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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in InvesTech Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities in the Company.

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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)**

## **(1) SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE; AND (2) NOTICE OF SPECIAL GENERAL MEETING**

### **Financial Adviser**



**Minerva Advisory Global Capital Limited**

**贏環球融資顧問有限公司**

SFC CE No. BF0684

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A notice convening the special general meeting (the “SGM”) of the Company to be held at 11:00 a.m. on Thursday, 11 January 2024 at Room 02-03, 18/F, AIA Financial Centre, 712 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong is set out on pages 14 to 16 of this circular. A form of proxy for use at the SGM is also enclosed with this circular.

Whether or not you are able to attend and vote at the SGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event no later than Tuesday, 9 January 2024 at 11:00 a.m. (Hong Kong Time). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish.

20 December 2023

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 7 November 2023 in relation to, among other things, the Subscription
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	InvesTech Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1087)
“Completion”	the completion of the Subscription pursuant to the Subscription Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Last Trading Day”	7 November 2023, being the last trading day of the Shares before the publication of the Announcement
“Latest Practicable Date”	15 December 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on main board of the Stock Exchange

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## DEFINITIONS

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“SFC”	the Securities and Futures Commission of Hong Kong
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Subscription Agreement and the transactions contemplated thereunder
“Share(s)”	share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Specific Mandate”	the specific mandate to be granted by the Shareholders to the Board at the SGM for the allotment and issue of the Subscription Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Mr. Wong Tai Kuen, an Independent Third Party and a minority Shareholder of the Company with 540,000 Shares as at the Latest Practicable Date
“Subscription”	the subscription of 59,200,000 Subscription Shares by the Subscriber pursuant to the terms and condition set out in the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 7 November 2023 entered into between the Company and the Subscriber in relation to the Subscription
“Subscription Price”	HK\$0.19 per Subscription Share (exclusive of any brokerage, SFC transaction levy and Stock Exchange trading fee as may be payable)
“Subscription Shares”	a total of 59,200,000 new Shares to be subscribed by the Subscriber pursuant to the Subscription Agreement and to be issued under the Specific Mandate, each a “Subscription Share”
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or modified from time to time

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollar, the lawful currency of the United States of America
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chan Sek Keung, Ringo  
Ms. Tin Yat Yu, Carol  
Ms. Wang Fang  
Mr. Lu Chengye

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton, HM 12  
Bermuda

*Non-executive Directors:*

Mr. Wong Tsu Wai, Derek  
Ms. Chung, Elizabeth Ching Yee

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

Unit 706, 7th Floor  
Capital Centre  
No. 151 Gloucester Road  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

Mr. David Tsoi  
Mr. Yuen Shiu Wai  
Mr. Hon Ming Sang

20 December 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE;  
AND  
(2) NOTICE OF SPECIAL GENERAL MEETING**

### INTRODUCTION

Reference is made to the Announcement. As disclosed in the Announcement, on 7 November 2023 (after trading hours of the Stock Exchange), the Company and the Subscriber entered into the Subscription Agreement. Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, an aggregate of 59,200,000 Subscription Shares. The Subscription Shares will be issued at the Subscription Price of HK\$0.19 per Subscription Share.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the information relating to the Subscription Agreement and the transactions contemplated thereunder and the notice of SGM.

### THE SUBSCRIPTION

The Board is pleased to announce that on 7 November 2023 (after trading hours of the Stock Exchange), the Company and the Subscriber entered into the Subscription Agreement in relation to the Subscription.

Set out below are the principal terms of the Subscription Agreement:

#### Subscription Agreement

**Date:**

7 November 2023 (after trading hours of the Stock Exchange)

**Parties:**

Issuer:                   The Company

Subscriber:              The Subscriber

As at the Latest Practicable Date, the Subscriber holds 540,000 Shares, representing approximately 0.38% of the issued share capital of the Company. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Subscriber is an Independent Third Party.

#### Subscription Shares

The 59,200,000 Subscription Shares represent (i) approximately 42.08% of the existing issued share capital of the Company; and (ii) approximately 29.62% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Pursuant to the Subscription Agreement, the Subscriber agrees that, in the event that upon Completion the number of Subscription Shares to be allotted and issued to the Subscriber under this Agreement would cause the shareholding of the Subscriber to become 30% or more (or such percentage that would trigger the obligation of the Subscriber to make a general offer for the issued shares of the Company under Rule 26 of the Takeovers Code), the Company shall have the right to adjust the number of Subscription Shares downward such that no general offer obligations on the part of the Subscriber would be triggered.

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## LETTER FROM THE BOARD

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As confirmed by the Subscriber, upon the Completion, the Subscriber and his parties acting in concert (within the meaning of the Takeovers Code) will not cause the shareholding of the Subscriber to become 30% or more. Accordingly, the Subscription will not trigger any general offer obligation on the part of the Subscriber under the Takeovers Code.

The aggregate nominal value of the 59,200,000 Subscription Shares is US\$592,000.00.

### Ranking of the Subscription Shares

The Subscription Shares, when allotted and issued, will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Subscription Shares.

### Subscription Price

The Subscription Price of HK\$0.19 per Subscription Share represents:

- (i) a discount of approximately 9.52% to the closing price of HK\$0.21 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 50.65% to the closing price of HK\$0.385 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (iii) a discount of approximately 9.52% to the average closing price of approximately HK\$0.21 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription Agreement; and
- (iv) a theoretical dilution effect of approximately 3.2% represented by the theoretical diluted price of approximately HK\$0.203 per Share to the theoretical benchmarked price of approximately HK\$0.21 per Share (as defined under Rule 7.27B, taking into account the closing price on the Last Trading Day of approximately HK\$0.21 and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to the Last Trading Day of approximately HK\$0.21 per Share).

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscriber with reference to the prevailing market price and the recent trading performance of the Shares. In view of (i) during the 12-month period prior to the Last Trading Day (the "**Review Period**"), the closing price of the Shares has been showing a steep decreasing trend with a range from HK\$1.00 per Share on 6 December 2022 to HK\$0.201 per Share on 3 November 2023, and reached HK \$0.21 per Share on the Last Trading Day, despite an average closing price of the Shares of approximately HK\$0.54 during the Review Period; (ii) the low trading volume of the Shares during the Review Period with average daily trading volume amounted approximately 0.06% to the total issued Shares as at the Last Trading Day, which



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## LETTER FROM THE BOARD

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indicated a lack of liquidity and demand of the shares; (iii) the current bearish Hong Kong stock market which is evidenced by the continuous downward trend of Hang Seng Index from approximately 19,441 on 6 December 2022 to approximately 17,670 on the Last Trading Day and onwards; and (iv) the reasonable practice in the market to issue share at a discount to the price per Shares on the Last Trading Day, with reference to the challenging market conditions, unfavorable price trend and lack of liquidity of the Shares, to attract subscribers in the market to inject new and sufficient funds to the Company, the Directors consider that the Subscription Price, despite marginally below the lowest closing price during the mentioned period, is reasonable. Not only the challenging state in the financial market, the Group also faced the adverse circumstances of the prospect of the business environment and industry contraction during global economy downturns, which leads to uncertainties in the market towards the Group's sustainability to retain its business growth in the future. The Directors believe that the Subscription will give a signal of the Group's ability to raise new capital and improve the gearing and financial performance of the Group by lowering the level of debt and financing costs of the Group through repayment of indebtedness. Based on the foregoing, the Directors consider that the basis for determining the Subscription Price is fair and reasonable.

Based on the above, the Directors consider that the Subscription Price and the terms of the Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

### **Conditions precedent**

Completion is conditional upon the satisfaction of the following conditions:

- (a) the Stock Exchange granting approval (subject to allotment) for the listing of and permission to deal in the Subscription Shares to be issued and such approval not being subsequently revoked;
- (b) all necessary consents and approvals required to be obtained by the parties hereto in respect of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the Subscription, having been obtained; and
- (c) the passing of necessary resolution(s) at the SGM by the Shareholders who are entitled to vote and not required to abstain from voting under the Listing Rules and other applicable laws and regulations to approve the Subscription Agreement and the transactions contemplated thereunder, including the Specific Mandate for the allotment and issue of the Subscription Shares.

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## LETTER FROM THE BOARD

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All of the above conditions are incapable of being waived. In the event that any of the above conditions is not fulfilled on or before 9 February 2024 (or such later date as may be agreed between the parties to the Subscription Agreement in writing), all rights, obligations and liabilities of the parties to the Subscription Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Subscription Agreement prior to such termination.

The listing approval for the Subscription Shares to be granted by the Stock Exchange and the approval from the Shareholders at the SGM to approve the Subscription Agreement and the transactions contemplated thereunder are the only outstanding specific consents and approval required to be obtained on the part of the Company as referred to under condition (b) above. There is no other outstanding consent or approval required to be obtained by the parties to the Subscription Agreement.

As at the Latest Practicable Date, none of the conditions set out above has been fully satisfied.

### **Completion**

Completion of the Subscription shall take place on a date falling within ten Business Days after the day on which all the conditions set out in the Subscription Agreement have been fulfilled (or such later date as may be agreed between the parties to the Subscription Agreement in writing).

### **Application for listing**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

**Shareholders and potential investors of the Company should note that completion of the Subscription is subject to the fulfilment of the conditions set out in the Subscription Agreement. The Subscription may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.**

### **REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS**

The Group is principally engaged in the provision of network system integration including the provision of network infrastructure solutions, network professional services and smart office software solutions, and the network equipment rental business.

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## LETTER FROM THE BOARD

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The gross proceeds of the Subscription will be approximately HK\$11.3 million. The net proceeds from the Subscription, after deduction of all relevant expenses (including but not limited to legal expenses and disbursements) incidental to the Subscription of approximately HK\$0.5 million, will be approximately HK\$10.8 million and a net issue price of approximately HK\$0.18 per Subscription Share.

The Company intends to apply the net proceeds of approximately HK\$10.8 million from the Subscription as to (i) approximately HK\$9.3 million for the repayment of the Group's current liabilities; and (ii) the remaining proceeds of approximately HK\$1.5 million for the general working capital of the Group in which approximately HK\$1.3 million would be allocated for salaries expenses and approximately HK\$0.2 million would be allocated for rental expense.

The Board has considered other fund-raising alternatives before resolving to the Subscription, including but not limited to debt and bank financing, rights issue and/or open offer. However, each option presented challenges and limitations under the prevailing market conditions. For debt and bank financing, it was not feasible due to relatively high interest rate of the current market and the requirement of security of properties and other assets which is not feasible to the Company's indebtedness position and its asset-light business nature. Additionally, the process usually involves lengthy due diligence and time consuming negotiations with banks, and financial institutions. The additional interest and principal repayment burden derived from which would further exert financial pressure to the Group's financial position and performance, rendering it not the optimal financing method under the prevailing market conditions. For rights issue, the approach is relatively uncertain, which is subject to the willingness and financial resources of the existing Shareholders as it may impose additional financial burden on top of the existing Shareholders' current capital commitments with the Group. Along with the cost of underwriting commission, rights issue would also require the identification and negotiation with resourceful placing agents, preparation of compliance and legal documentations and administrative procedures, which are more time consuming and less cost effective. Given the current pessimistic market sentiment and indicators of low demand for the Shares, the Directors believe a rights issue is unlikely an approach that could successfully secure sufficient amount of funds. For open offer, it generally involves substantial time, administrative work and cost to complete. Unless an open offer with a very high offer ratio is proposed, it was unlikely to generate sufficient capital to address the imminent cash needs of the Company. Considering the current bearish market condition, securing any underwriter for a high offer ratio open offer or attracting the existing Shareholders to take up their entitlements is not optimistic.

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## LETTER FROM THE BOARD

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The Directors consider that the Subscription, together with the placing of new Shares under General Mandate as announced in the Announcement, represents a compelling opportunity to secure additional funding vital for the business operations of the Group. This strategic move will strengthen the Group's financial position, and enlarge the shareholders' base of the Company by securing fresh capital from the Subscriber, and the placees from the placing of new Shares under General Mandate as mentioned above, who demonstrates interests and unwavering confidence in the Group's prospects and provide additional working capital to the Group to meet any financial obligations, positioning the Group for sustained growth and success in its respective industry.

In view of the above, the Directors consider that the Subscription Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Subscriber and the terms of the Subscription Agreement (including the Subscription Price) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

### EFFECT OF THE SHAREHOLDING STRUCTURE OF THE COMPANY

The changes in the shareholding structure of the Company as a result of the Subscription (assuming that there are no other changes in the issued share capital of the Company) are as follows:

	<b>As at the Latest Practicable Date</b>		<b>Immediately after completion of the Subscription</b>	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
<b>Directors:</b>				
Mr. Chan Sek Keung, Ringo ("Mr. Chan") (Note 1)	5,241,850	3.73	5,241,850	2.62
Ms. Tin Yat Yu, Carol	18,167,400	12.91	18,167,400	9.09
<b>Substantial Shareholders:</b>				
Smoothly Global Holdings Limited ("Smoothly Global") (Note 2)	15,505,941	11.02	15,505,941	7.76
Subscriber	540,000	0.38	59,740,000	29.89
Other Public Shareholders	<u>101,232,809</u>	<u>71.96</u>	<u>101,232,809</u>	<u>50.64</u>
Total	<u>140,688,000</u>	<u>100.00</u>	<u>199,888,000</u>	<u>100.00</u>

**Notes:**

- Among the 5,241,850 Shares, Mr. Chan was deemed to be interested in 1,500,200 Shares held by Woodstock Management Limited by virtue of it being owned as to 100% by him.
- These 15,505,941 Shares are held by Smoothly Global, a company incorporated in the British Virgin Islands with limited liability and is 70% and 20% owned by Mr. Chan and Ms. Wang Fang, who are executive Directors, respectively.

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## LETTER FROM THE BOARD

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### INFORMATION OF THE SUBSCRIBER

According to the information provided by the Subscriber, the Subscriber is an individual engaged in corporate and high net worth customer relationship management with 20 years working experience in the banking, investment, commodities trading and asset management fields. The Subscriber is a co-founder of a private investment group and is now a senior consultant of its associated asset management company licensed to carry on Type 1 (dealing in securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, the Subscriber holds 540,000 Shares, representing approximately 0.38% of the existing issued share capital of the Company.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Subscriber is an Independent Third Party.

### FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save as disclosed below, Company had not conducted any fund raising activities involving the issue of its equity securities in the 12 months immediately preceding the Latest Practicable Date.

<b>Date of announcement</b>	<b>Event</b>	<b>Net proceeds and intended use of proceeds</b>	<b>Actual use of net proceeds</b>
7 November 2023	Placing of new shares under general mandate	Approximately HK\$4.2 million, which are intended to be used in full amount for repayment of the Group's current liabilities	Expected to be used as intended

### SGM

A notice convening the SGM to be held at 11:00 a.m. on Thursday, 11 January 2024 at Room 02-03, 18/F, AIA Financial Centre, 712 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong is set out on pages 14 to 16 of this circular for the purpose of considering and, if thought fit, passing the resolution set out therein.

A form of proxy for the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete and return enclosed proxy form in accordance with the instructions printed thereon to the branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).

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## LETTER FROM THE BOARD

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Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM, or any adjournment thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

As the Subscriber is considered to have material interest in the Subscription, the Subscriber will be required to abstain from voting on the resolution(s) to approve the Subscription at the SGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders have a material interest in the Subscription Agreement and accordingly no Shareholders shall be required to abstain from voting at the SGM.

The Board confirmed that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he or she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Saturday, 6 January 2024 to Thursday, 11 January 2024 (both day inclusive), during which period no transfer will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Meeting will be Thursday, 11 January 2024. All transfer of shares of the Company 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 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 5 January 2024 (Hong Kong time).

### **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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider the Subscription Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Subscription Shares) are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the proposed resolution as set out in the notice of SGM.

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

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## NOTICE OF SGM

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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 IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of InvesTech Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 11 January 2024 at Room 02-03, 18/F, AIA Financial Centre, 712 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) entered into between the Company as issuer and Mr. Wong Tai Kuen (the “**Subscriber**”) as subscriber dated 7 November 2023 in relation to the subscription of an aggregate of 59,200,000 shares (the “**Subscription Shares**”) of the Company at a price of HK\$0.19 each (a copy of which is produced to the Meeting marked “**A**” and signed by the Chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) be and are hereby approved, confirmed and ratified;
- (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the directors of the Company (the “**Director**”) be and are hereby specifically authorised to allot and issue the Subscription Shares in accordance with the terms of the Subscription Agreement; and



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## NOTICE OF SGM

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- (c) any Director be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription Agreement and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Subscription Agreement and the implementation of all transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) and to agree with such variation, amendment or waiver as, in the opinion of the Director(s), in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 20 December 2023

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

*Head office and principal place of  
business in Hong Kong:*  
Unit 706, 7th Floor  
Capital Centre  
No. 151 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

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## NOTICE OF SGM

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3. To be valid, the form of proxy and (if required by the board of Directors) 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 delivered to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).
4. For determining the right to attend and vote at the special general meeting, the register of members of the Company will be closed from Saturday, 6 January 2024 to Thursday, 11 January 2024 (both day inclusive), during which period no transfer of shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Meeting will be Thursday, 11 January 2024. All transfers of shares of the Company 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 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 5 January 2024 (Hong Kong time).
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the 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. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the form of proxy shall be deemed to be revoked.
8. As at the date of this notice, the executive Directors are Mr. Chan Sek Keung, Ringo (Chairman and Chief Executive Officer), Ms. Tin Yat Yu, Carol, Ms. Wang Fang and Mr. Lu Chengye, the non-executive Directors are Mr. Wong Tsu Wai, Derek and Ms. Chung, Elizabeth Ching Yee and the independent non-executive Directors are Mr. David Tsoi, Mr. Hon Ming Sang and Mr. Yuen Shiu Wai.