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# JOYCE

## **JOYCE BOUTIQUE HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

Stock Code: 0647

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Joyce Boutique Holdings Limited (the “**Company**”) will be held at Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong on Thursday, 15 August 2019 at 11:30 a.m. (Hong Kong time) (or immediately after the annual general meeting of the Company, whichever is later) for the purposes of considering and, if thought fit, assuming the resolution to approve the Scheme (set out in the composite scheme document of which this notice forms part) has been duly passed at the meeting of the Scheme Shareholders as defined in the Scheme, passing the following resolutions of which Resolution 1 will be proposed as a special resolution and Resolution 2 will be proposed as ordinary resolution:

### **SPECIAL RESOLUTION**

**1. “THAT:**

- (a) for the purposes of giving effect to the scheme of arrangement dated 22 July 2019 (the “**Scheme**”), in the form of the print contained in the composite scheme document of which this notice forms part between the Company and the Scheme Shareholders (as defined in the Scheme), with any modifications thereof or additions thereto or subject to any conditions approved or imposed by the Court (as defined in the Scheme), any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares (as defined in the Scheme) be and is hereby approved; and

(b) any one of the directors of the Company (“**Director**”) be and is hereby authorised to do all acts and things as considered by him to be necessary or desirable in connection with the completion of the Scheme, including (without limitation) the giving or implementation of consent to any modifications of, or additions to, the Scheme, which the Court (as defined in the Scheme) may see fit to impose and to do all other acts and things as considered by him to be necessary or desirable in connection with the Reorganisation Proposal (as defined in the Scheme).”

## **ORDINARY RESOLUTION**

### **2. “THAT SUBJECT TO RESOLUTION 1 BEING APPROVED:**

(a) simultaneously with the cancellation of the Scheme Shares pursuant to paragraph (a) above, the Company will issue the one new share (the “**New Share**”) to Joyce Boutique Group Limited (“**Newco**”) and will apply part of the credit arising in its books of account as a result of the cancellation of the Scheme Shares referred to paragraph (a) above in paying up in full at par the one New Share;

(b) any one of the Directors be and is hereby authorised to do all acts and things as considered by him to be necessary or desirable in order to give effect to the transactions referred to 2.(a) above”

For and by order of the Board of  
**JOYCE BOUTIQUE HOLDINGS LIMITED**  
**Mr. Stephen T. H. Ng**  
*Chairman*

*Notes:*

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, in the event of a poll, to vote in his stead. A proxy needs not be a member of the Company. 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 office of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 11:30 a.m., on Tuesday, 13 August 2019 or in any case of any adjournment thereof, not less than 48 hours before the time fixed for the holding of such adjourned meeting.
- (b) Pursuant to Rule 13.39(4) of the Listing Rules, the Chairman of the Special General Meeting will put each of the above resolutions to be voted by way of a poll under Bye-law 67(i) of the Company's Bye-laws.
- (c) The Registers of Members of the Company will be closed from Monday, 12 August 2019 to Thursday, 15 August 2019, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to ascertain shareholders' right to attend and to vote at the Special General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 9 August 2019.
- (d) If a tropical cyclone warning signal No. 8 or above is in force at or after 9:30 a.m. on the date of the Special General Meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.irasia.com/listco/hk/joyce/index.htm](http://www.irasia.com/listco/hk/joyce/index.htm)) to notify Shareholders of the date, time and venue of the rescheduled meeting.
- (e) The translation into Chinese language of this document is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board of Directors of the Company comprises Mr. Stephen T. H. Ng, Ms. Doreen Y. F. Lee and Mr. Paul Y. C. Tsui, together with three Independent Non-executive Directors, namely Mr. Antonio Chan, Mr. Eric K. K. Lo and Mr. T. Y. Ng.*