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AKM Industrial Company Limited

安捷利實業有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 1639)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of AKM Industrial Company Limited (the “**Company**”) will be held at Rooms 2708-11, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 22 June 2022 at 10:30 a.m. (Hong Kong time) (or if later, on the same day and at the same place immediately after the meeting of the holders of Scheme Shares (as defined in the Scheme referred to below) convened at the direction of the High Court of the Hong Kong Special Administrative Region (the “**Court**”) for the same place and day (the “**Court Meeting**”) shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modification, the special resolution and the ordinary resolution set out below:

SPECIAL RESOLUTION

1. “**THAT AS A SPECIAL RESOLUTION:**

- (a) the proposed scheme of arrangement dated 31 May 2022 (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print contained in the composite scheme document dated 31 May 2022 (the “**Scheme Document**”), which has been produced to this Meeting and for the purposes of identification signed by the chairman of this Meeting, with any modification of or addition to it, or any condition, as may be approved or imposed by the Court, be and is hereby approved;
- (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 be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme) in issue on the Scheme Record Date (as defined in the Scheme); and

- (c) the directors of the Company (“**Directors**”) be and are hereby unconditionally authorised to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital pursuant to the Scheme, including (without limitation) the giving of consent, on behalf of the Company, to any modification of or addition to, the Scheme or the reduction of capital, which the Court may see fit to impose.”

ORDINARY RESOLUTION

2. “**THAT AS AN ORDINARY RESOLUTION:**

- (a) subject to and forthwith upon the reduction of capital referred to in resolution 1(b) above taking effect, the share capital of the Company be restored to its former amount by the issue of 61,395,000 new shares of the Company to Alpha Luck Industrial Limited and 922,942,500 new shares of the Company to 安捷利美維電子(廈門)有限責任公司 (AKM Meadville Electronics (Xiamen) Co., Ltd.*) (collectively the “**Joint Offerors**”) by the Company (all credited as fully-paid by applying the reserve created as a result of such cancellation, extinguishment and reduction) which, in aggregate, are equal to the number of the Scheme Shares cancelled and extinguished;
- (b) the Company shall apply the credit arising in its books of account as a result of the reduction of capital in paying up in full the new shares of the Company to be allotted and issued, credited as fully paid, to the Joint Offerors, and the Directors be and are hereby unconditionally authorised to allot and issue the same accordingly;
- (c) the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be withdrawn, subject to the Scheme taking effect; and
- (d) the Directors be and are hereby unconditionally authorised to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the proposed privatisation of the Company by the Joint Offerors by way of the Scheme as a whole, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the shares of the Company on the Stock Exchange, subject to the Scheme taking effect; and (ii) the allotment and issue of the new shares of the Company referred to in paragraph (a) above.”

By Order of the Board
AKM Industrial Company Limited
Hung Ching Yuen
Company Secretary

Hong Kong, 31 May 2022

* *For identification purposes only*

Registered office:

Rooms 2708-11, 27th Floor
West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Principal place of business in China:

63 Huan Shi Road South
Information Technology Park
Nansha District
Guangzhou City
The People's Republic of China

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
2. The resolutions set out in this notice will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the Hong Kong Code on Takeovers and Mergers and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
3. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A member who is the holder of two or more shares of the Company ("**Shares**") may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting provided that if more than one proxy is so appointed the appointment shall specify the number of Shares in respect of each such proxy is so appointed. A proxy need not be a member of the Company.
4. The form of proxy must be signed by a member or the attorney of the member duly authorised in writing or, in the case of a corporation, must be signed either under its common seal or under the hand or an officer or attorney so authorised.
5. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the **white** proxy form in respect of the Meeting in accordance with the instructions printed thereon. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. To be valid, the proxy form must be delivered to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the Meeting (i.e. on or before Monday, 20 June 2022 at 10:30 a.m. (Hong Kong time)) or adjourned meeting thereof.

7. Where there are joint registered holders of any Share(s), any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share(s) as if he/she/it was solely entitled thereto; but if more than one of such joint registered 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 in respect of such Share(s) shall alone be entitled to vote in respect thereof.
8. To ascertain shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company 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 no later than 4:30 p.m. (Hong Kong time) on Thursday, 16 June 2022.
9. In order to facilitate the prevention and control of the spread of the novel coronavirus disease (COVID-19) and to safeguard the health and safety of the shareholders of the Company, the Company encourages its shareholders to consider appointing the chairman of the Meeting as his/her/its proxy to vote on the relevant resolutions at the Meeting as an alternative to attending the Meeting in person. Shareholders are reminded to indicate his/her/its voting instructions on the proxy form.
10. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above or post-super typhoon extreme conditions in force at or after 8:00 a.m. on Wednesday, 22 June 2022 and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on Wednesday, 22 June 2022 that any of the above mentioned warnings is to be issued within the next two hours, the Meeting shall automatically be postponed to the next Business Day (as defined in the Scheme) on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted and no post-super typhoon extreme conditions are in force between the hours from 8:00 a.m. to 10:00 a.m. and in such case the Meeting shall be held at 10:30 a.m. on that Business Day (or if later, on the same day and at the same place immediately after the Court Meeting shall have been concluded or adjourned) at Rooms 2708-11, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. For the avoidance of doubt, the Meeting will be held as scheduled even when a tropical cyclone warning signal number 3 or below is hoisted or an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether to attend the Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.
11. In case of any inconsistency, the English version of this notice shall prevail.

As at the date of this notice, the board of directors of the Company comprises:

- *Executive Director*
Mr Xiong Zheng Feng (Chairman and Executive Director)
- *Non-executive Directors*
Mr Gao Xiaoguang, Mr Jia Junan, Mr Wang Chunsheng, Ms Zhang Xiaoming and Mr Liu Jianzhe; and
- *Independent Non-executive Directors*
Mr Hung Chi Yuen Andrew, Mr Cui Zheng and Mr Zhang Guo Qi