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## **Hang Chi Holdings Limited**

### **恒智控股有限公司**

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

**(Stock Code: 8405)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of Hang Chi Holdings Limited (“**Company**”) will be held at 11:30 a.m. (Hong Kong time) (or as soon as practicable after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document) on Wednesday, 19 February 2025 (Hong Kong time) at Unit 1107, 11/F, Tower 3 Enterprise Square, No. 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong, for the purpose of considering and, if thought fit, passing the resolutions set out below.

Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.

### **SPECIAL RESOLUTION**

1. **“THAT:**

- (a) for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the “**Scheme**”) as set out in the composite scheme document dated 27 January 2025 (the “**Scheme Document**”) on the Effective Date (as defined in the Scheme Document), any reduction of the share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme Document) be and is hereby approved; and (b) contemporaneously with (a) above the maintenance of the issued share capital of the Company at the amount immediately prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the cancellation and extinguishment of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme for allotment and issue to the Offeror (as defined in the Scheme Document), be and are hereby approved.”

## ORDINARY RESOLUTION

2. “**THAT:**

any one director of the Company be and is hereby authorised to do all acts and things and/or execute all such documents as considered by them to be necessary for or desirable in connection with the implementation of the Proposal (as defined in the Scheme Document) and the Scheme, including (without limitation)

- (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange, subject to the Scheme taking effect;
- (ii) the allotment and issue of the Shares to the Offeror referred to above; and
- (iii) the giving, on behalf of the Company, of any required consent to any modification of, or addition to, the Scheme which the Grand Court of the Cayman Islands may see fit to impose.”

On behalf of the board of directors of  
**HANG CHI HOLDINGS LIMITED**  
**Yik Tak Chi**  
*Chairman and Executive Director*

Hong Kong, 27 January 2025

*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit 1107, 11/F  
Tower 3 Enterprise Square  
No. 9 Sheung Yuet Road  
Kowloon Bay  
Kowloon, Hong Kong

*As at the date of this notice, the executive Directors are Mr. YIK Tak Chi, Mr. LUI Chi Tat, Mr. CHUNG Kin Man and Ms. CHUNG Wai Man, the non-executive Director is Mr. LAU Joseph Wan Pui and the independent non-executive Directors are Mr. WONG Wai Ho, Mr. LAU Tai Chim and Mr. CHAN Ching Sum Sam.*

*Notes:*

- (1) Voting at the EGM will be taken by poll as required under the GEM Listing Rules and the Takeovers Code.
- (2) A **WHITE** form of proxy for use at the EGM is enclosed with the Scheme Document.

- (3) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in their stead. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on their behalf. 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.
- (4) In order to be valid, the **WHITE** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged at the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the **WHITE** form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof. In the event that a member attends and votes at the EGM after having lodged a form of proxy, the form of proxy shall be revoked by operation of law.
- (5) In the case of joint holders of a Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Share.
- (6) For the purpose of determining the entitlements of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 14 February 2025 to Wednesday, 19 February 2025 (Hong Kong time) (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong before 4:30 p.m. (Hong Kong time) on Thursday, 13 February 2025.
- (7) If a tropical cyclone warning signal No. 8 or above is or is expected to be hoisted or a black rainstorm warning signal or "extreme conditions" caused by super typhoons is or is expected to be in force at any time after 8:00 a.m. (Hong Kong time) on the date of the EGM, the EGM will be adjourned in accordance with the articles of association of the Company and in compliance with the Takeovers Code. If the EGM is adjourned, the Company will post an announcement on the respective websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at <http://www.shuionnc.com/> notifying its members of the date, time and venue of the rescheduled EGM.