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Tat Hong Equipment Service Co., Ltd.
達豐設備服務有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2153)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 Annual General Meeting of Tat Hong Equipment Service Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 28 September 2022 at Room 601, Building 8, PortMix, No. 2377 Shenkun Road, Minhang District, Shanghai, the PRC for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors of the Company and Auditors for the year ended 31 March 2022.
2. To declare a final dividend of HK\$1.6 cents per ordinary share out of the share premium account of the Company for the year ended 31 March 2022.
3.
 - (i) To re-elect Mr. Yau Kok San as an Executive Director.
 - (ii) To re-elect Mr. Guo Jinjun as a Non-Executive Director.
 - (iii) To re-elect Ms. Pan I-Shan as an Independent Non-executive Director.
 - (iv) To re-elect Dr. Huang Chao-Jen as an Independent Non-executive Director.
 - (v) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as auditors of the Company (the “**Auditors**”) and to authorize the Board to fix their remuneration.

5. To consider and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“THAT:

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.08 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) 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; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 of the Cayman Islands to be held; or
 - (iii) the date on which such mandate 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 the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of Securities and Future Commission, the Cayman Companies Act, the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution of the Company:

“**THAT** the proposed amendments to the memorandum and articles of association of the Company as set out in the Appendix III to the circular of the Company dated 27 July 2022 (the “**Circular**”) be and are hereby approved; and the second amended and restated memorandum and articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the 2022 annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the current memorandum and articles of association of the Company with immediate effect after the close of the meeting and any one Director be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with this special resolution numbered 8.”

By order of the Board
Tat Hong Equipment Service Co., Ltd.
Ng San Tiong
Chairman and Non-executive Director

Hong Kong, 27 July 2022

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 23 September 2022 to Wednesday, 28 September 2022 both dates inclusive, during which period no transfer of shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at "Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong" (if the transfer forms accompanied by the relevant share certificates are lodged before 15 August 2022) or "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (if the transfer forms accompanied by the relevant share certificates are lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Thursday, 22 September 2022.

For the purpose of determining the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 12 October 2022 to Friday, 14 October 2022, both dates inclusive, during which period no transfer of shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with Tricor Investor Services Limited, the Company's share registrar and transfer office in Hong Kong at "Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong" (if the transfer forms accompanied by the relevant share certificates are lodged before 15 August 2022) or "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (if the transfer forms accompanied by the relevant share certificates are lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Tuesday, 11 October 2022.

2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at "Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong" (if the form of proxy is deposited before 15 August 2022) or "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (if the form of proxy is deposited on or after 15 August 2022) (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:00 a.m. on Monday, 26 September 2022).
5. With respect to resolution numbered 3 of this notice, Mr. Yau Kok San, Mr. Guo Jinjun, Ms. Pan I-Shan and Dr. Huang Chao-Jen shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated 27 July 2022.
6. Details of the Proposed Amendments are set out in Appendix III to the circular of the Company dated 27 July 2022.
7. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
8. As at the date of this notice, the Board comprises Mr. Yau Kok San and Mr. Lin Han-wei as Executive Directors; Mr. Ng San Tiong, Mr. Sun Zhaolin, Mr. Liu Xin and Mr. Guo Jinjun as Non-executive Directors; and Ms. Pan I-Shan, Mr. Wan Kum Tho and Dr. Huang Chao-Jen as Independent non-executive Directors.