
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 you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in Kwong Luen Engineering Holdings Limited, you should at once hand or forward this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Kwong Luen Engineering Holdings Limited

廣聯工程控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1413)

**(1) PROPOSED CHANGE OF COMPANY NAME
AND
(2) NOTICE OF THE EGM**

Terms in this cover page shall have the same meanings as defined in this circular.

The notice convening the EGM of the Company to be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 27 September 2024 at 3:15 p.m. or immediately after the conclusion of the annual general meeting of the Company which will be held on the same day at 2:30 p.m. (and at any adjournment thereof) is set out on pages 7 to 9 of this circular.

If you do not intend or are unable to attend the EGM in person and wish to appoint a proxy/proxies to attend and vote on your behalf, you are advised to read the notice and to complete the accompanying proxy form for use at the EGM in accordance with the instructions as indicated on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

2 September 2024

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	board of Directors
“Company”	Kwong Luen Engineering Holdings Limited, an exempted company incorporated in the Cayman Islands whose issued Shares are listed on the Main Board of the Stock Exchange (stock code: 1413)
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Shareholders scheduled to be held for the purpose of considering, and if thought fit, approving, among other things, the Proposed Change of Company Name
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 August 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of name of the Company as described in the Letter from the Board in this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

The English text of this circular, the notice of the EGM and the accompany form of proxy shall prevail over their respective Chinese text in case of inconsistency.

LETTER FROM THE BOARD

Kwong Luen Engineering Holdings Limited **廣聯工程控股有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1413)

Executive Directors:

Mr. Lin Rida (*Chairman*)

Mr. Yip Kwong Cheung

Ms. Luo Tingting

Ms. Huang Jiayi

Registered office:

71 Fort Street

PO Box 500

George Town

Grand Cayman KY1-1106

Cayman Islands

Independent non-executive Directors:

Ms. Lai Pik Chi Peggy

Mr. Wong Kwok On

Mr. Tang Man Joe

Headquarters and principal place

of business in Hong Kong:

Units 2909–2910, 29/F

The Octagon

6 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

2 September 2024

To the Shareholders,

Dear Sir or Madam,

(1) PROPOSED CHANGE OF COMPANY NAME AND (2) NOTICE OF THE EGM

INTRODUCTION

Reference is made to the Company's announcement dated 14 August 2024 in relation to the Proposed Change of Company Name. The purpose of this circular is to provide you with, amongst others, (i) further information on the Proposed Change of Company Name; and (ii) the notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

As disclosed in the Company's announcement dated 14 August 2024, the Board proposes to change the English name of the Company from "Kwong Luen Engineering Holdings Limited" to "FEG Holdings Corporation Limited" and to change the dual foreign name in Chinese of the Company from "廣聯工程控股有限公司" to "鑄帝控股集團有限公司".

LETTER FROM THE BOARD

Conditions for the Proposed Change of Company Name

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

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

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect on the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not, of itself, affect any of the rights of the existing Shareholders or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As soon as the Proposed Change of Company Name has become effective, any new issue of share certificates will be issued in the new name of the Company and the Shares will be traded on the Stock Exchange under the new name. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will provide the Company with a new corporate image which will benefit the Company's future business development.

As disclosed in the voluntary announcement of the Company dated 9 August 2024, the Group intends to commence engagement in cryptocurrency mining business, which includes the construction of cryptocurrency mining facilities and the operation and entrusted management of cryptocurrency mining facilities, with an aim to achieve diversification of the Group's business and revenue streams, and ultimately enhance the Group's business performance and profitability.

LETTER FROM THE BOARD

The character “鑄” symbolizes the Group’s unwavering commitment to craftsmanship, which is an important attribute in both the traditional construction business segment as well as the new cryptocurrency mining business. Meanwhile, the character “帝” signifies the Group’s aspiration to lead the industry with unparalleled expertise and innovation. Together, these two Chinese characters form the essence of the Group’s new identity, embodying the Group’s mission to set new standards within its field, and aligning perfectly with the current market dynamics and future growth prospects.

On the other hand, the proposed English name “FEG” stands for “Foundry Emperor Group”, which the Directors consider to be the most precise and well-aligned translation for the Chinese characters “鑄帝”.

By seamlessly blending the symbols of craftsmanship and industry leadership, the English name “FEG Holdings Corporation Limited” and the dual foreign name in Chinese “鑄帝控股集團有限公司” proposed to be adopted by the Company send a clear and compelling message to the Group’s stakeholders and customers that the Group is positioned to shape the future of the construction and cryptocurrency mining sectors through its commitment to quality, innovation and market dominance.

In light of the above, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

THE EGM AND PROXY ARRANGEMENT

The notice convening the EGM to be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 27 September 2024 at 3:15 p.m. or immediately after the conclusion of the annual general meeting of the Company which will be held on the same day at 2:30 p.m. (and at any adjournment thereof) is set out on pages 7 to 9 of this circular. A resolution will be proposed at the EGM to approve, among other things, the Proposed Change of Company Name.

As at the Latest Practicable Date, to the best of the Directors’ knowledge, information and belief, after having made all reasonable enquiries, no Shareholder had a material interest in the Proposed Change of Company Name, and accordingly, no Shareholder will be required to abstain from voting on the resolution to approve the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed, and is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.kwong-luen.com.hk). Whether or not you wish to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions as indicated on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the EGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from

LETTER FROM THE BOARD

attending and voting at the EGM (or any adjourned meeting) if you so wish. If the Shareholder attends and votes at the EGM, the instrument appointing the proxy will be deemed to have been revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM will therefore demand a poll for every resolution put to the vote of the EGM.

An announcement on the poll results will be made by the Company following the conclusion of the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF TRANSFER BOOKS AND REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Tuesday, 24 September 2024 to Friday, 27 September 2024 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the EGM, all transfers of Shares accompanied by the relevant Share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 September 2024.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

GENERAL

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 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.

LETTER FROM THE BOARD

Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name and the new stock short names of the Company for trading of the Shares on the Stock Exchange.

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

Yours faithfully,
By order of the Board
Kwong Luen Engineering Holdings Limited
Lin Rida
Chairman and Executive Director

NOTICE OF THE EGM

Kwong Luen Engineering Holdings Limited **廣聯工程控股有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1413)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Kwong Luen Engineering Holdings Limited (the “**Company**”) will be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 27 September 2024 at 3:15 p.m. or immediately after the conclusion of the annual general meeting of the Company which will be held on the same day at 2:30 p.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without modifications or amendments the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”), (i) the English name of the Company be changed from “Kwong Luen Engineering Holdings Limited” to “FEG Holdings Corporation Limited”, and the dual foreign name in Chinese of the Company be changed from “廣聯工程控股有限公司” to “鑄帝控股集團有限公司” (collectively, the “**Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar; and (ii) any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he or she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.”

By order of the Board

Kwong Luen Engineering Holdings Limited

Lin Rida

Chairman and Executive Director

Hong Kong, 2 September 2024

NOTICE OF THE EGM

Registered office:

71 Fort Street
PO Box 500
George Town
Grand Cayman KY1-1106
Cayman Islands

*Headquarters and principal place
of business in Hong Kong:*

Units 2909–2910, 29/F
The Octagon
6 Sha Tsui Road
Tsuen Wan
New Territories
Hong Kong

Notes:

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed with this circular, and is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.kwong-luen.com.hk).
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions as indicated thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. For the purpose of determining the shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 24 September 2024 to Friday, 27 September 2024 (both dates inclusive). In order to qualify for attending and voting at the EGM, all transfer documents together with the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Monday, 23 September 2024.
5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM 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 shares shall alone be entitled to vote in respect thereof.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. Pursuant to the articles of association of the Company and Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all resolution(s) set out in this notice will be decided by poll at the EGM.
8. If tropical cyclone warning signal no.8 or above, “extreme conditions” caused by super typhoons as announced by the Government of Hong Kong, or a black rainstorm warning is in effect at 12:00 noon on the date of the EGM, the meeting will be postponed. The Company will post an announcement on its website (www.kwong-luen.com.hk) and designated website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

NOTICE OF THE EGM

As at the date of this notice, the executive Directors are Mr. LIN Rida, Mr. YIP Kwong Cheung, Ms. LUO Tingting and Ms. HUANG Jiayi; and the independent non-executive Directors are Ms. LAI Pik Chi Peggy, Mr. WONG Kwok On and Mr. TANG Man Joe.