

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 Tailam Tech Construction Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Tailam Tech Construction Holdings Limited **泰林科建控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6193)

PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the "EGM") of Tailam Tech Construction Holdings Limited to be held at Room 1901A, Shanghai Shimao Building, No. 55 Wei Fang West Road, New Pudong District, Shanghai, the PRC on Friday, 22 October 2021 at 10:00 a.m. is set out on pages 8 to 10 of this circular.

A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tailamgroup.com). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM (or any adjournment thereof) if they so wish.

24 September 2021

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law Cap. 22 (Laws of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or consolidated from time to time
“Company”	Tailam Tech Construction Holdings Limited (泰林科建控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 7 March 2019 and registered as a Non-Hong Kong Company under Part 16 of the Companies Ordinance on 27 March 2019
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Room 1901A, Shanghai Shimao Building, No. 55 Wei Fang West Road, New Pudong District, Shanghai, the PRC on Friday, 22 October 2021 at 10:00 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the EGM set out on pages 8 to 10 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Interim Dividend”	the proposed interim dividend of HK2.5 cents per Share for the six months ended 30 June 2021 as recommended by the Board

DEFINITIONS

“Latest Practicable Date”	17 September 2021, 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, as amended from time to time
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB161,574,000 as at 30 June 2021 based on the unaudited consolidated financial statements of the Company as at that date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

Tailam Tech Construction Holdings Limited

泰林科建控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6193)

Executive Directors:

Ms. Wong Han Yu Alice (*Chairperson*)

Mr. Wong Chiu Wai

Ms. Jiang Yin Juan

Non-executive Director:

Mr. Wong Leung Yau

Independent Non-executive Directors:

Ms. Wong Siu Yin Rosella

Mr. Lai Chun Yu

Mr. Cui Yu Shu

Registered office in the Cayman Islands:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business in the PRC:

Yuanbei Village

Wangbao Town

Qidong City

Nantong

Jiangsu Province

the PRC

Principal place of business in Hong Kong:

31/F

Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

24 September 2021

To the Shareholders,

Dear Sir or Madam

**PROPOSED DECLARATION AND
PAYMENT OF INTERIM DIVIDEND OUT OF
THE SHARE PREMIUM ACCOUNT
AND**

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM for the proposed declaration and approval of the payment of Interim Dividend for the six months ended 30 June 2021 out of the Share Premium Account and to give you notice of the EGM at which a resolution will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

A notice convening the EGM is set out on pages 8 to 10 of this circular.

LETTER FROM THE BOARD

DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As announced by the Company in its announcement dated 25 August 2021 regarding the unaudited interim results of the Group for the six months ended 30 June 2021, the Board has recommended the declaration and payment of an Interim Dividend of HK2.5 cents per Share out of the Share Premium Account for the six months ended 30 June 2021, subject to the Shareholders' approval at the EGM by way of an ordinary resolution pursuant to the Articles of Association and the Cayman Companies Law. Such Interim Dividend will not be subject to any withholding tax.

As at the Latest Practicable Date, the Company had 400,000,000 Shares in issue, and the Interim Dividend, if declared and paid, will amount to HK\$10,000,000 based on the number of Shares in issue as at the Latest Practicable Date. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Interim Dividend out of the Share Premium Account" below, the Interim Dividend is intended to be paid out of the Share Premium Account pursuant to article 134 of the Articles of Association and in accordance with the Cayman Companies Law.

As at 30 June 2021, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB161,574,000. Following the payment of the Interim Dividend, there will be a remaining balance of approximately RMB153,274,000 standing to the credit of the Share Premium Account.

Conditions of the Payment of Interim Dividend out of the Share Premium Account

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend out of the Share Premium Account pursuant to article 134 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about Wednesday, 10 November 2021 to those qualifying Shareholders whose names appear on the register of members at the close of business on Monday, 1 November 2021, being the record date for determination of entitlements to the Interim Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Interim Dividend will not be paid.

LETTER FROM THE BOARD

Reasons for and effect of the payment of Interim Dividend out of the Share Premium Account

The Board considers it appropriate to distribute the Interim Dividend in recognition of Shareholders' support.

After taking into account a number of factors including the cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the Interim Dividend be paid out of the Share Premium Account in accordance with article 134 of the Articles of Association and the Cayman Companies Law. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Interim Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

Closure of register of members

The register of members of the Company will be closed from Tuesday, 19 October 2021 to Friday, 22 October 2021 (both days inclusive), in order to determine the identity of the Shareholders who are entitled to attend the EGM to be held on Friday, 22 October 2021, during which period no transfer of Shares will be registered. To be eligible to attend the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 18 October 2021.

The register of members will be closed from Thursday, 28 October 2021 to Monday, 1 November 2021 (both days inclusive), for the purpose of determining the entitlement to the Interim Dividend. The record date will be on Monday, 1 November 2021. In order to qualify for the Interim Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 27 October 2021.

LETTER FROM THE BOARD

NOTICE OF EXTRAORDINARY GENERAL MEETING AND FORM OF PROXY

A notice convening the EGM is set out on pages 8 to 10 of this circular. No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the proposed declaration and the payment of Interim Dividend out of the Share Premium Account.

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tailamgroup.com). Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the 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. Accordingly, the resolution set out in the notice of the EGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way.

RECOMMENDATION

The Directors are of the opinion that the proposed declaration and payment of Interim Dividend out of the Share Premium Account at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favor of the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

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 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.

Yours faithfully,
For and on behalf of the Board of
Tailam Tech Construction Holdings Limited
Wong Han Yu Alice
*Chairperson, executive Director and
chief executive officer*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Tailam Tech Construction Holdings Limited

泰林科建控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6193)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Tailam Tech Construction Holdings Limited (the “Company”) will be held at Room 1901A, Shanghai Shimao Building, No. 55 Wei Fang West Road, New Pudong District, Shanghai, the PRC on Friday, 22 October 2021 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 24 September 2021:

ORDINARY RESOLUTION

1. (a) the declaration and payment of an interim dividend of HK2.5 cents per ordinary share (the “Shares”) out of the share premium account of the Company (the “Interim Dividend”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board (the “Board”) of directors of the Company (the “Directors”) for determining the entitlements to the Interim Dividend be and is hereby approved; and
- (b) any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Interim Dividend.

By order of the Board
Tailam Tech Construction Holdings Limited
Wong Han Yu Alice
*Chairperson, executive director and
chief executive officer*

Hong Kong, 24 September 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered office in the Cayman Islands:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in the PRC:

Yuanbei Village
Wangbao Town
Qidong City
Nantong
Jiangsu Province
the PRC

Principal place of business in Hong Kong:

31/F
Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf.
2. 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 notarial certified copy thereof, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he/she is subsequently able to be present and in such event the form of proxy shall be deemed revoked.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, 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 holders be present at any meeting 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.
5. For the purposes of holding the EGM, the register of members of the Company will be closed from Tuesday, 19 October 2021 to Friday, 22 October 2021, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the EGM to be held on Friday, 22 October 2021, during which period no transfer of Shares will be registered. To be eligible to attend the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 18 October 2021.
6. The register of members will be closed from Thursday, 28 October 2021 to Monday, 1 November 2021 (both days inclusive), for the purpose of determining the entitlement to the Interim Dividend. The record date will be on Monday, 1 November 2021. In order to qualify for the Interim Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 27 October 2021.

NOTICE OF EXTRAORDINARY GENERAL MEETING

7. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises members of the Company to appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the meeting in person.
8. If a Typhoon Signal No. 8 or above is hoisted, or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the meeting, or in the event that the COVID-19 situation requires the date of the EGM to be changed, the meeting will be automatically postponed or adjourned. The Company will post an announcement on the Company's website (www.tailamgroup.com) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.