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InvesTech Holdings Limited

威訊控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 1087)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of InvesTech Holdings Limited (the “**Company**”) will be held at the 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 19 November 2021 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 23 September 2021 (the “**Sale and Purchase Agreement**”) entered into between the Company and Smoothly Global Holdings Limited (the “**Vendor**”) (a copy of which has been produced to the SGM marked “A” and initialed by the chairman of the SGM for identification purpose), pursuant to which the Vendor was desirous of selling and transferring to the Company, and the Company was desirous of acquiring from the Vendor 25% equity interest in Fortune Grace Management Limited at the consideration of HK\$30,000,000 to be satisfied in full by the issue of convertible bonds (the “**Convertible Bonds**”), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the grant of the specific mandate to the directors of the Company (the “**Directors**”) to allot and issue such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Convertible Bonds to the Vendor pursuant to the Sale and Purchase Agreement be and is hereby approved, confirmed and ratified. The specific mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of giving effect to the Sale and Purchase Agreement, the transactions contemplated thereunder and the issue of the Convertible Bonds to the Vendor.”

By Order of the Board
InvesTech Holdings Limited
Chan Sek Keung, Ringo
Chairman and Chief Executive Officer

Hong Kong, 2 November 2021

Executive Directors:

Mr. Chan Sek Keung, Ringo (*Chairman and Chief Executive Officer*)

Ms. Wang Fang (*Vice Chief Executive Officer*)

Mr. Lu Chengye

Mr. Liu Chun Fai

Non-executive Director:

Mr. Wong Tsu Wai, Derek

Independent Non-executive Directors:

Mr. David Tsoi

Mr. Lu, Brian Yong Chen

Mr. Yuen Shiu Wai

Registered office: Canon’s Court
22 Victoria Street
Hamilton, HM 12
Bermuda

Principal place of business in Hong Kong:
Room 1201, 12/F
C C Wu Building
302-308 Hennessy Road
Wanchai
Hong Kong

Notes:

1. Considering the outbreak of coronavirus disease 2019 (“**COVID-19**”) pandemic, certain measures will be implemented at the SGM with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to wear a surgical face mask throughout the SGM within the SGM venue (no mask will be provided at the SGM venue); (ii) all attendees will be required to undergo mandatory body temperature screening; (iii) all attendees will be required to complete and submit health declaration form; (iv) seating will be arranged to ensure approximate social distancing; (v) no corporate gifts and/or refreshments will be distributed; and (vi) hand sanitizer will be available at the entrance of the SGM venue. The Company reminds attendees that they should carefully consider the risks of attending the SGM, taking into account their own personal circumstances. For details, all attendees of the SGM should read the section headed “Precautionary Measures for the Special General Meeting” on pages i and ii of the circular of the Company for the SGM dated 2 November 2021.
2. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he/she/it is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his/her/its stead. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof (as the case may be).
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting to be convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote either in person or by proxy in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 joint holding.

7. The transfer books and register of members of the Company will be closed from Tuesday, 16 November 2021 to Friday, 19 November 2021 (both dates inclusive), during which period no transfer of shares will be effected. The holders of shares whose name appears on the register of members of the Company on Friday, 19 November 2021 will be entitled to attend and vote at the SGM. In order to qualify for the right to attend and vote at the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 15 November 2021.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the above meeting.