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**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](http://www.hkcholdings.com))*

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of HKC (Holdings) Limited (the “**Company**”) will be held at Lower Level 1, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 23 April 2021 at 10:30 a.m. (Hong Kong time) or immediately after the conclusion or adjournment of the court meeting (the “**Court Meeting**”) of the register holders (the “**Scheme Shareholder**”) of the share capital of the Company (other than those held by Genesis Ventures Limited (the “**Offeror**”), Creator Holdings Limited and Genesis Capital Group Limited) (the “**Scheme Shares**”) convened at the direction of the Supreme Court of Bermuda (the “**Court**”) for the same place and day, whichever is later, for the purposes of considering and, if thought fit, passing with or without modification, the following resolution as a special resolution:

**SPECIAL RESOLUTION**

“**THAT** for the purposes of giving effect to the scheme of arrangement (the “**Scheme**”) between the Company and the Scheme Shareholders as set out in the composite scheme document dated 1 April 2021 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting:

- (a) on the Effective Date (as defined in the Scheme), the issued share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (the “**Capital Reduction**”);
- (b) immediately after the Capital Reduction, the issued share capital of the Company be increased to the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by applying the credit amount arising in the books of account of

\* For identification purposes only

the Company as a result of the aforesaid reduction of issued share capital of the Company in paying up in full at par such number of new Shares (credited as full paid) as is equal to the number of the Scheme Shares cancelled and extinguished as aforesaid, to be allotted and issued to the Offeror;

- (c) subject to the Scheme taking effect, the withdrawal of listing of the shares of the Company on The Stock Exchange of Hong Kong Limited be approved, and any one director of the Company be authorised to make application to The Stock Exchange of Hong Kong Limited in respect of such withdrawal; and
- (d) any one of the directors of the Company be and is hereby authorised to do all acts and things as considered by him to be necessary or desirable in connection with the implementation and completion of the Scheme, including, without limitation, the giving or implementation of consent to any modifications of, or additions to, the Scheme, which the Court may see fit to impose and to do all other acts and things as considered by him to be necessary or desirable in connection with the Scheme or in order to give effect to the transactions referred to above.”

By Order of the Board of  
**HKC (Holdings) Limited**  
**LEUNG Wing Sum, Samuel**  
*Executive Director*

Hong Kong, 1 April 2021

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business in Hong Kong:*  
9/F., Tower 1  
South Seas Centre  
75 Mody Road  
Tsimshatsui East  
Kowloon  
Hong Kong

*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. For the purpose of determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 20 April 2021 to Friday, 23 April 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 SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer agent 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 by no later than 4:30 p.m. on Monday, 19 April, 2021.

2. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at 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, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Where there are joint holders of any share of the Company, any one of such persons may vote at the SGM either in person or by proxy, in respect of such share of the Company as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM in person or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of such joint holding.
5. A form of proxy for use in connection with the SGM is enclosed.
6. 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 SGM 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 SGM 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.

7. 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 SGM and only Shareholders and/or their proxies and relevant SGM staff will be allowed entry into the SGM 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 SGM as may be necessary to avoid overcrowding.

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

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