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New Century Group Hong Kong Limited
新世紀集團香港有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 234)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of New Century Group Hong Kong Limited (the “Company”) will be held at Forum Boardroom and Room II, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 21 September 2022 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2022;
2. To re-elect the following retiring directors of the Company:
 - (a) Mr. Ng Wee Keat as an executive director;
 - (b) Ms. Sio Ion Kuan as an executive director; and
 - (c) Ms. Lilian Ng as an executive director;
3. To authorise the board of directors of the Company (the “Board”) to determine the directors’ remuneration;
4. To re-appoint the auditor of the Company and to authorise the Board to fix its remuneration;

* *For identification purpose only*

As special business, to consider and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5A. **“THAT:**

- (i) subject to paragraph 5A(iii) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph 5A(i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital 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 5A(i) above, otherwise than pursuant to a Rights Issue (as defined below) or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (c) the revocation or variation of this resolution 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 on the register of members of the Company on fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to and restrictions or obligations under the laws of or the requirements of an recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5B. **“THAT:**

- (i) subject to paragraph 5B(ii) below, the exercise by the Directors during the Relevant Period (as defined in resolution 5A(iv) above) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognised, for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved; and
 - (ii) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph 5B(i) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly.”
6. **“THAT** conditional upon resolutions 5A and 5B set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the power of the Company to allot, issue and deal with additional shares pursuant to resolution 5A above be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 5B above, provided that such an amount shall not exceed 10 per cent. of the aggregate nominal amount of the total issued share capital of the Company as at the date of passing this resolution.”
7. **“THAT** the maximum number of the Directors at twelve (12) be and is hereby approved and confirmed.”
8. **“THAT** the Board be and is hereby authorised to appoint additional Directors at its discretion up to the maximum number determined in resolution numbered 7 set out in the notice convening the Annual General Meeting.”

As special business, to consider and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

9. “**THAT** the amended and restated bye-laws of the Company (incorporating the proposed amendments to the existing bye-laws of the Company, the details of which are set out in Appendix III to the circular of the Company dated 26 July 2022 (the “New Bye-laws”)), a copy of which has been tabled at the meeting marked “A” and signed by the chairman of this meeting for identification purpose, be and is hereby adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect after the close of this meeting, and any director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the adoption of the New Bye-laws.”

By order of the Board
New Century Group Hong Kong Limited
Ng Suet Yi
Company Secretary

Hong Kong, 26 July 2022

Head Office and Principal Place of Business in Hong Kong:
Unit 3808, 38th Floor
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 16 September 2022 to Wednesday, 21 September 2022, both days inclusive, during which period, no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022), for registration not later than 4:30 p.m. on Thursday, 15 September 2022.
2. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. 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 shall 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 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 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 shall 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. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the proxy form will be completed and returned before 15 August 2022) or 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the proxy form will be completed and returned on or after 15 August 2022) not less than forty-eight (48) hours (i.e. not later than 10:00 a.m. on Monday, 19 September 2022 (Hong Kong Time)) before the time appointed for holding the meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company 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.
6. Where there are joint holders of any share, any one of such joint holders may vote, 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 any 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 members of the Company in respect of the joint holding.

7. In view of the ongoing COVID-19 pandemic and the requirements for prevention and control of its spread, the Company will implement additional precautionary measures at the Annual General Meeting including, without limitation:
- compulsory body temperature checks;
 - compulsory wearing of surgical face masks;
 - no serving of refreshments and no distribution of corporate gifts; and
 - appropriate distancing and spacing in line with the guidance from the Government of the Hong Kong Special Administrative Region will be maintained.
8. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages members of the Company NOT to attend the Annual General Meeting in person, and advises members of the Company to appoint the chairman of the Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the Annual General Meeting in person.

As at the date of this notice, the Board comprises Mr. Ng Wee Keat (Chairman), Ms. Sio Ion Kuan (Deputy Chairman), Ms. Ng Siew Lang, Linda (Chief Operating Officer), Ms. Lilian Ng and Ms. Chen Ka Chee as executive directors and Mr. Cheung Chun Kwok, Mr. Kwan Kai Kin, Kenneth and Mr. Ho Yau Ming as independent non-executive directors.