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**APEX ACE**  
**APEX ACE HOLDING LIMITED**  
**光麗科技控股有限公司\***  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6036)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Apex Ace Holding Limited (the “**Company**”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 11:00 a.m. on Friday, 28 January 2022 to consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the sale and purchase agreement dated 21 October 2021 (as supplemented on 25 November 2021) entered into among the Purchaser, the Vendor and the Company in relation to the acquisition of the Target Property (the “**Agreement**”) at the consideration of HK\$30.0 million to be satisfied in full by the issue of PSCS and the Convertible Bond, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the grant of the specific mandate for the allotment and issue of the Conversion Shares and the CB Conversion Shares upon the exercise of the Conversion Rights attached to the PSCS and the CB Conversion Rights attached to the Convertible Bond be and is hereby approved, confirmed and ratified; and

\* *For identification purpose only*

- (c) any one Director be and is hereby authorised to do all such acts and things and execute all such documents (to affix the common seal thereon, if necessary) which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement and the transaction contemplated thereunder including the issue of the PSCS and the Convertible Bond to the Vendor.”

Your faithfully,  
By order of the Board  
**Apex Ace Holding Limited**  
**Lee Bing Kwong**

*Executive Director, Chairman and Chief Executive Officer*

Hong Kong, 13 January 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company. In view of the COVID-19 pandemic, shareholders are strongly encouraged to appoint the chairman of the EGM as proxy to attend and vote on his behalf at the EGM or any adjourned meeting.
2. 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 seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Hong Kong branch registrar and transfer office of the Company, Union Registrar Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. The register of members of the Company will be closed from Tuesday, 25 January 2022 to Friday, 28 January 2022, both dates inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrar Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, Hong Kong for registration no later than 4:00 p.m. on Monday, 24 January 2022.
7. A form of proxy for use by shareholders of the Company at the EGM is enclosed in this circular.

*As at the date of this notice, the executive Directors are Mr. Lee Bing Kwong (Chairman and Chief Executive Officer), Mr. Lo Yuen Kin and Ms. Lo Yuen Lai; and the independent non-executive Directors are Mr. Cheung Siu Kui, Mr. Yim Kwok Man and Dr. Chow Terence.*