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Blue River Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 498)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Blue River Holdings Limited (the “**Company**”) will be held at Sky Blue, Shop 301, 3/F, Harbour North (Phase 1), North Point, Hong Kong on Monday, 13 February 2023 at 10:30 a.m., to consider, and, if thought fit, pass, with or without modification, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the agreement dated 24 December 2022 (the “**Agreement**”) entered into between Blue River Property Holdings Limited (the “**Vendor**”), a direct wholly-owned subsidiary of the Company, as vendor and Summit Day Limited (the “**Purchaser**”), a company incorporated in the British Virgin Islands with limited liability, as purchaser (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) pursuant to which the Vendor has conditionally agreed to sell the entire equity interest (the “**Sale Share**”) of Profit Tycoon Holdings Limited (the “**Target Company**”) and to assign such amount equals to the face value of the entire sum of shareholder’s loan owing by the Target Company to the Vendor as at the date of completion (the “**Sale Loan**”), the Purchaser has conditionally agreed to acquire the Sale Share and take up the assignment of the Sale Loan (the “**Disposal**”), the terms and conditions thereof and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

(b) any one of the directors of the Company (the “**Directors**”), any committee appointed by the board of Directors (the “**Board**”), or any other person authorised by the Board from time to time be and are hereby generally and unconditionally authorised to do all such acts and things and execute all such agreements and documents (whether under hand or as a deed and if required, to affix the seal of the Company thereto) and to do all such acts, matters and take all such steps as they consider necessary or expedient or desirable in connection with, ancillary to or to give effect to the Agreement and the Disposal and to implement the transactions contemplated thereunder and all other matters and incidental thereto and to agree and execute all such variation(s), amendment(s), supplemental(s), waiver(s), termination(s) or cessation(s) of matters relating thereto as are, in their opinion, in the interest of the Company.”

By Order of the Board

Blue River Holdings Limited

HO Sze Nga

Company Secretary

Hong Kong, 26 January 2023

Principal Place of Business in Hong Kong:

Suites 2801–03, 28th Floor

China United Centre

28 Marble Road

North Point, Hong Kong

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares of the Company. A proxy need not be a member of the Company.
2. A form of proxy for the meeting is enclosed. The form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarised copy of such power or authority, shall be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries 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 adjourned meeting.

3. For the purpose of ascertaining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 8 February 2023 to Monday, 13 February 2023, both dates inclusive, during which period no transfer of share(s) of the Company will be registered. In order to be eligible to attend and vote at the meeting, all transfer document(s), accompanied by the relevant share certificate(s), must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 7 February 2023.
4. In the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at 7:30 a.m. on Monday, 13 February 2023, the SGM shall automatically be postponed to Monday, 20 February 2023 (the “**Re-scheduled Day**”), the date on which no black rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted at 7:30 a.m. and in such case the SGM shall be held at 10:30 a.m. on the Re-scheduled Day at Sky Blue, Shop 301, 3/F, Harbour North (Phase 1), North Point, Hong Kong.
5. The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the composition of the Board is as follows:

Executive Directors:

Benny KWONG (*Chairman*)
AU Wai June
Marc TSCHIRNER
SAM Hing Cheong

Independent Non-Executive Directors:

William GILES
YU Chung Leung
LAM John Cheung-wah

PRECAUTIONARY MEASURES FOR THE MEETING

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 Meeting to be held on Monday, 13 February 2023 at 10:30 a.m. to protect the attending shareholders of the Company (the “**Shareholders**”), staff and other stakeholders from the risk of infection:

- (a) compulsory body temperature checks will be conducted on every Shareholder, proxy and attendee at the entrance of the Meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the Meeting venue or be required to leave the Meeting venue;
- (b) the Company requests attendees to wear surgical face masks inside the Meeting venue at all times;
- (c) no refreshments or drinks will be served; and
- (d) designated seating arrangement will be made so as to ensure appropriate social distancing.

To the extent permitted under law, the Company reserves the right to deny entry into the Meeting venue or require any person to leave the Meeting venue in order to ensure the safety of the attendees at the Meeting.

In the interest of all stakeholders’ health and safety and be consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, Shareholders may appoint the Chairman of the Meeting as their proxy to vote on the relevant resolution at the Meeting instead of attending the Meeting in person.