

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.



HKC (HOLDINGS) LIMITED
香港建設(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 190)

(website: www.hkcholdings.com)

IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT

2021: No. 85

IN THE MATTER OF
HKC (HOLDINGS) LIMITED

AND

IN THE MATTER OF SECTION 99 OF
THE COMPANIES ACT 1981 OF BERMUDA
SCHEME OF ARRANGEMENT

BETWEEN

HKC (HOLDINGS) LIMITED

AND

THE SCHEME SHAREHOLDERS

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 25 March 2021 (the “**Order**”), made in the above matter, the Supreme Court of Bermuda (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 modification) a scheme of arrangement (the “**Scheme**”) proposed to be made between HKC (Holdings) Limited (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held at Lower Level 1, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 23 April 2021 at 10:00 a.m. (Hong Kong time) at which all Scheme Shareholders are invited to attend.

* *For identification purposes only*

The Scheme and the explanatory statement required by section 100 of the Companies Act 1981 of Bermuda (as amended) are part of the composite scheme document, which also includes this notice and other information, a copy of which are incorporated in the document of which this Notice forms part and can be obtained by Scheme Shareholders from the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited.

Scheme Shareholders may vote in person or by proxy at the Court Meeting. If in person, they may appoint another person (who must be an individual), whether a member of the Company or not, as their proxy to attend, speak and vote in their stead. A proxy need not be a member of the Company but must attend the meeting. A **PINK** form of proxy for use at the Court Meeting is enclosed with the composite scheme document. Completion and return of a form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the meeting, or any adjournment thereof.

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 the case of a Scheme Shareholder which is a corporation, the Scheme Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the Court Meeting and exercise the same powers on behalf of the corporate Scheme Shareholder as if the corporate Scheme Shareholder was an individual Scheme Shareholder of the Company.

PINK forms appointing proxies (together with any power of attorney or other authority under which they are signed) should be lodged with the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 10:00 a.m. on 21 April 2021, but if the **PINK** forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting who has absolute discretion whether or not to accept them.

By the Order, the Court has appointed Mr. LEUNG Wing Sum, Samuel, an executive director of the Company, or, failing him, Mr. Albert Thomas DA ROSA, Junior, an independent non-executive director of the Company, or, failing that, 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 is subject to the subsequent sanction of the Court.

Dated: 1 April 2021

By order of the Court
Appleby (Bermuda) Ltd
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda
Attorneys to the Company

As at the date of this announcement, the Board comprises seven Directors, of which Mr. OEI Kang, Eric, Mr. LEE Shiu Yee, Daniel, Mr. WONG Jake Leong, Sammy and Mr. LEUNG Wing Sum, Samuel are Executive Directors; and Mr. CHENG Yuk Wo, Mr. Albert Thomas DA ROSA, Junior and Mr. VOON Hian-fook, David are Independent Non-executive Directors.

Notes:

1. The health of the shareholders of the Company (the “**Shareholders**”), staff and stakeholders is of paramount importance to us. With a view to preventing and controlling the spread of the Coronavirus Disease 2019 (“**COVID-19**”), the Company will implement the following precautionary measures at the Court Meeting to protect attending Shareholders, staff and stakeholders from the risk of infection:
 - (i) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.3 degrees Celsius may be denied entry into the meeting venue or be required 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;
 - (ii) each attendee is required to wear a surgical face mask properly throughout the meeting and inside the meeting venue, and seating in the venue will also be arranged so as to allow for appropriate social distancing;
 - (iii) no refreshment will be served, and there will be no corporate gift; and
 - (iv) each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Court Meeting and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required 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.

2. 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 meeting venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue to the extent practicable. In view of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (as amended, supplemented and/or modified from time to time) and the requirements for social distancing to ensure the health and safety of attendees, there will be limited capacity for Shareholders to attend the Court Meeting and only Shareholders and/or their proxies and relevant Court Meeting staff will be allowed entry into Court Meeting venue and the attending Shareholders (or their proxies) will be admitted to the main conference room at the venue on a “first-come-first-served” basis, whereas other attending Shareholders (or their proxies) will be accommodated in other room(s) at the venue after the main conference room is fully occupied. The Company may limit the number of attendees at the Court Meeting as may be necessary to avoid overcrowding.

In addition, the Company reminds all Scheme Shareholders that physical attendance in person at the Court Meeting is not necessary for the purpose of exercising voting rights. Scheme Shareholders may appoint the chairman of the Court Meeting as their proxy to vote on the relevant resolution(s) instead of attending the meetings in person by completing and return the forms of proxy enclosed with this Scheme Document.