

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 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 **Tree Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Tree Holdings Limited
齊家控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8395)

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

A notice convening the annual general meeting (the “AGM”) of Tree Holdings Limited (the “Company”) to be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Friday, 3 August 2018 at 9:00 a.m. is set out on pages 19 to 23 of this circular.

A form of proxy is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, 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 AGM or any adjournment 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 should you so wish.

This circular will remain on “The Latest Company Announcement” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the website of the Company at www.treeholdings.com.

29 June 2018

CHARACTERISTICS OF GEM OF STOCK EXCHANGE

GEM of the Stock Exchange 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Friday, 3 August 2018 at 9:00 a.m. and the notice of which is set out on pages 19 to 23 of this circular
“Articles”	the articles of association of the Company adopted on 5 January 2018, and as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Companies Law” or the “Cayman Companies Law”	Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Tree Holdings Limited (Stock Code: 8395), an exempted company incorporated in the Cayman Islands with limited liability on 9 March 2016, the issued Shares of which are listed on GEM of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and, in the context of our Company, means each of Tiptop and Mr. Tong
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with the Shares for an aggregate number not exceeding 20% of the total number of the issued Shares as at the date of passing of the relevant resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	22 June 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	25 January 2018, being the date on which dealings of the Shares on GEM of the Stock Exchange first commenced
“Memorandum”	the memorandum of association of the Company adopted on 5 January 2018, and as amended, supplemented or otherwise modified from time to time
“Mr. Tong”	Mr. Tong Tang Joseph (唐登), our chairman, one of our non-executive Directors and Controlling Shareholders
“Mr. Tsui”	Mr. Tsui Wing Tak (徐穎德), one of our executive Directors and compliance officer
“Ms. Babington”	Ms. Mary Kathleen Babington, alias Mary Kathleen Kate Babington, one of our executive Directors, chief executive officer and Managing Director
“Ms. Haslock”	Ms. Nicole Lucy Haslock, one of our non-executive Directors
“Register”	the register of members of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares for a total number not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant resolution granting such mandate
“Rothley”	Rothley Investment Limited, a company incorporated in BVI with limited liability on 12 April 2016 and wholly-owned by Ms. Babington and is a connected person
“Savvy”	Savvy Consulting Limited, formerly known as Homeport International Limited, a company incorporated in BVI with limited liability on 4 January 2006 and wholly-owned by Ms. Haslock and is a connected person
“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)”	the ordinary share(s) of the Company with nominal value of HK\$0.01 each

DEFINITIONS

“Share Registrar”	Tricor Investor Services Limited, being the Hong Kong branch share registrar of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as issued by the Securities and Futures Commission of Hong Kong and as amended, supplemented or otherwise modified from time to time
“TipTop”	TIPTOP HONOUR LIMITED (譽頂有限公司), a company incorporated in the Independent State of Samoa with limited liability on 1 January 2015 and one of our Controlling Shareholders. Tiptop is wholly-owned by Mr. Tong and is a connected person.
“%”	per cent

LETTER FROM THE BOARD



Tree Holdings Limited
齊家控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8395)

Executive Directors:

Mr. Tsui Wing Tak
Ms. Mary Kathleen Babington

Non-executive Directors:

Mr. Tong Tang Joseph (*Chairman*)
Ms. Nicole Lucy Haslock

Independent non-executive Directors:

Mr. Yeung Man Chung Charles
Mr. Tsang Wai Yin
Mr. Sit Hoi Wah Kenneth

Registered Office:

P.O. Box 1350
Clifton House, 75 Fort Street
Grand Cayman, KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

28/F, Horizon Plaza
2 Lee Wing Street
Ap Lei Chau
Hong Kong

29 June 2018

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with notice of the AGM and the relevant information regarding the resolutions to be proposed at the AGM relating to:

- (a) the granting of the Issue Mandate to the Directors;
- (b) the granting of the Repurchase Mandate to the Directors;

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- (c) the granting of the extension mandate to extend the Issue Mandate by the addition of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate; and
- (d) the re-election of the Directors.

2. THE ISSUE MANDATE

The Directors have been granted a general and unconditional mandate to allot, issue and deal with the Shares pursuant to the written resolutions of the sole Shareholder passed on 5 January 2018. As at the Latest Practicable Date, such general mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to allot, issue and deal with the Shares for an aggregate number not exceeding 20% of the number of the issued Shares as at the date of the passing of the relevant resolution.

Details of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 4 of the notice of the AGM.

The Issue Mandate will remain in effect until whichever is the earliest 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 or any applicable laws to be held; or (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking or varying such mandate.

As at the Latest Practicable Date, the Company has in issue an aggregate of 1,584,000,000 Shares. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, the Company would be allowed to allot, issue and deal with a maximum of 316,800,000 Shares.

3. THE REPURCHASE MANDATE

The Directors have been granted a general and unconditional mandate to exercise all powers of the Company to repurchase Shares pursuant to the written resolutions of the sole Shareholder passed on 5 January 2018. As at the Latest Practicable Date, such repurchase mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares for a total number not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant resolution.

An explanatory statement giving the particulars required under the GEM Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

Details of the Repurchase Mandate are set out in the ordinary resolution as referred to in resolution no. 5 of the notice of the AGM.

The Repurchase Mandate will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (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 to be held; or (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking or varying such mandate.

As at the Latest Practicable Date, the Company has in issue an aggregate of 1,584,000,000 Shares. Subject to the passing of the proposed resolutions for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, the Company would be allowed to repurchase a maximum of 158,400,000 Shares.

4. EXTENSION OF ISSUE MANDATE

In addition, if the Issue Mandate and the Repurchase Mandate are granted, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 6 of the notice of the AGM.

5. RE-ELECTION OF DIRECTORS

Pursuant to article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to article 108(b) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 112 shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

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Pursuant to article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with the above provisions of the Articles, each of Ms. Mary Kathleen Babington, Mr. Tsui Wing Tak, Mr. Tong Tang Joseph, Ms. Nicole Lucy Haslock, Mr. Yeung Man Chung Charles, Mr. Tsang Wai Yin and Mr. Sit Hoi Wah Kenneth will retire from office and, being eligible, offer themselves for re-election at the AGM.

Biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

6. RE-APPOINTMENT OF THE AUDITOR

Grant Thornton Hong Kong Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

7. CLOSURE OF REGISTER

The Register will be closed from Tuesday, 31 July 2018 to Friday, 3 August 2018 (both dates inclusive), during which period no transfer of the Shares can be registered. In order to be entitled to attend and vote at the AGM, all completed transfer forms accompanied by the relevant share certificates shall be lodged with the Share Registrar for registration no later than 4:30 p.m. on Monday, 30 July 2018.

8. AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Friday, 3 August 2018 at 9:00 a.m. is set out on pages 19 to 23 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Share Registrar at Level 22, 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 AGM or any adjourned meeting. 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 should you so wish.

9. VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the 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

LETTER FROM THE BOARD

by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the AGM.

10. 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.

11. RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the notice of the AGM, including, among other things, the proposed resolutions in relation to the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

12. GENERAL INFORMATION

Your attention is also drawn to the information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Tree Holdings Limited
Tong Tang Joseph
Chairman

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant 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. SHARE CAPITAL

As at the Latest Practicable Date, a total of 1,584,000,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 158,400,000 Shares representing not more than 10% of the number of the issued Share of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of the Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. SOURCE OF FUNDS FOR REPURCHASE

The Company is empowered by the Articles to repurchase its Shares. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the GEM Listing Rules, the Memorandum, the Articles, the Companies Law and all other applicable laws, rules and regulations, as the case may be.

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

Subject to the foregoing, any repurchase of the Shares by the Company may be made out of profits of the Company, out of share premium, or out of the proceeds of a fresh issue of the Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital. Any amount of premium payable on the repurchase over the par value of the Shares to be repurchased must be out of profits of the Company, out of the Company's share premium account before or at the time the Shares are repurchased, or subject to the Companies Law, out of capital.

As compared with the position disclosed in the audited consolidated financial statements of the Group as at 31 March 2018, the Directors consider that there could be a material adverse impact on the working capital and on the gearing level of the Company in the event that the proposed repurchases under the Repurchase Mandate were to be carried out in full during the proposed purchases period. 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 its gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. DIRECTORS' UNDERTAKING

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

5. INTENTION TO SELL SHARES

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 GEM Listing Rules) has any present intention, in the event that the proposed resolution for the Repurchase Mandate is approved by the Shareholders, to sell any of their Shares to the Company pursuant to the Repurchase Mandate.

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 their Shares to the Company or has undertaken not to sell any of their Shares to the Company, in the event that the Company is authorised to make repurchases of the Shares.

6. CONSEQUENCES UNDER THE TAKEOVERS CODE

If, as a result of a repurchase of the Shares by the Company 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 group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any such consequence which may arise under the Takeovers Code if the Repurchase Mandate is exercised.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Tiptop held 1,104,840,000 Shares representing 69.8% of the issued share capital of the Company. Tiptop is legally and beneficially owned as to 100% by Mr. Tong. By virtue of the SFO, Mr. Tong is deemed, or taken to be, interested in the Shares held by Tiptop in the Company. Shum Yuet Wah Anna ("Ms. Shum") is the spouse of Mr. Tong. Under the SFO, Ms. Shum is deemed, or taken to be, interested in the same number of the Shares in which Mr. Tong is interested.

If the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate, if approved by the Shareholders, is exercised in full), the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 158,400,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date). The shareholding percentage of the controlling shareholders will be increased to approximately 77.5% of the issued share capital of the Company immediately following the full exercise of the Repurchase Mandate. Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the public float under the GEM Listing Rules. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

7. SHARE PRICES

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

	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
January (starting from 25 January 2018)	0.186	0.142
February	0.159	0.128
March	0.138	0.105
April	0.112	0.089
May	0.105	0.090
June (up to the Latest Practicable Date)	0.097	0.087

8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Ms. Mary Kathleen BABINGTON, alias Mary Kathleen Kate BABINGTON, aged 47, is our Chief Executive Officer, Executive Director, Managing Director and a member of our Nomination Committee. She was appointed as our Director on 9 March 2016, and designated as our Chief Executive Officer and Executive Director on 6 September 2016. She joined our Group in February 2010 as our Managing Director. She is also a Director of Tree Limited. Ms. Babington is responsible for the strategy of our Group and implementation on an operational level, across all functions including but not limited to internal management, human resources, marketing, merchandising, sales and delivery.

Ms. Babington has more than 23 years of experience in the retail industry. From May 1993 to January 2010, Ms. Babington worked in The Body Shop International PLC.

In February 1993, Ms. Babington graduated from the University of Central Lancashire in the United Kingdom with a degree of Bachelor of Arts (Honours) in Business and Finance. In November 1996, she obtained a Certificate in Applied Professional Studies from the University of Brighton in the United Kingdom. She obtained a degree of Master of Arts in marketing from the Kingston University in the United Kingdom in October 1998. In November 2003, Ms. Babington completed the social systems auditor/lead auditor training course provided by SGS Hong Kong Limited.

Ms. Babington became an Associate (corporate) of the Chartered Institute of Marketing in the United Kingdom in December 1996. She was also admitted as a member of the Chartered Institute of Marketing in the United Kingdom in November 1998.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Rothley held 59,400,000 Shares representing 3.7% of the issued share capital of the Company. Rothley is legally and beneficially owned as to 100% by Ms. Babington. By virtue of the SFO, Ms. Babington is deemed, or taken to be, interested in the Shares held by Rothley in the Company.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Ms. Babington (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; and (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Ms. Babington that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters concerning Ms. Babington that needs to be brought to the attention of the Shareholders.

Mr. Tsui Wing Tak (徐穎德), aged 36, is our Executive Director, a member of our Remuneration Committee and our Compliance Officer. He was appointed as our Director on 9 March 2016 and designated as our Executive Director on 6 September 2016. He joined our Group in June 2015 as a Director of Tree Limited. Mr. Tsui is responsible for managing the financial matters of our Group.

Mr. Tsui has more than 11 years of experience in the accounting and corporate field. Mr. Tsui has been the Chief Executive Officer of AE Majoris Advisory Company Limited, which is principally engaged in the provision of corporate advisory services, since January 2012. He was the Company Secretary of Noble House (China) Holdings Limited (now known as Northern New Energy Holdings Limited) (stock code: 8246), a company listed on GEM, from July 2013 to August 2014. From August 2004 to January 2012, Mr. Tsui worked in an international accounting firm in Hong Kong with his last position as a Manager in auditing. Mr. Tsui was a Non-Executive Director of CCT Land Holdings Limited (stock code: 261), a company listed on the Main Board of the Stock Exchange, from January 2017 to April 2018. Mr. Tsui has been the Company Secretary of Ching Lee Holdings Limited (stock code: 3728), a company listed on the Main Board of the Stock Exchange, since 14 August 2017.

Mr. Tsui graduated from the Hong Kong University of Science and Technology with a degree of Bachelor of Business Administration (Honours) in Accounting in November 2004. He was admitted as a Certified Public Accountant and a Certified Public Accountant (practising) of the Hong Kong Institute of Certified Public Accountants in January 2009 and January 2012, respectively.

In November 2016, the embassy of the Republic of the Uganda in Beijing appointed Mr. Tsui as Honorary Trade, Tourism and Investment Consultant/Adviser on China (Hong Kong and Macau SAR).

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Tsui (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Tsui that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters concerning Mr. Tsui that needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

Mr. TONG Tang Joseph (唐登), aged 58, is our Chairman, our Non-Executive Director and the Chairman of our Nomination Committee. He was appointed as our Director on 22 April 2016 and designated as our Chairman and Non-Executive Director on 6 September 2016. He is also a Director of Tree Limited. He is responsible for supporting our Group on a strategic level.

Mr. Tong has more than 30 years of experience in the financial industry. Mr. Tong was an Executive Director of Sun Hung Kai & Co. Limited (stock code: 86), a company listed on the Main Board of the Stock Exchange, from December 2003 to January 2016. He also held various senior positions at Sun Hung Kai & Co. Limited from December 2004 to January 2016 such as the Chief Executive Officer of its wealth management, brokerage and capital markets and the Chief Executive Officer of its capital markets and institutional brokerage. Mr. Tong was also a Director of Bali International Finance Limited (now known as Sun Hung Kai Structured Finance Limited) from March 2004 to January 2016. From July 2013 to July 2016, he was an Independent Non-Executive Director of Carry Wealth Holdings Limited (stock code: 643), a company listed on the Main Board of the Stock Exchange.

Mr. Tong was a Non-Executive Director and the Chairman of the Nomination Committee of Mason Group Holdings Limited (stock code: 273), a company listed on the Main Board of the Stock Exchange, from April 2016 to January 2018. He was Chairman of the Board of Directors of Mason Group Holdings Limited from April 2016 to September 2016, and Joint Chairman from September 2016 to January 2018. He was also a substantial shareholder of Mason Group Holdings Limited since May 2016 to December 2017. Mr. Tong is also an Independent Director of Jih Sun Financial Holdings Company Limited (stock code: 5820), the shares of which are listed on the Taipei Exchange in Taiwan.

Mr. Tong obtained a degree of Bachelor of Social Sciences (Honours) from the University of Hong Kong in November 1982 and a degree of Master of Business Administration from the Chinese University of Hong Kong in October 1988. He was admitted as a member of the Association of Chartered Certified Accountants in November 2000 and advanced to fellowship status in November 2005.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Tiptop held 1,104,840,000 Shares representing 69.8% of the issued share capital of the Company. Tiptop is legally and beneficially owned as to 100% by Mr. Tong. By virtue of the SFO, Mr. Tong is deemed, or taken to be, interested in the Shares held by Tiptop in the Company. Ms. Shum is the spouse of Mr. Tong. Under the SFO, Ms. Shum is deemed, or taken to be, interested in the same number of the Shares in which Mr. Tong is interested.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Tong (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Tong that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters concerning Mr. Tong that needs to be brought to the attention of the Shareholders.

Ms. Nicole Lucy HASLOCK, aged 46, is our Founder and our Non-Executive Director. She was appointed as our Director on 9 March 2016, and designated as our Non-Executive Director on 6 September 2016. She is also a Director of Tree Limited. She is responsible for supporting our Group on a strategic level with a focus on consultancy, styling and retail sales.

Ms. Haslock has more than 10 years of experience in the retail industry. She was principally responsible for the management of our Group until Ms. Babington joined our Group in February 2010. Since then, she has continued to support our Group on a strategic level with a particular focus on consultancy, styling and retail sales. Since October 2013, Ms. Haslock has been the sole shareholder of American Tree, Ltd, which is the licensee under the North America Licence Agreement and the purchaser under the Master Sale Agreement, and was incorporated in the State of Washington, the U.S. with a plan to principally engage in the business of retailing of furniture and home accessories in the U.S. and Canada. Ms. Haslock has also entered into Ms. Haslock's Deed of Non-Competition.

Before founding our Group, Ms. Haslock worked in Allen & Overy (Hong Kong) Limited from September 2003 to February 2005 with her last position as an associate. From September 1995 to August 2003, Ms. Haslock worked in CMS Cameron Mckenna Services in the United Kingdom with her last position being a solicitor.

In June 1993, Ms. Haslock obtained a degree of Bachelor of Laws (Honours) from the University of Bristol in the United Kingdom. In July 1994, she completed the legal practice course at the College of Law (now known as the University of Law) in the United Kingdom. Ms. Haslock was admitted as a solicitor in Hong Kong in May 2001.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Savvy held 23,760,000 Shares representing 1.5% of the issued share capital of the Company. Savvy is legally and beneficially owned as to 100% by Ms. Haslock. By virtue of the SFO, Ms. Haslock is deemed, or taken to be, interested in the Shares held by Savvy in the Company. Mr. Wakley is the spouse of Ms. Haslock. Under the SFO, Mr. Wakley is deemed, or taken to be, Interested in the same number of the Shares in which Ms. Haslock is interested.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Ms. Haslock (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Ms. Haslock that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters concerning Ms. Haslock that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. YEUNG Man Chung Charles (楊文忠), aged 50, was appointed as our Independent Non-Executive Director on 25 January 2018. He is also the Chairman of our Audit Committee and a member of our Remuneration Committee and Nomination Committee. He is responsible for giving independent advice to our Board.

Mr. Yeung has over 20 years of experience in accounting, auditing and financial management. Mr. Yeung has been the Chief Financial Officer and an Executive Director of GCL-Poly Energy Holdings Limited (“GCL-Poly”) (stock code: 3800), a company listed on the Main Board of the Stock Exchange since May and September 2014, respectively, responsible for its financial management and control. He has also been the Company Secretary of GCL-Poly since March 2017. Since September 2015, Mr. Yeung has also been a Non-Executive Director of GCL New Energy Holdings Limited (stock code: 451), a company listed on the Main Board of the Stock Exchange. He is also a Director of Millennial Lithium Corp., a company with its shares listed on the TSX Venture Exchange in Canada.

From May 1994 to March 2014, Mr. Yeung worked at Deloitte China with his last position being a Partner. From January 2008 to December 2008, Mr. Yeung was a part-time member of the Central Policy Unit of the Government of Hong Kong.

Mr. Yeung obtained a degree of Bachelor of Business with a major in Accounting from Edith Cowan University in Australia in February 1992. He was admitted as an associate and a certified practising accountant of the Australian Society of Certified Practising Accountants in February 1992 and January 1996, respectively. He was also admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in June 1996.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Yeung (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Yeung that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters concerning Mr. Yeung that needs to be brought to the attention of the Shareholders.

Mr. TSANG Wai Yin (曾偉賢), aged 57, was appointed as our Independent Non-Executive Director on 25 January 2018. He is also a member of our Audit Committee and Nomination Committee. He is responsible for giving independent advice to our Board.

Mr. Tsang has extensive expertise in commercial building and interior architecture and has over 17 years of experience as a leader of design team in a broad variety of projects. Mr. Tsang has been a Director of AGC Design Limited since November 1999.

Mr. Tsang graduated from the University of Hong Kong with a degree of Bachelor of Arts (Honours) in Architectural Studies in November 1982 and a degree of Bachelor of Architecture in November 1985. He also obtained a degree of Master of Business and Administration from the University of Toronto in Canada in June 1992.

Mr. Tsang was admitted as a member of the Hong Kong Institute of Architects and elected into membership of the Royal Institute of British Architects in December 1986 and July 1987, respectively. He was also admitted as a professional member of the Interior Design Association (Hong Kong) in 2001 and was a founding member of the World Association of Chinese Architects in April 2004. Mr. Tsang was accredited a PRC Class 1 Registered Architect of the National Administration Board of Architect Registration (Qualification) in August 2004, and admitted as an APEC Architect by the Central Council of the Asia Pacific Economic Cooperation in December 2015. He currently holds the Certificate of Registration of Authorised Person (list of architects) issued by the Building Authority in Hong Kong and is a registered architect in Hong Kong.

Mr. Tsang is appointed by the Government of Hong Kong as a member of the Architects Registration Board for the period from May 2016 to May 2020. He was also appointed by the Government of Hong Kong as a member of the Contractors Registration Committee Panel from January 2004 to December 2008. He was a member of the Authorised Persons Registration Committee and the Authorised Persons Registration Committee Panel of the Buildings Department from January 2006 to December 2011, and an alternate member of the Advisory Committee of Barrier Free Access of the Buildings Department from July 2007 to July 2009.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Tsang (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Tsang that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters concerning Mr. Tsang that needs to be brought to the attention of the Shareholders.

Mr. SIT Hoi Wah Kenneth (薛海華), aged 59, was appointed as our Independent Non-Executive Director on 25 January 2018. He is also the Chairman of our Remuneration Committee and a member of our Audit Committee and Nomination Committee. He is responsible for giving independent advice to our Board.

Mr. Sit has over 30 years of experience in the legal profession. He is a practicing solicitor and Notary Public in Hong Kong. Mr. Sit was the sole-proprietor of Kenneth Sit, Solicitors from October 2004 to October 2012, and has been the Managing Partner since October 2012. Mr. Sit has been an Independent Non-Executive Director of Pokfulam Development Company Limited (stock code: 225), a company listed on the Main Board of the Stock Exchange, since

October 2005 and Zijin Mining Group Company Limited (stock code: 2899 and 601899), a company dually listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange, since October 2013.

Mr. Sit graduated from the University of Hong Kong with a Bachelor of Laws (Honours) in 1980 and was awarded the Postgraduate Certificate in Laws by the University of Hong Kong in July 1981. He was admitted as a solicitor in Hong Kong in March 1983.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Sit (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Sit that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters concerning Mr. Sit that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Tree Holdings Limited **齊家控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8395)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Tree Holdings Limited (the “Company”) will be held at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong on Friday, 3 August 2018 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 March 2018.
2. (a) (i) To re-elect Ms. Mary Kathleen Babington as an executive director of the Company.
(ii) To re-elect Mr. Tsui Wing Tak as an executive director of the Company.
(iii) To re-elect Mr. Tong Tang Joseph as a non-executive director of the Company.
(iv) To re-elect Ms. Nicole Lucy Haslock as a non-executive director of the Company.
(v) To re-elect Mr. Yeung Man Chung Charles as an independent non-executive director of the Company.
(vi) To re-elect Mr. Tsang Wai Yin as an independent non-executive director of the Company.
(vii) To re-elect Mr. Sit Hoi Wah Kenneth as an independent non-executive director of the Company

NOTICE OF ANNUAL GENERAL MEETING

- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Grant Thornton Hong Kong Limited as the independent auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. **“THAT:**
- (a) a general and unconditional mandate be and is hereby given to the Directors of the Company to allot, issue and deal with shares of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities (including the power to make or grant any offers, agreements or options which would or might require securities to be issued, allotted or disposed) subject to a restriction that the aggregate number of securities allotted or agreed to be allotted, otherwise than pursuant to:
1. a Rights Issue (as defined below);
 2. any scrip dividend schemes or similar arrangements providing for the allotment and issue 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;
 3. the exercise of options granted under any share option scheme or other similar arrangement adopted by the Company for the grant or issue to the employees, officers, directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company;
 4. the exercise of any right of subscription or conversion under the terms of any bonds, warrants or debentures which may be issued by the Company or any securities which are convertible into shares of the Company; or
 5. a specific authority granted by the shareholders of the Company in general meeting,
- shall not exceed 20% of the number of the issued shares of the Company as at the date of the passing of this resolution;
- (b) the aforesaid mandate shall remain in effect until (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 to be held by the Articles of Association of the Company or any applicable laws of the Cayman Islands; or (iii) the date on which the authority set out in this resolution is revoked, varied, or renewed by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Right Issue” means an offer of shares of the Company or offer or issue of options, warrants or other similar instruments giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

5. **“THAT:**

- (a) a general and unconditional mandate be and is hereby given to the directors of the Company authorising them to exercise all powers of the Company to purchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and regulations of the Rules Governing the Listing of the Securities on the Growth Enterprise Market of the Stock Exchange or of any other stock exchange as amended from time to time, shares of the Company for a total number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution; and
- (b) the aforesaid mandate shall remain in effect until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association of the Company or any applicable laws of the Cayman Islands; or (iii) the date on which the authority set out in this resolution is revoked, varied, or renewed by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT:**

conditional upon the ordinary resolutions no. 4 and no. 5 as set out in the notice convening the AGM being duly passed (with or without amendments), the general and unconditional mandate granted to the directors of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in the said resolution no. 4 be and is hereby extended by the addition to the number of shares of the Company which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the directors of the Company pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company pursuant to the general mandate referred to in the said resolution no. 5 (up to a maximum number equivalent to 10% of the number of the issued shares of the Company as at the date of the passing of the said resolution no. 5).”

By order of the Board
Tree Holdings Limited
Tong Tang Joseph
Chairman

Hong Kong, 29 June 2018

Notes:

- (a) A member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
- (b) A form of proxy for the AGM is enclosed. 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 such power or authority, shall be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.
- (c) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (d) To ascertain the members’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 31 July 2018 to Friday, 3 August 2018, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the meeting, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 30 July 2018.
- (e) An explanatory statement containing further details regarding resolution numbered 5 above is set out in Appendix I to this circular.
- (f) Details of the directors proposed to be re-elected as directors of the Company are set out in Appendix II to this circular.

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- (g) Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
- (h) If typhoon signal number 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.treeholdings.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Ms. Mary Kathleen Babington and Mr. Tsui Wing Tak, the non-executive Directors are Mr. Tong Tang Joseph and Ms. Nicole Lucy Haslock, and the independent non-executive Directors are Mr. Yeung Man Chung Charles, Mr. Tsang Wai Yin and Mr. Sit Hoi Wah Kenneth.