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Solomon

SOLOMON WORLDWIDE HOLDINGS LIMITED

所羅門環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8133)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Solomon Worldwide Holdings Limited (the “Company”) will be held at 10:30 a.m. on Thursday, 17 November 2022 at Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments) as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “Share(s)”) and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into the Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into the Shares) which would or might require the exercise of such power during or after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above otherwise than

- (i) a Rights Issue (as hereinafter defined); or
- (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into the Shares; or
- (iii) an issue of Shares under any option scheme or similar arrangement for the grant or issue to the eligible participants under such option scheme or similar arrangement of Shares or rights to acquire the Shares; or
- (iv) an issue of Shares as scrip dividends pursuant to the articles of association of the Company, from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of the Shares open for a period fixed by the Directors to holders of the Shares (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any relevant jurisdiction).”

2. “**THAT** conditional upon the resolution numbered 1 set out above being passed, the general and unconditional mandate granted to the Directors pursuant to the resolution numbered 1 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares repurchased under the authority granted pursuant to resolution numbered 4 set out in the notice convening the annual general meeting of the Company dated 30 May 2022, provided that such amount shall not exceed 10% of the aggregate number of the issued shares as at the date of the annual general meeting of the Company held on 29 June 2022.”

Yours faithfully,
By order of the Board
Solomon Worldwide Holdings Limited
Woo Lan Ying
Chairman

Hong Kong, 28 October 2022

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

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

Room 1703–1704,
World-wide House,
19 Des Voeux Road Central,
Central, Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the EGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy in respect of such Shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the EGM, 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.
5. For determining the entitlement to attend and vote at the EGM, the record date will be the close of business on Friday, 11 November 2022. In order to be eligible to attend and vote at the EGM, unregistered shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 11 November 2022.
6. A form of proxy for use at the EGM is attached herewith.
7. Any voting at the EGM shall be taken by poll.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 12:00 noon on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.solomon-worldwide.com and the website of the Stock Exchange at www.hkexnews.hk on to notify shareholders of the date, time and venue of the rescheduled meeting.

9. Due to the recent development of the epidemic caused by novel coronavirus pneumonia (“**COVID-19**”), to comply with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (the “**Regulation**”) and to safeguard the health and safety of Shareholders who might be attending the EGM in person, the Company will also implement the following measures at the EGM:

- (a) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong (“**EGM Venue**”). Any person with a body temperature of over 37.3 degrees Celsius or is exhibiting flu-like symptoms may be denied entry into the EGM Venue and be requested to leave the EGM Venue. Please note that any person who is subject to health quarantine prescribed by the Hong Kong Government or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine will not be admitted to the EGM Venue.
- (b) Every attendee will be required to submit a completed health declaration form prior to entry into the EGM Venue. Please note that the health declaration form will be available for your completion and signing at the entrance of the EGM Venue.
- (c) Every attendee will be required to wear a face mask throughout the EGM and sit at a distance from other attendees. Please note that no masks will be provided at the EGM Venue and the attendees should wear their own masks.
- (d) Every attendee will be assigned a designated seat at the time of registration to ensure appropriate social distancing. The number of seats in the EGM Venue will be limited to ensure social distancing. In order to comply with the Regulation, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding and possibly not all attendees could be accommodated.
- (e) Any attendee who declines any of the above-mentioned measures or cooperate with hotel or Company staff will be refused admission to the EGM Venue.
- (f) No gifts, refreshments or drinks will be provided to attendees at the EGM.
- (g) Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the EGM Venue or require any person to leave the EGM Venue so as to ensure the health and safety of the attendees at the EGM.

Voting by proxy in advance of the EGM: The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders, the Company reiterates that Shareholders are strongly encouraged to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy instead of attending the EGM in person. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish.

Shareholders are reminded that physical attendance is not necessary for the purpose of exercising Shareholders' rights. They are strongly encouraged to exercise their rights and indicate how they would like the proxy to vote on their behalves by submitting a form of proxy to appoint the Chairman of the EGM as their proxy for voting. The Company would like to further remind the shareholders that they should carefully consider the risks of attending the EGM, taking into account of their own personal circumstances.

Appointment of proxy by non-registered shareholders: non-registered shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited are strongly encouraged to consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may implement additional measures which will be announced closer to the date of the EGM. Shareholders should check the Company's website at www.solomon-worldwide.com or the website of the Stock Exchange at www.hkexnews.hk for further announcements and updates on the EGM arrangements.

10. As at the date of this notice, the executive Directors are Ms. Woo Lan Ying and Mr. Shang Ruisen, and the independent non-executive Directors are Ms. Leung Shuk Lan, Ms. Yuen Wai Man and Mr. Au Sui Keung Albert.