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S.A.S. Dragon Holdings Limited

(incorporated in Bermuda with limited liability)

(Stock Code: 1184)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of S.A.S. Dragon Holdings Limited (the “**Company**”) will be held at 20/F., S.A.S. Tower, 55 Lei Muk Road, Kwai Chung, New Territories, Hong Kong on 1 March 2022 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

“THAT,

- (a) the Conditional Master Agreement and the Caps, each as defined and described in the circular of the Company dated 14 February 2022 (the “**Circular**”) (a copy of the Conditional Master Agreement marked “A” together with a copy of the Circular marked “B” being tabled before the meeting and initialled by the chairman of the meeting for identification purpose), and all Continuing Connected Transactions (as defined in the Circular) contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed;
- (b) all Continuing Connected Transactions (as defined in the Circular) negotiated, performed or carried out during the period between 1 January 2022 and the date of this meeting be approved, ratified and confirmed; and

- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Conditional Master Agreement, the Caps and the Continuing Connected Transaction contemplated thereunder and to agree to any amendment to any of the terms of Conditional Master Agreement which in the opinion of the Director(s) is/are in the interests of the Company and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (where relevant).”

By Order of the Board
S.A.S. Dragon Holdings Limited
Dr. Yim Yuk Lun, Stanley BBS JP
Chairman and Managing Director

Hong Kong, 14 February 2022

Notes:

1. The ordinary resolutions to be considered at the meeting will be decided by poll. On voting by poll, each member shall have one vote for each share held in the Company.
2. A member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
3. A form of proxy for use at the special general meeting is enclosed herewith.
4. The instrument appointing a proxy shall 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 seal or under the hand of an officer, attorney or other person authorized to sign the same.
5. 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 lodged at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case maybe) and in default thereof the proxy form and such power or authority shall not be treated as valid.
6. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. Where there are joint holders of any share of the Company, any one of such joint holders may vote at any meeting, either in person 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 meeting 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 the Company in respect of the joint holding.

8. As at the date hereof, the Board comprises five executive directors are Dr. Yim Yuk Lun, Stanley BBS JP, Mr. Wong Sui Chuen, Mr. Yim Tsz Kit, Jacky, Mr. Wong Wai Tai and Mr. Tsui Chi Wing, Eric and four independent non-executive directors are Mr. Wong Tak Yuen, Adrian, Mr. Liu Chun Ning, Wilfred, Mr. Cheung Chi Kwan and Mr. Wong Wai Kin.