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

**(Stock code: 2663)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of KPa-BM Holdings Limited (the “**Company**”) will be held on Monday, 16 January 2023 at 10:00 a.m. at 27/F, The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong to consider and, if thought fit, passing, with or without modifications, the following resolution as special resolution of the Company:

### **SPECIAL RESOLUTION**

**“THAT:**

- (a) the share repurchase agreement dated 6 December 2022 (the “**Share Buy-back Agreement**”) entered into between Mr. Lui Bun Yuen Danny (the “**Vendor**”) and the Company in relation to the proposed buy-back (the “**Share Buy-back**”) of 43,070,000 ordinary shares of par value HK\$0.01 each (the “**Buy-back Shares**”) in the issued share capital of the Company by the Company from the Vendor at the proposed total consideration of HK\$10,543,536 (a copy of which is marked “A” and produced to the meeting and signed by the chairman of the meeting for identification purpose) be and is hereby approved;
- (b) the Share Buy-back and the transactions contemplated under the Share Buy-back Agreement be and are hereby approved; and

\* *For identification purpose only*

- (c) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Share Buy-back Agreement and the transactions contemplated thereunder (including but not limited to the cancellation of the Buy-back Shares).”

By order of the Board  
**KPa-BM Holdings Limited**  
**Yip Pak Hung**  
*Chairman and Executive*  
*Director*

Hong Kong, 23 December 2022

*Principal place of business in Hong Kong:*  
27/F., The Octagon  
6 Sha Tsui Road  
Tsuen Wan, New Territories  
Hong Kong

*Registered office:*  
Windward 3  
Regatta Office Park  
P. O. Box 1350  
Grand Cayman, KY1-1108  
Cayman Islands

*Notes:*

1. One special resolution to be considered at the meeting will be taken by poll. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of the Company in accordance with the Listing Rules.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. 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.

In the case of joint registered 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/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting, whether in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

3. A form of proxy for use at the meeting is being despatched together with this notice. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

4. All transfer of the Company's shares together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong no later than 4:30 p.m. on Friday, 13 January 2023 in order for the holders of the shares to qualify to attend and vote at the EGM or any adjournment thereof.
5. If Typhoon Signal No.8 or above is expected to be hoisted or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is expected to be in force at 12:00 noon on the day of the EGM, then the EGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the Company's website ([www.kpa-bm.com.hk](http://www.kpa-bm.com.hk)) and the website of the HKEx ([www.hkexnews.hk](http://www.hkexnews.hk)).

If Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal is cancelled before 12:00 noon on the day of the EGM, and where conditions permit, the EGM will be held as scheduled. The EGM will be held as scheduled when an Amber or 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 situations and, if they do so, they are advised to exercise care and caution.

6. Precautionary measures and special arrangements for disease control

In view of the novel coronavirus (COVID-19) outbreak, certain measures will be implemented at the EGM to reduce the risk of infection to attendees of the EGM, including but not limited to (i) compulsory body temperature check; (ii) wearing of surgical mask throughout the EGM; and (iii) no refreshments or drinks will be provided. Attendees who do not comply with the precautionary measures above may be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy and to return their proxy forms by the time specified above, instead of attending the EGM in person.

The Company will keep monitoring the COVID-19 situation and may implement additional measures which, if any, will be announced at a time closer to the date of the EGM.

*As at the date of this announcement, the executive Directors are Mr. Yip Pak Hung (chairman of the Board) and Mr. Wai Yat Kin and the independent non-executive Directors are Ms. Lai Pik Chi, Peggy, Mr. Lam Chi Wai, Peter and Dr. Yeung Kit Ming.*