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英皇國際集團有限公司
Emperor International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code : 163)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Emperor International Holdings Limited (the “**Company**”) will be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Monday, 13 March 2023 at 11:00 a.m., for the purpose of considering and, if think fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the Sale and Purchase Agreement (as defined in the circular dated 10 February 2023 (the “**Circular**”) and a copy of which is tabled before the meeting and marked “A” and initialed by the chairperson of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and that any one director of the Company be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the Sale and Purchase Agreement (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by such director of the Company).

By order of the Board
Emperor International Holdings Limited
Fung Pui Ling
Company Secretary

Hong Kong, 10 February 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
28th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Notes:

- (i) Unless indicated otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.
- (ii) To safeguard the health and safety of Shareholders, precautionary measures will be implemented at the SGM, including, without limitation **(i) compulsory wearing of surgical face mask – no masks will be provided at the SGM venue; and (ii) no refreshments or drinks will be served and no corporate gifts will be distributed.**

Depending on the COVID-19 situation and the associated legal restrictions, the Company may implement other procedures and/or change the SGM arrangements at short notice. Shareholders should visit the websites of the Company (<https://www.EmperorInt.com>) and the Stock Exchange (<https://www.hkexnews.hk>) for future announcement(s) on the SGM arrangements, if any.

- (iii) Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the SGM. Where the chairperson in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by show of hands.
- (iv) A Shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy needs not be a Shareholder. The Company strongly encourages Shareholders to appoint the Chairperson of the SGM as their proxy to exercise their rights to vote at the SGM.
- (v) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong ("**Branch Share Registrar**") together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (vi) Where there are joint holders of any Share(s), any one of such joint holder may vote, either in person or by proxy in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such Share(s).
- (vii) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting.

- (viii) In order to qualify for the right to attend and vote at the SGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar at the above address not later than 4:30 p.m. on Tuesday, 7 March 2023.
- (ix) 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 notice, the Board comprises:

Non-executive Director: Ms. Luk Siu Man, Semon

Executive Directors: Mr. Yeung Ching Loong, Alexander
Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa
Mr. Cheung Ping Keung

Independent Non-executive Directors: Mr. Chan Hon Piu
Mr. Chu Kar Wing
Mr. Poon Yan Wai