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HCMP No. 140/2021

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 140 OF 2021

IN THE MATTER OF

SHK HONG KONG INDUSTRIES LIMITED
新工投資有限公司

AND

IN THE MATTER OF
THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION

SCHEME OF ARRANGEMENT
Under Section 673 of the Companies Ordinance,
Chapter 622 of the Laws of the Hong Kong Special Administrative Region

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) dated 9th February, 2021 made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed that a meeting of the holders of Scheme Shares (as defined in the Scheme referred to below) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme**”) proposed to be made between Bright Clear Limited 晴輝有限公司, SHK Hong Kong Industries Limited 新工投資有限公司 (the “**Company**”) and the Scheme Shareholders (as defined in the Scheme) (the “**Meeting**”), and that the Meeting will be held at Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 12th March, 2021 at 10:00 a.m. (Hong Kong time).

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme required to be furnished pursuant to section 671 of the Companies Ordinance, are incorporated in the composite scheme document dated 11th February, 2021 (the “**Scheme Document**”) and sent to the shareholders of the Company, of which this notice forms part. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting between the hour of 10:00 a.m. and 4:00 p.m. on any

weekday (other than a Saturday, a Sunday or a public holiday in Hong Kong) prior to the day appointed for the said meeting (a) from the share registrar of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; and (b) at the office of the Company's legal adviser at 12th Floor, Prince's Building, 10 Chater Road, Central, Hong Kong. The Scheme Document is also available at www.ymi.com.hk.

In compliance with the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"), shares of the Company held by the Offeror and parties acting in concert (as defined in the Takeovers Code) with it may not be voted at the Meeting. Only shares of the Company held by holders of Scheme Shares (other than those held by the Offeror and parties acting in concert (as defined in the Takeovers Code) with it) (i.e. the Scheme Shareholders) are eligible for voting thereat.

Scheme Shareholders may vote in person at the 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** proxy form for use at the Meeting is enclosed with the Scheme Document.

It is requested that the form appointing proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof (in the case of a corporation either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), be duly posted to or left at the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting (i.e. on or before Wednesday, 10th March, 2021 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof, provided that no account is to be taken of any part of a day that is a public holiday. Proxy form sent electronically will not be accepted.

Completion and return of a proxy form will not preclude a Scheme Shareholder from attending and voting in person at the Meeting or any adjournment thereof. In the event that a Scheme Shareholder attends and votes at the Meeting or any adjournment thereof after having lodged his/her/its proxy form, his/her/its proxy form shall be deemed to be revoked by operation of law.

Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by authorised representative or by proxy, in respect of such share(s) of the Company as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting personally or by authorised representative or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share(s) of the Company shall alone be entitled to vote in respect thereof.

For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 9th March, 2021 to Friday, 12th March, 2021, both days inclusive, and during such period, no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar as stated above no later than 4:30 p.m. (Hong Kong time) on Monday, 8th March, 2021.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Meeting:

- (i) Compulsory body temperature checks will be conducted on every shareholder of the Company, proxy and other attendee at the entrance of the venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the venue and be asked to leave the venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue.
- (ii) Shareholders of the Company, proxies and other attendees that (a) have travelled, and have been in close contact with any person who has travelled from the mainland China, Macao and Taiwan at any time in the preceding 14 days, or from overseas at any time in the preceding 21 days (as per guidelines issued by the Hong Kong Government at www.chp.gov.hk); (b) are, and have been, in close contact with any person who is, subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into the Meeting venue and be asked to leave the Meeting venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue.
- (iii) All shareholders of the Company, proxies and other attendees are required to wear surgical face masks inside the venue at all times. Any person who does not comply with this requirement may be denied entry into the Meeting venue and be asked to leave the Meeting venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue. A safe distance between seats are also recommended.
- (iv) No refreshment will be served, and there will be no corporate souvenirs/gifts.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all shareholders of the Company that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. As an alternative to attending the Meeting in person, shareholders of the Company are encouraged to consider appointing the Chairman of the Meeting as their proxy to vote on the relevant resolution at the Meeting by submitting proxy form with voting instructions inserted.

By the same Order, the High Court has appointed Mr. Lee Wa Lun, Warren or, failing him, Mr. Wong Tai Chun, Mark or, failing him, any other available director of the Company, to act as Chairman of the Meeting and has directed the Chairman of the Meeting to report the result of it to the High Court.

If approved at the Meeting, the Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated this 11th day of February, 2021.

P.C. WOO & CO. Solicitors
12th Floor, Prince's Building
10 Chater Road, Central
Hong Kong
Solicitors to
SHK Hong Kong Industries Limited

As at the date of this notice, the composition of the board of directors of the Company is as follows: Mr. Warren Lee Wa Lun (Chairman) and Mr. Mark Wong Tai Chun are Executive Directors; Mr. Arthur George Dew is Non-Executive Director; and Mr. Albert Ho, Mr. Peter Lee Yip Wah and Mr. Louie Chun Kit are Independent Non-Executive Directors.

Please also refer to the published version of this notice in the South China Morning Post on 11th February, 2021.