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NICHE-TECH GROUP LIMITED

駿碼科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8490)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Niche-Tech Group Limited (the “**Company**”) will be held at Unit 208, 2/F, Lakeside 1, Phase Two, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Monday, 5 September 2022 at 4:00 p.m. for the following purposes:

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions as special resolutions of the Company:

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands being obtained, the English name of the Company be changed from “Niche-Tech Group Limited” to “Niche-Tech Semiconductor Materials Limited” and the dual foreign name in Chinese of the Company be changed from “駿碼科技集團有限公司” to “駿碼半導體材料有限公司” (the “**Proposed Change of Company Name**”) with effect from the date on which the new English name and dual foreign name in Chinese of the Company are registered and a certificate of incorporation on change of name is issued by the Registrar of Companies of the Cayman Islands; and any one director of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to effect the Proposed Change of Company Name for and on behalf of the Company.”

2. “**THAT** subject to the passing of the special resolution no. 1 as set out in this notice and the new English name and dual foreign name in Chinese of the Company being entered in the register of companies of the Cayman Islands and a certificate of incorporation on change of name being issued by the Registrar of Companies of the Cayman Islands, the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and signed by the chairman of the Extraordinary General Meeting for the purposes of identification, be approved and adopted in substitution their entirety and to the exclusion of, the second amended and restated memorandum and articles of association of the Company with effect from the date on which the Registrar of Companies of the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company in place of the current English name and dual foreign name in Chinese of the Company on the register of companies of the Cayman Islands and issues a certificate of incorporation on change of name; and that any one director of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to implement the adoption of the New Memorandum and Articles of Association for and on behalf of the Company.”

By Order of the Board
Niche-Tech Group Limited
Chow Bok Hin Felix

Executive Chairman and Executive Director

Hong Kong, 13 August 2022

Registered Office:
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108 Cayman Islands

*Headquarters and Principal Place of
Business in Hong Kong:*
Unit 208, 2/F, Lakeside 1, Phase Two
Hong Kong Science Park, Pak Shek Kok
New Territories, Hong Kong

Notes:

- 1 All resolutions at the Extraordinary General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company's website at www.nichetech.com.hk in accordance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.
- 2 Any shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company 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 appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- 3 A form of proxy for use at the Extraordinary General Meeting is enclosed with the circular of the Company dated 13 August 2022. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof.
- 4 Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 5 Where there are joint holders of any shares of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Extraordinary General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.

- 6 For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, 30 August 2022 to Monday, 5 September 2022, both dates inclusive, during which period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 29 August 2022.
- 7 For prevention and control of the spread of the coronavirus disease (COVID-19) pandemic at the Extraordinary General Meeting, the Company will implement the following precautionary measures, including but not limited to:
- compulsory body temperature checks for each attendee;
 - compulsory wearing of surgical face masks throughout the meeting by each attendee;
 - no refreshments or drinks will be served, and no gifts will be distributed; and
 - signing of health declaration form before admission to the meeting venue.

Any person who does not comply with the precautionary measures may be denied entry into the Extraordinary General Meeting venue.

The Company reserves the right to deny entry to the physical venue of the Extraordinary General Meeting should such attendance by the Shareholders in person would contravene the applicable laws in Hong Kong.

- 8 In light of the continuing risks posed by COVID-19, the Company strongly recommends its shareholders to appoint the chairman of the Extraordinary General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the Extraordinary General Meeting in person.
- 9 Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the Extraordinary General Meeting and precautionary measures and may issue further announcement on such measures as appropriate.
- 10 If typhoon signal no. 8 or above, or a "black" rainstorm warning, or extreme conditions caused by a super typhoon as announced by the government of Hong Kong is in force at 1:00 p.m. on the date of the Extraordinary General Meeting, the Extraordinary General Meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company's website at www.nichetech.com.hk to notify shareholders of the Company of the date, time and place of the rescheduled Extraordinary General Meeting.

As at the date of this notice, the executive directors of the Company are Mr. Chow Bok Hin Felix, Professor Chow Chun Kay Stephen and Mr. Shi Yiwu; the non-executive director of the Company is Mr. Li Chiu Fan; and the independent non-executive directors of the Company are Professor Ng Wang Wai Charles, Mr. Tai Chun Kit and Mr. Poon Lai Yin Michael.

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of seven days from the date of its publication. This notice will also be published on the Company’s website at www.nichetech.com.hk.