

*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.*



**VIVA CHINA HOLDINGS LIMITED**  
**非凡中國控股有限公司**

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

**(Stock Code: 8032)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of Viva China Holdings Limited (the “**Company**”) will be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, New Territories, Hong Kong (the “**EGM Venue**”) on Monday, 10 October 2022, at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as special resolution of the Company:

**SPECIAL RESOLUTION**

To consider, and if thought fit, to pass the following resolution as Special Resolution:

“**THAT:**

- (a) the proposed amendments to the existing memorandum of association (the “**Memorandum**”) and the existing articles of association (the “**Articles of Association**”) of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix I to the circular of the Company dated 15 September 2022, be and are hereby approved;
- (b) the amended and restated memorandum of association and the amended and restated articles of association of the Company (together, the “**Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of each of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted as the memorandum of association and articles of association of the Company in substitution for and to the exclusion of the Memorandum and Articles of Association respectively with immediate effect; and

- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles of Association.”

On behalf of the Board  
**VIVA CHINA HOLDINGS LIMITED**  
**LI Ning**  
*Chairman and Chief Executive Officer*

Hong Kong, 15 September 2022

*Executive Directors:*

Mr. LI Ning (*Chairman and Chief Executive Officer*)

Mr. LI Chunyang

Mr. LI Qilin

*Non-executive Directors:*

Mr. Victor HERRERO

Mr. MA Wing Man

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

2/F, PopOffice

9 Tong Yin Street,

Tseung Kwan O

New Territories

Hong Kong

*Independent Non-executive Directors:*

Mr. LI Qing

Mr. PAK Wai Keung, Martin

Mr. WANG Yan

*Notes:*

1. Pursuant to the GEM Listing Rules, the above resolution is to be voted by poll at the above meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
3. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the meeting will be the close of business on Monday, 3 October 2022. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 3 October 2022.
4. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
5. Delivery of an instrument appointing a proxy should not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint registered holders of a share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. 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 such share.

*This announcement, for which the Directors 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 (the “Stock Exchange”) 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 announcement 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 announcement misleading.*

*This announcement will remain on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least seven days from the date of its posting and the Company’s website at [www.vivachina.hk](http://www.vivachina.hk).*

## PRECAUTIONARY MEASURES FOR THE EGM

In view of the current COVID-19 pandemic situation, the Company will implement the following precautionary measures at the EGM to protect the Shareholders and other attendees from risk of infection:

1. At the entrance of the EGM Venue, a compulsory body temperature check will be conducted on every person attending the EGM. Any person with a body temperature of over 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be admitted to the EGM Venue.
2. Every attendees will be required to sign and complete a health declaration form before admission to the EGM Venue.
3. Seating at the EGM Venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the EGM. The Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.
4. Every attendee is required to wear a surgical face mask at any time within the EGM Venue.
5. Any attendee who declines any of the abovementioned measures will not be admitted to the EGM Venue.
6. No food or beverages or gifts will be provided to the attendees at the EGM.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry to the EGM Venue or require any person to leave the EGM Venue in order to ensure the safety of the attendees at the EGM.

**The Company would like to remind the Shareholders to consider appointing the Chairman of the EGM as his/her/its proxy to vote on the resolution at the EGM as an alternative to attending the EGM in person. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM. Subject to the development of the COVID-19 situation, the Company may implement and/or adjust precautionary measures for the EGM at short notice as the public health situation changes, and may issue further announcement(s) on such measures as and when appropriate.**