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萬隆控股集團有限公司
Ban Loong Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 30)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of Ban Loong Holdings Limited (the “**Company**”) will be convened and held at Room 2709-10 China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong on 1 February 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s) the following resolutions of the Company:

ORDINARY RESOLUTIONS

“**THAT**

1. (a) the entering into of the extension supplemental agreement (“**Extension Supplemental Agreement**”) dated 5 December 2022 between the Company and Yunnan Baiyao Group Co., Ltd. (“**Yunnan Baiyao Group**”) in relation to, among others, the proposed extension of the maturity date, from 31 October 2022 to 30 October 2024, of the convertible bonds issued by the Company to Shanghai International Trust Corp., Ltd. (上海國際信託有限公司), on behalf of Yunnan Baiyao Group, on 30 October 2020 in the aggregated principal amount of HK\$500,000,000 (the “**Convertible Bonds**”) (a copy of which has been produced to this meeting marked “**A**” and signed by the chairman of this meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved confirmed and ratified;
- (b) the directors (the “**Director(s)**”) of the Company (the “**Board**”) be and is hereby granted a specific mandate to allot and issue the conversion shares which may fall to be issued by the Company upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Conversion Bond as amended by the Extension Supplemental Agreement; and

- (c) any one or more directors of the Company be and is/are hereby authorised for and on behalf of the Company to execute all such documents, agreements and do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of in connection with the implementation of or giving effect to the Proposed Extension, the Extension Supplemental Agreement and all matters incidental thereto or in connection therewith;
2. Mr. Dong Ming be re-elected as Director of the Company with immediate effect upon passing of this resolution;
 3. Mr. Tang Ming be re-elected as Director of the Company with immediate effect upon passing of this resolution;
 4. Mr. Liu Zhouyang be re-elected as Director of the Company with immediate effect upon passing of this resolution;
 5. Mr. Qian Yinghui be re-elected as Director of the Company with immediate effect upon passing of this resolution; and
 6. Mr. Huang Bin be re-elected as Director of the Company with immediate effect upon passing of this resolution.”

By Order of the Board
Ban Loong Holdings Limited
Tang Ming
Executive Director
&
Chief Executive Officer

Hong Kong, 12 January 2023

* *for identification purpose only*

As at the date of this notice, the executive Directors are Mr. Dong Ming (Chairman), Mr. Tang Ming (chief executive officer), Mr. Yin Pinyao and Mr. Liu Zhouyang; the non-executive Directors are Mr. Qian Yinghui and Mr. Huang Bin; and the independent non-executive Directors are Ms. Wong Chui San, Susan, Mr. Leung Ka Kui, Johnny and Mr. Jiang Zhi.

Notes:

- (i) any shareholder of the Company (“**Shareholder(s)**”) entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his/her behalf. A proxy need not be a Shareholder. The Company strongly recommends you to closely monitor the development of the situation with the COVID-19 pandemic and to assess, based on the social distancing policies, the necessity for attending the above meeting in person, and the board of directors of the Company respectfully requests that, or the same reason, the Shareholders to appoint the chairman of the above meeting as their proxy rather than a third party to attend and vote on their behalf at the above meeting (or any adjournment thereof).
- (ii) In the case of joint holders of any Share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above SGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the SGM (or any adjourned meeting thereof) if they so wish.
- (iv) For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 27 January 2023 to Wednesday, 1 February 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 26 January 2023.
- (v) In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the SGM to protect the attending Shareholders, staffs, and other stakeholders from the risk of infection:
 - a) compulsory body temperature checks will be conducted on every Shareholder, proxy, and other attendees at the entrance of the SGM venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the SGM venue or will be required to leave the SGM venue;
 - b) every attendee is required to wear surgical face mask inside the SGM venue at all times, and to maintain a safe distance between seats;
 - c) seating at the SGM venue will be arranged so as to allow appropriate social distancing. As a result, there will be limited capacity for the Shareholders and participants to attend the SGM. The Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding; and
 - d) no refreshments or souvenirs will be served or distributed at the SGM.
- (vi) If typhoon signal No. 8 or above, or “extreme conditions” caused by super typhoons, or a “black” rainstorm warning is in effect any time and remains in force 2 hours before the time of the SGM, the meeting will be postponed. The Company will post an announcement on the websites of Company at www.0030hk.com and on The Stock Exchange of Hong Kong Limited’s website at www.hkexnews.hk to notify Shareholders of the date, time, and place of the rescheduled meeting.