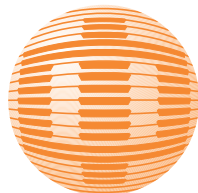


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KANTONE HOLDINGS LIMITED

看通集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1059)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Kantone Holdings Limited (the “**Company**”) will be held at Room 3601, Level 36, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 30 December 2021 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and independent auditor of the Company for the year ended 30 June 2021.
2.
 - (i) To re-elect Mr. Liu Ka Lim as a non-executive Director;
 - (ii) To re-elect Ms. Chung Sau Wai Ada as an independent non-executive Director;
 - (iii) To elect Mr. Ip Wai Lun William as independent non-executive Director;
 - (iv) Subject to the AGM taking place on or after the date of despatch of the composite offer and response document in relation to the mandatory general offer made by Kingston Securities Limited for and on behalf of Innovative City Investments Limited (the “**Offeror**”) to acquire all the issued shares of the Company (other than those already owned and/or to be acquired by the Offeror and parties acting in concert with it) (the “**Offer**”), to elect Mr. Chan Koon Wa as executive Director and chairman of the board of Directors of the Company;
 - (v) Subject to the AGM taking place before the first closing date of the Offer, to re-elect Mr. Clayton Ip as an independent non-executive Director;
 - (vi) Subject to the AGM taking place before the first closing date of the Offer, to re-elect Mr. Wu Yunjing as an executive Director; and
 - (vii) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Moore Stephens CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

ORDINARY RESOLUTIONS

As special business, to consider and, if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”), to grant rights to subscribe for or convert any securities (including bonds, warrants, debentures, notes) into Shares and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the grant or exercise of options under any share option scheme of the Company;
 - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into Shares; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time,

shall not exceed 20% of the total number of the issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be allotted and issued under the mandate in paragraph (a) of this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy back its own Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be bought back under the mandate in paragraph (a) of this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of resolutions numbered 4 and 5 as set out in the notice convening the AGM (the “**Notice**”), the general mandate referred to in the resolution numbered 4 as set out in the Notice be and is hereby extended by the addition to the total number of Shares which may be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of the Shares bought back by the Company pursuant to the general mandate referred to in the resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution.”

By Order of the Board
Kantone Holdings Limited
Wong Man Winny
Chairperson

Hong Kong, 30 November 2021

Registered office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and principal place of business in Hong Kong:

Unit 4215, 42nd Floor

Hong Kong Plaza

No. 188 Connaught Road West

Hong Kong

Notes:

- (i) The register of members of the Company will be closed from Friday, 24 December 2021 to Thursday, 30 December 2021 (both days inclusive) for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the AGM (or at any adjournment thereof). During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM (or at any adjournment thereof), all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 23 December 2021.
- (ii) A member entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint one proxy or, if he/she/it is a holder of two or more Shares, may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
- (iii) Where there are joint holders of any Share, any one of such joint holder may vote at the AGM (or at any adjournment thereof), either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the AGM (or at any adjournment thereof) personally or by proxy, that the vote of the senior holder 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 of the Company in respect of the joint holding.
- (iv) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the AGM (i.e. at or before 4:00 p.m., on Tuesday, 28 December 2021 (Hong Kong time)) or any adjournment thereof (as the case may be).
- (v) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if he/she/it so desires. If a member of the Company attends the AGM after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.

As at the date of this notice, the executive Directors are Ms. Wong Man Winny and Mr. Wu Yunjing; the non-executive Directors are Mr. Liu Ka Lim and Ms. To Yin Fong Cecilica; and the independent non-executive Directors are Mr. Leung Man Fai, Ms. Chung Sau Wai Ada and Mr. Clayton Ip.