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INNOVAX HOLDINGS LIMITED

創陞控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2680)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Innovax Holdings Limited (the “**Company**”) will be held at Unit A to C, 20/F, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong on Thursday, 1 August 2019 at 2:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the Board and auditor for the year ended 28 February 2019.
- 2(i)(a). To re-elect Mr. Chung Chi Man as an executive Director.
- 2(i)(b). To re-elect Mr. Poon Siu Kuen, Calvin as an executive Director.
- 2(i)(c). To re-elect Mr. Lo Wai Kwan as an independent non-executive Director.
- 2(i)(d). To re-elect Dr. Wu Kwun Hing as an independent non-executive Director.
- 2(i)(e). To re-elect Mr. Choi Wai Ping as an independent non-executive Director.
- 2(i)(f). To re-elect Ms. Chan Ka Lai, Vanessa as an independent non-executive Director.
- 2(i)(g). To re-elect Mr. Cheung Kwok Kwan JP as an independent non-executive Director.
- 2(ii). To authorize the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix its remuneration.

and to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for the Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers whether during or after the end of the Relevant Period (as defined below) be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares allotted or agreed to be allotted by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, other than pursuant to a (i) rights issue, (ii) any scrip dividend scheme or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares or (iii) a specific authority granted by the Shareholders in general meeting, shall not exceed the aggregate of:
 - (A) 20% of the total number of Shares in issue as at the date of passing of this Resolution; and
 - (B) (if the Directors of the Company are so authorised by a separate ordinary resolution of the Shareholders) the aggregate number of Shares bought back by the Company (if any) under the general mandate to buy back Shares referred to in Resolution numbered 5 below,and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution numbered 4, “Relevant Period” means the period from the passing of the resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; and
 - (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.
- (d) for the purpose of this resolution numbered 4, “Shares” mean ordinary shares of the Company and “Shareholders” mean holders of the Shares.”

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back the Shares on The Stock Exchange of Hong Kong Limited, or on any other stock exchange on which the Shares may be listed (and which is recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose), be and is hereby generally and unconditionally approved;
- (b) the maximum number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) shall not exceed in aggregate 10% of the total number of the Shares in issue as at the date of passing of this Resolution and at such price or prices as may be determined by the Directors of the Company, provided the purchase price shall not be 5% or more than the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange, and otherwise in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution numbered 5, “Relevant Period” means the period from the passing of the resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; and
 - (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting; and
- (d) for the purpose of this resolution numbered 5, “Shares” mean ordinary shares of the Company and “Shareholders” mean holders of the Shares.”

6. **“THAT** conditional on the passing of Resolutions 4 and 5, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue, grant or otherwise deal with additional Shares in the Company pursuant to Resolution 4 be and is hereby extended by the addition thereto of the total number of Shares bought back by the Company under the general mandate granted pursuant to Resolution 5, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing of Resolutions 4 and 5.”

By Order of the Board
Innovax Holdings Limited
Chau Lok Yi
Company Secretary

Hong Kong, 28 June 2019

Notes:

1. In order to determine the eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 29 July 2019 to Thursday, 1 August 2019 (both dates inclusive). To qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or after Thursday, 11 July 2019: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong), no later than 4:30 p.m. on Friday, 26 July 2019.
2. Any member of the Company entitled to attend and vote at the above meeting (or any adjournment thereof) is entitled to appoint one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint registered holders of any shares in the Company, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the completed form of proxy together with any 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 Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or after Thursday, 11 July 2019: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) not less than 48 hours (i.e. Tuesday, 30 July 2019 at 2:00 p.m.) before the time appointed for holding the above meeting or adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM and any adjournment thereof if you so wish, and if such event, the form of proxy will be deemed to be revoked.
5. Shareholders are suggested to telephone the Company's hotline on (852) 2311 0322 for arrangements of the meeting in the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is hoisted on the day of the meeting.

As at the date of this announcement, Mr. Chung Chi Man as Chairman of the Company and executive director; Mr. Poon Siu Kuen, Calvin as chief executive officer and executive Director; Mr. Lo Wai Kwan, Dr. Wu Kwun Hing, Mr. Choi Wai Ping, Ms. Chan Ka Lai, Vanessa and Mr. Cheung Kwok Kwan JP as independent non-executive Directors.