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NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Neway Group Holdings Limited (“**Company**”) will be held at 10:30 a.m. on Friday, 17 March 2023 at Unit 1103, Level 11, Tower II, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong to consider and, if thought fit, pass the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the cooperation agreement dated 9 December 2022 and entered into between中大印刷(清遠)有限公司(unofficial English translation being Zhongda Printing (Qingyuan) Co., Ltd.), a wholly-owned subsidiary of the Company, and 廣東清遠農村商業銀行股份有限公司東城支行(unofficial English translation being the Dongcheng Branch of Guangdong Qingyuan Rural Commercial Bank Co., Ltd.) in respect of the provision of the transitional guarantee(s) (“**Qingyuan Bank Cooperation Agreement**”) (a copy of which is marked “A” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting), the details of which are set out in the circular of the Company dated 28 February 2023, be and is hereby confirmed, approved and ratified;

* For identification purpose only

- (b) the transactions contemplated under the Qingyuan Bank Cooperation Agreement be and are hereby approved; and
- (c) any one of the directors of the Company be and is hereby authorised to sign and execute all such documents or agreements or deeds on behalf of the Company and to do all such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Qingyuan Bank Cooperation Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

2. **“THAT**

- (a) the cooperation agreement dated 9 December 2022 and entered into between 中大印刷(清遠)有限公司(unofficial English translation being Zhongda Printing (Qingyuan) Co., Ltd.), a wholly-owned subsidiary of the Company, and the Guangzhou Dongshan Branch of Bank of China Ltd. in respect of the provision of the transitional guarantee(s) (“**Bank of China Cooperation Agreement**”) (a copy of which is marked “B” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting), the details of which are set out in the circular of the Company dated 28 February 2023, be and is hereby confirmed, approved and ratified;
- (b) the transactions contemplated under the Bank of China Cooperation Agreement be and are hereby approved; and

- (c) any one of the directors of the Company be and is hereby authorised to sign and execute all such documents or agreements or deeds on behalf of the Company and to do all such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Bank of China Cooperation Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

On behalf of the board of directors
NEWAY GROUP HOLDINGS LIMITED
Suek Ka Lun, Ernie
Chairman

Hong Kong, 28 February 2023

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

Principal place of business in Hong Kong:
Units Nos. 1103 and 1105-1111, Level 11,
Tower II, Grand Century Place,
193 Prince Edward Road West,
Mongkok,
Kowloon,
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (2) The Company does not in any way wish to diminish the opportunity available to the members of the Company to exercise their rights and to vote, but is conscious of the pressing need to protect the members from possible exposure to the coronavirus pandemic. For the health and safety of the members, the Company would like to encourage members to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. Physical attendance is not necessary for the purpose of exercising shareholders' rights.

- (3) The proxy form shall be signed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:30 a.m. on Wednesday, 15 March 2023 or no later than 48 hours before the time appointed for holding the adjourned meeting or the postponed meeting, as the case may be.
- (4) Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment or postponement thereof should he/she/it so wish and in such event the proxy form previously submitted shall be deemed to be revoked.
- (5) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
- (6) For determining the identity of the members of the Company entitled to attend and vote at the Meeting, the register of members of the Company will be closed for registration of transfers of shares of the Company from Tuesday, 14 March 2023 to Friday, 17 March 2023, both dates inclusive. In order to be entitled to attend and vote at the Meeting, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 13 March 2023.
- (7) If a tropical cyclone warning signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning is in force at or at any time after 7:30 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.newwaygroup.com.hk>) to notify the shareholders of the Company of the date, time and place of the rescheduled meeting. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.
- (8) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of directors of the Company comprises Mr. Suek Ka Lun, Ernie (Chairman) and Mr. Suek Chai Hong (Chief Executive Officer) being the executive directors; Dr. Ng Wai Kwan, Mr. Chan Kwing Choi, Warren and Mr. Wong Sun Fat being the non-executive directors; and Mr. Lee Kwok Wan, Mr. Lai Sai Wo, Ricky and Mr. Chu Gun Pui being the independent non-executive directors.