

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



(Incorporated in the British Virgin Islands and re-domiciled and continued in Bermuda with limited liability)
(Stock code: 396)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Hing Lee (HK) Holdings Limited (the “**Company**”) will be held at Unit 1101, 11/F, Delta House, 3 On Yiu Street, Shatin, N.T., Hong Kong on Friday, 16 August 2024 at 10:30 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions:

ORDINARY RESOLUTION

1. “**THAT** the Sale and Purchase Agreement (as defined in the circular of the Company dated 26 July 2024 (the “**Circular**”)) (a copy of the Circular marked “A” together with a copy of the Sale and Purchase Agreement marked “B” being tabled before the meeting and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and the directors of the Company be and are hereby authorized to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

2. “**THAT**, subject to and conditional upon compliance with section 46(2) of the Companies Act 1981 of Bermuda (as amended) to effect the cancellation of the share premium account referred to below and with effect from the date of passing this special resolution or upon the day on which the above condition is fulfilled (whichever is later) (the “**Effective Date**”):
 - (a) the entire amount standing to the credit of the share premium account of the Company as at the Effective Date be and is hereby reduced to nil so that the amount of the share premium on the Effective Date as last determined by the Company of HK\$176,627,000 be reduced by an amount of HK\$176,627,000 to Nil (the “**Share Premium Cancellation**”);

- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised to apply part of the credit arising from the Share Premium Cancellation to eliminate in full the accumulated losses of the Company as at the Effective Date and the remaining balance (if any) of the credit arising therefrom be credited to the contributed surplus account of the Company and the Board be and is hereby authorised to use the amount then standing to the credit of the contributed surplus account in any manner as may be permitted under the bye-laws of the Company and all applicable laws, including, without limitation, eliminating or setting off the accumulated losses of the Company or paying dividend or making other distributions from time to time without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified; and
- (c) the Board be and is hereby authorised to do all such acts and things and execute all documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the foregoing and the transactions contemplated thereunder.

ORDINARY RESOLUTION

3. “**THAT** subject to the passing of the special resolution numbered 2 above and the Share Premium Cancellation having become effective, the completion of the Disposal (as defined in the Circular), the Directors being satisfied that there are no reasonable grounds for believing that the Company is, or would after the date on which the Special Dividend (as defined below) is paid be, unable to pay its liabilities as they become due, or the realisable value of the Company’s assets would thereby be less than its liabilities, and the Company having complied with all the requirements under the laws of the Bermuda, the bye-laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited regarding the payment of the Special Dividend, the payment of a special dividend of HK7.51 cents per share of the Company (the “**Special Dividend**”) in cash out of the contributed surplus account of the Company to shareholders of the Company as recorded in the register of members of the Company on a record date to be fixed by the Board for determining the entitlements to the Special Dividend be and is hereby approved and the Board be and is hereby authorised to do all acts and things and to take such steps and to execute such further documents as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.”

By Order of the Board
HING LEE (HK) HOLDINGS LIMITED
Wong Kit Wai
Company Secretary

Hong Kong, 26 July 2024

Notes:

- (a) Any member of the Company (the “**Member**”) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote in his stead. Votes may be given either personally or by a duly authorized corporate representative or by proxy. A Member who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion provided that, 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. A proxy need not be a Member. In addition, a proxy or proxies representing either an individual Member 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.
- (b) 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 seal or under the hand of an officer or attorney duly authorized.
- (c) The instrument appointing a proxy to vote shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit.
- (d) A form of proxy for the meeting is enclosed. The instrument appointing a proxy and 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 deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude of a Member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
- (e) In order to determine the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 13 August 2024 to Friday, 16 August 2024, both days inclusive, during which period the registration of Shares will be suspended. All completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 12 August 2024.
- (f) If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal or “extreme conditions” as announced by the Hong Kong Government is in force in Hong Kong at or after 9:30 a.m. on the date of the Special General Meeting, the meeting will be postponed or adjourned in accordance with the bye-laws of the Company. The Company will post an announcement on the respective websites of the Company and The Stock Exchange of Hong Kong Limited to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.

As at the date of this announcement, the Board comprises Mr. Sung Kai Hing (Chairman and Chief Executive Officer) and Mr. Cheung Kong Cheung as executive Directors; and Mr. Kong Hing Ki, Mr. Feng Jianzhong and Ms. Leung Yuen Man as independent non-executive Directors.

Website: <http://www.hingleehk.com.hk>