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Burwill Holdings Limited
寶威控股有限公司

(Provisional Liquidators Appointed)

(Incorporated in Bermuda with limited liability)

(Stock Code: 24)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Burwill Holdings Limited (Provisional Liquidators Appointed) (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 3:00 p.m. on Wednesday, 8 July 2020 to consider and thought fit, pass with or without amendments, the following resolution as a special resolution of the Company. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 17 June 2020, of which the notice convening the SGM forms part.

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon (i) the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation; and (ii) the compliance with the relevant procedures and requirements under the Listing Rules, the Bye-Laws, the Companies Act and all applicable laws to effect the Capital Reorganisation, with effect from the first business day immediately following the date on which the aforesaid conditions are fulfilled:
 - (a) the par value of each of the issued shares of HK\$0.10 each in the existing share capital of the Company be and is hereby reduced from HK\$0.10 each to HK\$0.0001 each by cancelling the capital paid-up thereon to the extent of HK\$0.0999 on each of the issued Existing Shares;
 - (b) subject to and forthwith upon the Capital Reduction taking effect, the entire amount standing to the credit of the share premium account of the Company be cancelled;
 - (c) the credit arising in the books of the Company from the Capital Reduction and the Share Premium Cancellation be transferred to the Contributed Surplus Account and the Provisional Liquidators or the Director(s) be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account to eliminate or to set off the accumulated losses of the Company as at the Effective Date and/or to eliminate or to set off the other accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the

Shareholders and/or to use the credit in such other manner as may be permitted under the Bye-Laws in effect from time to time and all applicable laws without any further authorisation from the Shareholders and all such actions in relation thereto be and are approved, ratified and confirmed; and

- (d) the Provisional Liquidators or the Director(s) be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation involving the Capital Reduction and the Share Premium Cancellation.”

For and on behalf of
Burwill Holdings Limited
(Provisional Liquidators Appointed)
So Man Chun
Jong Yat Kit
Joint and Several Provisional Liquidators
Acting as agents without personal liability

Hong Kong, 17 June 2020

Notes:

1. The register of members of the Company will be closed from Friday, 3 July 2020 to Wednesday, 8 July 2020, both days inclusive. No transfer of shares of the Company will be registered during that period. In order to qualify to attend and vote at the SGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company’s branch share register in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 2 July 2020.
2. A shareholder who is the holder of two or more shares and who is entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorised on its behalf.
4. A form of proxy for use at the Special General Meeting is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable but in any event by 3:00 p.m. on Monday, 6 July 2020 or not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and deposit of the form of proxy will not preclude a shareholder from attending and voting in person.
5. If two or more persons are 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
6. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the proposed resolution set out in this notice will be taken by a poll.
7. All times and dates specified herein refer to Hong Kong local times and dates.
8. As at the date of this notice, the Board comprises one non-executive Director, namely Mr. Huang Shenglan.