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## **NANYANG HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 212)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of the shareholders of Nanyang Holdings Limited (the “**Company**”) will be held at 20th Floor, St. George’s Building, 2 Ice House Street, Central, Hong Kong on Friday, 2 December 2022 at 2:30 p.m. (or at any adjourned meeting thereof) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT**

the Company’s participation in the offer for subscription of new shares by The Shanghai Commercial & Savings Bank, Ltd. (“**SCSB**”) whereby the Company may subscribe for up to 13,016,904 new shares in SCSB at a subscription price of NT\$37 each (“**Proposed Subscription**”) as more particularly described in the circular of the Company dated 15 November 2022 and produced to the SGM and signed by the chairman of the SGM for identification purpose be and is hereby generally and unconditionally approved; and the board of directors of the Company be and is hereby authorised at its discretion to exercise all the powers of the Company to subscribe for up to 13,016,904 new shares in SCSB under the Proposed Subscription and to take all such actions as it considers necessary or desirable to implement and give effect to the Proposed Subscription and the transactions contemplated thereunder.”

By Order of the Board

**LEE Sheung Yee**

*Company Secretary*

Hong Kong, 15 November 2022

*Notes:*

1. The register of members of Company will be closed from 28 November 2022 to 2 December 2022, both days inclusive, during which period no transfer of shares will be registered. For the purpose of ascertaining the shareholders' eligibility to attend and vote at the SGM to be held on 2 December 2022, all transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 25 November 2022.
2. A member entitled to attend, act and vote is entitled to appoint one or more proxies to attend, act and vote instead of him. A proxy need not be a member of the Company. To be valid, an instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the principal place of business of the Company, Room 1808, St. George's Building, 2 Ice House Street, Central, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting, and in default thereof the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting concerned, and in such event the instrument appointing a proxy shall be deemed to be revoked.

3. Corporate representatives shall before the meeting commences produce the relevant resolution of directors or other governing body or the power of attorney under which they are authorised to attend, act and vote at the meeting.

If a member which is a corporation wishes to appoint a proxy to attend and vote at the meeting, Note 2 above shall be applicable.

4. The Chairman will demand that the resolution set out in the notice of this meeting be voted on by poll.
5. If shareholders have any questions relating to the SGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Share Registrar as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Tel: 852 2862 8555  
Fax: 852 2865 0990  
Enquires: [www.computershare.com/hk/en/online\\_feedback](http://www.computershare.com/hk/en/online_feedback)

At the date of this notice, the Board comprises six Directors as follows:

*Executive Directors:*

Lincoln C. K. Yung, JP, FHKIB (*Managing Director*)  
Jennie Chen (*Financial Controller*)

*Non-executive Director:*

John Con-sing Yung

*Independent Non-Executive Directors:*

Rudolf Bishof (*Chairman*)  
Robert T.T. Sze  
Wong Chi Kwong Patrick

## **PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING**

In view of the ongoing Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the SGM to protect attending shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every shareholder, proxy and other attendee at the entrance of the SGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the SGM venue or be required to leave the SGM venue;
- (ii) All shareholders, proxies and other attendees are required to (a) complete and submit at the entrance of the SGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days; and (b) scan the “LeaveHomeSafe” venue QR code or register his/her name, contact number and the date and time of visit. Any person who does not comply with these requirements may be denied entry into the SGM venue or be required to leave the SGM venue;
- (iii) Attendees must wear surgical face masks inside the SGM venue at all times, and maintain a safe distance between seats. Any person who does not comply with this requirement may be denied entry into the SGM venue or be required to leave the SGM venue;
- (iv) Attendees must scan the vaccination QR code and comply with the Vaccine Pass requirements, as well as other applicable requirements or guidelines of the HKSAR Government; and
- (v) As usual, no refreshments will be served, and there will be no corporate gifts. To the extent permitted under law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue in order to ensure the safety of the attendees at the SGM.

**Shareholders are requested (a) to consider carefully the risk of attending the SGM, which will be held in an enclosed environment, (b) to follow any prevailing requirements or guidelines of the Government relating to COVID-19 in deciding whether or not to attend the SGM, and (c) not to attend the SGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.**

**Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Government and/or regulatory authorities, the Company may be required to change the SGM arrangements at short notice. Shareholders should check the website of the Company at [www.nanyangholdingslimited.com](http://www.nanyangholdingslimited.com) for future announcements and updates on the SGM arrangements.**