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JOYCE

JOYCE BOUTIQUE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 0647

**NOTICE OF COURT MEETING
IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
2019: NO. 247
IN THE MATTER OF
JOYCE BOUTIQUE HOLDINGS LIMITED
AND
IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981
SCHEME OF ARRANGEMENT
Between
JOYCE BOUTIQUE HOLDINGS LIMITED
And
THE HOLDERS OF THE SCHEME SHARES**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) dated 16 July 2019 made in the above matters, the Court has directed a meeting (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme mentioned below) to be convened and held for the purpose of considering and, if thought fit, approving (with or without modifications) a scheme of arrangement (the “**Scheme**”) proposed to be made between Joyce Boutique Holdings Limited (the “**Company**”) and the Scheme Shareholders (as defined in the Scheme mentioned above) and that the Court Meeting 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 12:00 noon (Hong Kong time) at which all Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of the explanatory statement explaining the Scheme pursuant to section 100 of the Companies Act 1981 are incorporated in the composite scheme document of which this notice forms part. A copy of the composite scheme document can also be obtained by the Scheme Shareholders from the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A pink form of proxy for use at the Court Meeting is enclosed with the composite scheme document.

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding. In case of a Scheme Shareholder who is a corporation, it may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Court Meeting and exercise the same powers on its behalf as if it were an individual Scheme Shareholder of the Company.

It is requested that pink forms appointing proxies 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, by 12:00 noon on Tuesday, 13 August 2019, but if the forms are not so lodged they may be handed to the Chairman of the Court Meeting at the Court Meeting.

By the Order, the Court has appointed Mr. Stephen T. H. Ng, or failing him, any other director of the Company, to act as Chairman of the Court Meeting and has directed the Chairman to report the results of the Court Meeting to the Court.

The Scheme will be subject to the subsequent approval of the Court.

Dated: 22 July 2019

By order of the Court
Conyers Dill & Pearman
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda
Attorneys for the Company

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.