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Nature Home Holding Company Limited

大自然家居控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2083)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Nature Home Holding Company Limited (the “**Company**”) will be held at Thornton Room & Huthart Room I, 3/F, South Tower, The Salisbury — YMCA of Hong Kong, 41 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 6 October 2021, at 12:00 noon (Hong Kong time) (or immediately after the conclusion or the adjournment of the Court Meeting (as defined in the Scheme referred to in resolution 1(a) below)) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) pursuant to the scheme of arrangement (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands be and is hereby approved; and
- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme), the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme).”

ORDINARY RESOLUTIONS

2. “**THAT:**

- (a) subject to and forthwith upon such reduction of capital referred to in resolution 1(b) taking effect, the share capital of the Company will be increased to its former amount by the issuance at par to New Modern Home Limited (新現代家居有限公司), credited as fully paid, of the aggregate number of Shares (as defined in the Scheme) as is equal to the number of Scheme Shares cancelled and extinguished;
- (b) the reserve created in the Company’s books of account as a result of the capital reduction will be applied in paying up in full at par the new Shares so issued, credited as fully paid, to New Modern Home Limited (新現代家居有限公司), and the directors of the Company be and are hereby authorised to allot and issue the same accordingly;
- (c) any one of the directors of the Company be and is hereby authorised to do all such acts and things considered by him to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme or the reduction of capital, which the Grand Court of the Cayman Islands may see fit to impose; and
- (d) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

3. “**THAT** the Rollover Arrangement (as defined in the Scheme, and being a special deal under Rule 25 of the Takeovers Code), the terms thereof and all the transactions contemplated or arising thereunder, be and are hereby approved, confirmed and ratified.”

By order of the board
Nature Home Holding Company Limited
大自然家居控股有限公司
Lai Kwok Keung
Company Secretary

Hong Kong, 14 September 2021

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Suite 2601, 26/F
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Tsim Sha Tsui, Kowloon
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Notes:

- (1) Only the Independent Shareholders (as defined in the Scheme) will be entitled to vote on the abovementioned resolution 3.
- (2) A member entitled to attend and vote at the EGM is entitled to appoint one, and if such member is the holder of two or more Shares, more than one proxy to attend and vote instead of him. A proxy needs not be a member of the Company, but must attend the EGM in person to represent him. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation will be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
- (3) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing (or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same). In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it will be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- (4) A **white** form of proxy for use at the EGM (or any adjournment thereof) is enclosed with the composite scheme document containing the Scheme dated 14 September 2021 despatched to, among others, holders of Shares (the “**Shareholders**”).
- (5) In order to be valid, the **white** form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be lodged with the Company’s Hong Kong branch share registrar, being Computershare Hong Kong Investor Services Limited (at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong), not less than 48 hours (i.e. Monday, 4 October 2021 at 12:00 noon (Hong Kong time)) before the time for holding the EGM or any adjournment thereof failing which the **white** form of proxy will not be valid. Completion and return of the **white** form of proxy will not preclude a Shareholder from attending the EGM and voting in person if he so wishes. In the event that a Shareholder attends and votes at the EGM after having lodged his **white** form of proxy, his **white** form of proxy will be deemed to have been revoked by operation of law.
- (6) In the case of joint holders of Shares, 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 in respect of the relevant joint holding.

- (7) A dial-in will be available to allow attendees of the EGM to attend the meeting by telephone. Qualifying Shareholders who wish to attend the EGM by telephone should contact the company secretary of the Company at (852) 2858 6786 or EGM2021@nature-cn.cn for registration by no later than 4:00 p.m. on Monday, 4 October 2021. Please note that **no Voting will be permitted by way of the telephone dial-in** and any person entitled to and seeking to vote at the EGM must either attend and vote in person at the meeting or appoint a proxy to vote on his behalf.
- (8) Voting at the EGM will be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Takeovers and Mergers.
- (9) The Register will be closed from Thursday, 30 September 2021 to Wednesday, 6 October 2021 (both days inclusive) for determining Shareholders' entitlement to attend and vote at the EGM, and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, being Computershare Hong Kong Investor Services Limited (at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong), not later than 4:30 p.m. on Wednesday, 29 September 2021.
- (10) In the event that a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Wednesday, 6 October 2021, the EGM will be adjourned to Thursday, 7 October 2021 at 12:00 noon (or immediately after the Court Meeting has concluded or adjourned), or at a time on an alternative day to be announced that falls within fourteen days of the original date scheduled for the EGM. The Company will post an announcement on the respective websites of the Stock Exchange and the Company (<http://www.nature-home.com.hk/>) to notify the Shareholders of the date, time and venue of the rescheduled meeting. The EGM will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force.

You should make your own decision as to whether you would attend the EGM under bad weather conditions, bearing in mind your own situation and if you should choose to do so, you are advised to exercise care and caution.

- (11) Please refer to the section headed "Actions to be taken" of the composite scheme document dated 14 September 2021 for precautionary measures being implemented by the Company in order to prevent and control the spread of the novel coronavirus (COVID-19) and to ensure the health and safety of all attendees at the EGM, including: (i) compulsory body temperature checks; (ii) compulsory wearing of surgical face masks for each attendee; and (iii) no food or drinks will be served.

Any person who does not comply with the precautionary measures taken by the Company or is subject to any Hong Kong Government prescribed quarantine may be denied entry into and/or may be required to leave the venue of the EGM.

The Company would like to further remind the shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders are encouraged to consider appointing the chairman of the EGM as its proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

Subject to the development of the COVID-19 situation and any directives that may be further issued by the Hong Kong Government, the Company may implement and/or adjust precautionary measures for the EGM at short notice as the public health situation changes, and may issue further announcements on such measures as and when appropriate. In any event, Shareholders will not be deprived of their right of voting on the resolutions to be proposed at the EGM.

As at the date of this notice, the board of directors of the Company comprises Mr. SE Hok Pan, Ms. UN Son I and Mr. SHE Jian Bin as executive directors; Mr. TEOH Chun Ming and Mr. LIANG Zhihua as non-executive directors; Professor LI Kwok Cheung, Arthur, Mr. CHAN Siu Wing, Raymond and Mr. HO King Fung, Eric as independent non-executive directors.