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SHK 新工投資有限公司 Hong Kong Industries Limited

(Incorporated in Hong Kong with limited liability)
(Stock Code: 666)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of SHK Hong Kong Industries Limited (the “**Company**”) will be held at Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 12th March, 2021 at 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the meeting of the holders of Scheme Shares (as defined in the Scheme referred to below) convened at the direction of the High Court of the Hong Kong Special Administrative Region for the same place and day if such meeting concluded after 10:30 a.m.) for the purpose of considering and, if thought fit, passing with or without modification, the special resolution set out below:

SPECIAL RESOLUTION

1. “**THAT:**

- (a) the proposed scheme of arrangement dated 11th February, 2021 under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Scheme**”) between Bright Clear Limited (the “**Offeror**”), the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print contained in the composite scheme document dated Thursday, 11th February, 2021 (the “**Scheme Document**”) which has been produced to this Meeting, a print of which has for the purposes of identification been signed by the Chairman of this Meeting and marked “A”, with any modification of or addition to it, or any condition, as may be approved or imposed by the High Court (as defined in the Scheme), be and is hereby approved;
- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
 - (i) the issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);
 - (ii) subject to and forthwith upon such reduction of the issued share capital of the Company taking effect, the issued share capital of the Company be increased to its former amount by the issue to the Offeror, credited as fully

paid, of the same number of new shares in the capital of the Company as is equal to the number of Scheme Shares (as defined in the Scheme) cancelled and extinguished; and

- (iii) the Company shall apply the entire amount of the credit arising in its books of account as a result of its reduction of the issued share capital in paying up the new shares of the Company to be allotted and issued, credited as fully paid, to the Offeror, and the directors of the Company be and are hereby unconditionally authorised to allot and issue the same accordingly;
- (c) the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be withdrawn, subject to the Scheme taking effect; and
- (d) any one of the directors of the Company be and is hereby unconditionally authorised to do all acts and things and/or sign such documents as considered to be necessary, appropriate, desirable or expedient for or in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the shares of the Company on the Stock Exchange, subject to the Scheme taking effect; (ii) the reduction of the issued share capital of the Company; (iii) the allotment and issue of the shares of the Company referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the High Court (as defined in the Scheme) may see fit to impose and to do all other acts and things and/or sign such documents considered to be necessary for or desirable in connection with the implementation of the Scheme and in relation to the proposed privatisation of the Company by the Offeror by way of the Scheme as a whole.”

By Order of the Board
SHK Hong Kong Industries Limited
Lo Tai On
Company Secretary

Hong Kong, 11th February, 2021

Registered Office:

Room 1801, 18th Floor
Allied Kajima Building
138 Gloucester Road
Wanchai, Hong Kong

Notes:

1. *Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.*
2. *The resolution set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Hong Kong Code on Takeovers and Mergers and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.*

3. *A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.*
4. *Whether or not you intend to attend the Meeting in person, you are urged to complete and return the **white** proxy form in respect of the Meeting in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the proxy form, it will be deemed to have been revoked.*
5. *To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must 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, not less than 48 hours before the time fixed for holding the Meeting (i.e. on or before Wednesday, 10th March, 2021 at 10:30 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.*
6. *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.*
7. *For 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), during which period no transfer of share of the Company will be effected. In order for a shareholder of the Company to be eligible 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, Tricor Secretaries Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 8th March, 2021.*
8. *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.

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.