

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



美好發展集團

MH DEVELOPMENT

**MH Development Limited**

美好發展集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2662)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a extraordinary general meeting (the “**EGM**”) of MH Development Limited (the “**Company**”) will be held at Main Conference room, Basement 1/F., Building 28-29, 383 Zizhu Road, Pudong New District, Shanghai, China on Friday, 30 April 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as special or ordinary resolutions as the case may be. Unless the context otherwise requires, capitalised terms defined in the circular issued by the Company dated 29 March 2021 (the “**Circular**”) shall have the same meanings when used in this notice of extraordinary general meeting.

### **SPECIAL RESOLUTIONS**

1. “**THAT** subject to the fulfilment of all the conditions set out in the section headed “Conditions of the Capital Reorganisation” (the “**Conditions**”) in the Circular (a copy of which is tabled at the meeting and marked “A” and initialled by the Chairman for purpose of identification), with effect immediately following the date on which the Conditions are fulfilled:
  - (a) every 10 issued and unissued Existing Shares with par value of HK\$0.10 each be consolidated into 1 Consolidated Share with par value of HK\$1.00 each and fractional Consolidated Shares shall not be issued to the Shareholders but all such fractional Consolidated Shares be aggregated and, if possible, sold for the benefit of the Company (the “**Share Consolidation**”);

- (b) (i) the par value of each issued Consolidated Share with par value of HK\$1.00 each be reduced to HK\$0.10 each by the cancellation of the paid-up capital of the Company to the extent of HK\$0.90 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$1.00 to HK\$0.10 (the “**Capital Reduction**”); (ii) immediately following the Capital Reduction, each authorised but unissued Consolidated Share with par value of HK\$1.00 each be sub-divided into 10 New Shares with par value of HK\$0.10 each (the “**Share Subdivision**”) so that immediately following the Share Subdivision, the authorised share capital of the Company shall become HK\$300,000,000 divided into 3,000,000,000 New Shares; and (iii) the credits arising in the books of the Company from the Capital Reduction of approximately HK\$96,941,520 be credited to the distributable reserve account of the Company which will be utilised by the Company in any manner as the Board may deem fit and permitted under all applicable laws and the memorandum and articles of association of the Company;
- (c) the New Shares shall rank pari passu in all respects with each other and have such rights and subject to such restrictions as set out in the memorandum of association and articles of association of the Company; and
- (d) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Share Consolidation, the Capital Reduction and the Share Subdivision.”
2. “**THAT** subject to and conditional upon the passing of the resolutions set out as Resolution No.3 in the notice convening the EGM, the ruling letter of Whitewash Waiver (as defined in the Circular) granted by the Executive (as defined in the Circular) to the Subscriber be and is hereby approved and any one director of the Company be and is hereby authorised to do all such things and take all such action as he may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver (as defined in the Circular).”

### ORDINARY RESOLUTIONS

3. “**THAT**
- (a) subject to and conditional upon the fulfilment of the conditions in the subscription agreement (the “**Subscription Agreement**”) dated 22 February 2021 entered into between the Company as issuer and Runjing Holdings Limited (the “**Subscriber**”) as subscriber in relation to the proposed subscription of 218,689,624 New Shares of HK\$0.10 each (each a “**Subscription Share**”, and collectively, the “**Subscription Shares**”) at the price of HK\$0.183 per Subscription Share (a copy

of the Subscription Agreement is marked “B” and signed by the chairman of the EGM for identification purpose has been tabled at the meeting), the form and substance of the Subscription Agreement be and is hereby approved, ratified and confirmed and any one director of the Company (“**Director**”) be and is hereby authorised to approve any changes and amendments thereto as he/she may consider necessary, desirable or appropriate;

- (b) subject to the fulfillment of the conditions of the Subscription Agreement, any one Director be and is hereby authorised to exercise all the powers of the Company and to take all steps as might in their opinion be desirable or necessary in connection with the Subscription Agreement to, including without limitation, allot and issue the Subscription Shares;
- (c) all other transactions contemplated under the Subscription Agreement be and are hereby approved and any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement, the allotment and issue of the Subscription Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the such Director, in the interests of the Company and its shareholders as a whole;
- (d) subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares; (ii) the passing of the ordinary resolution no.3(a), (b) and (c) as set out in the notice convening EGM, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Subscription Agreement be and is hereby confirmed and approved.”

Yours faithfully,  
By order of the Board  
**MH Development Limited**  
**Liu Hui**  
*Executive Director*

Hong Kong, 29 March 2021

*Notes:*

1. A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a shareholder of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the office of Boardroom Share Registrars (HK) Limited on 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. In view of the current development of COVID-19, the Company will implement the following preventive measures at the EGM, including:
  - compulsory wearing of appropriate face masks for all participants; and
  - no distribution of corporate gifts or refreshments.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the venue of the EGM. The Company also encourages its shareholders to consider appointing the chairman of the meeting as its/his/her proxy to vote on the relevant resolutions at the EGM as an alternative to attending the meeting in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Ms. Liu Hui, Mr. Guo Ben and Mr. Shen Yang as the executive Directors and Mr. Ross Yu Limjoco and Mr. Zheng Yilei as the independent non-executive Directors.*