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**天虹紡織集團有限公司**  
**TEXHONG TEXTILE GROUP LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2678)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Texhong Textile Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) will be held at Function Room 1, 11th Floor, L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, Hong Kong at 2:30 p.m. on Wednesday, 28 December 2022 for the following purposes:

**ORDINARY RESOLUTION**

To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

1. “**THAT**

- (a) the Asset Purchase Agreement (as defined in the circular of the Company dated 9 December 2022 (the “**Circular**”)) dated 7 November 2022 and the Supplemental Asset Purchase Agreement (as defined in the Circular) dated 8 December 2022, entered into between a wholly-owned subsidiary of the Company (the “**Purchaser**”), and Texhong Industrial Park Vietnam Limited (天虹工業園區越南有限公司) (the “**Vendor**”), pursuant to which the Purchaser conditionally agreed to acquire and the Vendor conditionally agreed to sell the Assets (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company (the “**Director**”) or any other person authorised by the Directors be and is hereby authorised to do all such acts and things as they consider necessary and to sign, execute, amend and supplement all such documents, and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the Asset Purchase Agreement and completing the transactions contemplated thereby.”

## SPECIAL RESOLUTIONS

As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolution:

2. “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Texhong Textile Group Limited” to “Texhong International Group Limited” and the dual foreign name of the Company in Chinese of “天虹國際集團有限公司” be adopted in place of its existing dual foreign name “天虹紡織集團有限公司” (the “**Change of Company Name**”) with effect from the date on which the Registrar of Companies in the Cayman Islands issues the certificate of incorporation on change of name confirming the new name has been registered, and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient to implement and give effect to the aforesaid change of the Company’s name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
3. “**THAT** subject to the passing of the resolution numbered 2 above, and the new Company name being entered into the register of companies by the Registrar of Companies in the Cayman Islands, the amended and restated memorandum of association and the amended and restated articles of association of the Company (the “**Existing M&A**”) be amended in the manner as set out in the Circular; and the amended and restated memorandum of association and the amended and restated articles of association of the Company in the form produced to the meeting (the “**New M&A**”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary 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 Existing M&A with effect upon the proposed Change of Company Name becoming effective and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the New M&A.”

By order of the Board of  
**Texhong Textile Group Limited**  
天虹紡織集團有限公司  
**Hong Tianzhu**  
*Chairman*

Hong Kong, 9 December 2022

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent the member. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent his/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. It is possible that shareholders and/or their representatives may not be able to attend in person at the venue of the EGM depending on prevailing Government regulations.
2. In the case of joint holders of a share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 2:30 p.m. on Monday, 26 December 2022) or the adjourned meeting (as the case may be).
4. The register of members of the Company will not be closed to ascertain shareholders' eligibility to attend and vote at the EGM. However, in order to qualify for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at its address shown in Note 3 above for registration no later than 4:30 p.m. on Friday, 23 December 2022.
5. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the EGM, the meeting will be adjourned. The Company will post an announcement on the websites of the Company ([www.texhong.com](http://www.texhong.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situation.

6. Subject to the development of the COVID-19 and the requirements or guidelines of the Government and/or regulatory authorities, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the websites of the Company ([www.texhong.com](http://www.texhong.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for further announcements and updates on the EGM arrangements.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the Board comprises the following Directors:

*Executive Directors:*

Mr. Hong Tianzhu  
Mr. Zhu Yongxiang  
Mr. Tang Daoping

*Independent non-executive Directors:*

Prof. Tao Xiaoming  
Prof. Cheng Longdi  
Mr. Ting Leung Huel, Stephen