executive Director.

Mrs. Yuen entered into a service contract dated 13 November 2014 with the Company for a period of three years commencing from the Listing Date. In November 2017, Mrs. Yuen has entered into a renewed service contract with the Company for a further term of three years commencing from 28 November 2017 which can be terminated by either party upon giving to the other party three months’ prior written notice. Under the current service contract, Mrs. Yuen is entitled to a salary of approximately HK\$1,440,000 per annum and discretionary bonus(es). The amount of the discretionary bonus(es) will be determined by the Board upon recommendation from the Remuneration Committee of the Board.

As at the Latest Practicable Date, Mrs. Yuen is interested in 9,150 shares of Evergloss, an associated corporation of the Company, representing approximately 27.60% interest in Evergloss. Out of the 9,150 shares in Evergloss, 8,850 shares were held by Likang Limited, a wholly-owned subsidiary of Fiducia Suisse S.A. which is the trustee of The Yuen Family 2014 Trust. Mrs. Yuen is one of the beneficiaries of the trust. The remaining 300 shares in Evergloss were held by Mrs. Yuen as beneficial owner. As at the Latest Practicable Date, Evergloss held and controlled 375,000,000 Shares, representing approximately 74.63% of the entire issued share capital of the Company. Save as disclosed above, Mrs. Yuen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Ms. Wong, Lai Ming (黃麗明) (“Ms. Wong”)**, aged 59, has been an Independent Non-executive Director of the Company since 2014. She is responsible for overseeing the management of the Group independently. She is a member of the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee of the Company. Ms. Wong has over 20 years of experience in the legal industry. She is currently Of Counsel of King & Wood Mallesons, Beijing office. Ms. Wong is practising lawyer in China and is a non-practising solicitor in Hong Kong.

Ms. Wong entered into a letter of appointment dated 13 November 2014 with the Company for a period of three years commencing from the Listing Date. In November 2017, Ms. Wong has entered into a renewed letter of appointment with the Company for a further term of three years commencing from 28 November 2017 which can be terminated by either party upon giving to the other party not less than three months’ prior written notice. Ms. Wong is entitled to a director’s fee of HK\$168,000 per annum.

As at the Latest Practicable Date, Ms. Wong was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.*

### **SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 502,450,000 Shares in issue. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 50,245,000 Shares, which represent 10 per cent of the number of Shares in issue as at the date of passing the relevant resolutions, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the Articles of Association or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

### **SOURCE OF FUNDS**

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles of Association and the Cayman Companies Law. A listed company may not repurchase its own securities 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. Under the Cayman Islands laws, any repurchases by the Company may be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Law, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the provisions of the Cayman Companies Law, out of capital.

### **REASONS FOR REPURCHASES**

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

On the basis of the current financial position of the Group as disclosed in the audited consolidated financial statements of the Company as at 31 December 2017, being the date to which the latest published audited consolidated financial statements of the Company were made up, the Directors consider that, if the

Proposed Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2017. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

## **GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries.

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

If, as a result of a share buy-back, 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 purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of such Shareholders' interest, could obtain or consolidate control of the Company and may become obliged under Rule 26 of the Takeovers Code to make a mandatory offer unless a whitewash waiver is obtained. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Proposed Repurchase Mandate.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO, Evergloss, held and controlled 375,000,000 Shares, representing approximately 74.63% of the entire issued share capital of the Company. If the Proposed Repurchase Mandate is exercised in full and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the controlling interests of Evergloss in the Company will increase to approximately 82.93%. In the opinion of the Directors, such an increase would contravene the requirement under Rule 8.08 of the Listing Rules that at least 25% of the Shares must be held by the public. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Proposed Repurchase Mandate to such an extent as would result in the level of shareholdings in the Company held by public Shareholders falling below 25%. The Company will comply with the public float requirement under the Listing Rules.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Proposed Repurchase Mandate is exercised.

## **SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the last six months immediately preceding the Latest Practicable Date.

## SHARE PRICES

During each of the previous 12 months prior to the printing of this circular, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

<b>Month</b>	<b>Highest traded prices HK\$</b>	<b>Lowest traded prices HK\$</b>
<b>2017</b>		
April	1.43	1.36
May	1.40	1.34
June	1.38	1.31
July	1.58	1.32
August	1.45	1.36
September	1.40	1.33
October	1.38	1.29
November	1.37	1.29
December	1.39	1.31
<b>2018</b>		
January	1.39	1.33
February	1.42	1.26
March	1.32	1.10
April ( <i>up to the Latest Practicable Date</i> )	1.12	1.05

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## NOTICE OF ANNUAL GENERAL MEETING

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### **EGL Holdings Company Limited** **東瀛遊控股有限公司**

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

**(Stock Code: 6882)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (“AGM”) of EGL Holdings Company Limited (“Company”) will be held at 5/F., Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 25 May 2018 at 11:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2017.
2. To consider and declare a final dividend of HK1.0 cent per share of the Company for the year ended 31 December 2017.
3. (a) To re-elect the following persons as directors of the Company:
  - (i) To re-elect Mr. Leung Shing Chiu, as an executive director of the Company.
  - (ii) To re-elect Ms. Lee Po Fun, as an executive director of the Company.
  - (iii) To re-elect Ms. Wong Lai Ming, as an independent non-executive director of the Company.
- (b) To authorise the board of directors of the Company (“Board”) to fix the remuneration of the directors of the Company.
4. To re-appoint BDO Limited as the auditor of the Company and authorise the Board to fix their remuneration.
5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
  - (a) “**THAT:**
    - (i) subject to paragraph (iii) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in

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## NOTICE OF ANNUAL GENERAL MEETING

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the capital of the Company 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, options and other rights (including bonds, warrants and debentures convertible into shares of the Company) 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 and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and other rights which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to paragraphs (i) and (ii) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other 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 of shares or rights to acquire shares of the Company; or (3) any 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 articles of association of the Company in force from time to time; or (4) any issue of shares in the Company 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 of the Company, shall not exceed the aggregate of (aa) 20 per cent of the number of issued shares of the Company as at the date of passing this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company under the authority granted to the Directors as referred to in resolution numbered 5(b) below, and the said approval shall be limited accordingly;
- (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 expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) **“Rights Issue”** means an offer of shares in the capital of the Company, or offer or 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 in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (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, 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). ”
- (b) **“THAT:**
- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (ii) the approval in paragraph (i) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its shares at a price determined by the Directors;
  - (iii) the aggregate number of shares of the Company which are authorised to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly;



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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) for the purpose of this resolution:

“**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 expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
  - (3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
- (c) “**THAT** conditional upon the resolutions numbered 5(a) and 5(b) set out above being passed, the general mandate granted to the Directors pursuant to the ordinary resolution numbered 5(a) above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with such general mandate an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(b) above, provided that such amount shall not exceed 10 per cent of the aggregate number of shares of the Company in issue at the date of passing of the said resolutions.”

On behalf of the Board  
**EGL Holdings Company Limited**  
**Yuen Man Ying**  
*Chairman and Executive Director*

Hong Kong, 24 April 2018

*Registered office:*  
Clifton House, 75 Fort Street, PO Box 1350  
Grand Cayman KY1-1108, Cayman Islands

*Principal place of business in Hong Kong:*  
15/F., EGL Tower, 83 Hung To Road  
Kwun Tong, Kowloon, Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she/it is the holder of two or more shares, more proxies to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he/she (or in the case of a corporations, its duly authorised representative) is subsequently able to be present.
- (iii) A form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorised to sign the same.
- (iv) In the case of joint holders of any shares, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the meeting, either personally or by proxy, the joint holder whose name stands first in the register of members of the Company will alone be entitled to vote in respect of such shares.
- (v) On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he/she/it is the holder. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so required or demanded.
- (vi) For the purposes of determining shareholders' eligibility to attend, speak and vote at the AGM, the register of members of the Company will be closed from Monday, 21 May 2018 to Friday, 25 May 2018 (both dates inclusive). During the closure periods, no transfer of shares will be registered. To be eligible to attend, speak and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 18 May 2018.
- (vii) In respect of the ordinary resolution numbered 5 (a) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 5(b) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. The Explanatory Statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 24 April 2018.
- (ix) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the Company's website ([www.egltours.com/travel/pages/investor\\_relations/#eng](http://www.egltours.com/travel/pages/investor_relations/#eng)) and HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting.
- (x) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board comprises four Executive Directors, namely Mr. Yuen Man Ying (Chairman), Mr. Huen Kwok Chuen, Mr. Leung Shing Chiu and Ms. Lee Po Fun, and three Independent Non-executive Directors, namely Mr. Chan Kim Fai, Mr. Tang Koon Hung Eric, and Ms. Wong Lai Ming.*