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TESSON HOLDINGS LIMITED

天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Tesson Holdings Limited (the “**Company**”) will be held at 11 a.m. on Monday, 18 September 2023 at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 divided into 2,000,000,000 ordinary shares to HK\$500,000,000 divided into 5,000,000,000 ordinary shares by the creation of an additional 3,000,000,000 unissued ordinary shares in the share capital of the Company, and any one or more directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute (and where appropriate, to affix the common seal of the Company in accordance with the bye-laws of the Company to) all such further documents and to take such steps as the director(s) of the Company consider necessary, appropriate, desirable or expedient for the implementation of and giving effect to or in connection with such increase in the authorised share capital of the Company.”

2. “**THAT** subject to and conditional upon the passing of the resolutions numbered 1, and the fulfilment of all conditions as set out in the section headed “Letter from the Board – Proposed Rights Issue – Conditions of the Rights Issue” in the circular of the Company dated 24 August 2023:
- (a) the issue of up to 1,112,615,025 new Shares ((assuming no change in the number of Shares in issue up to the Record Date (as defined below)) (the “**Rights Shares**”) pursuant to an offer by way of rights to the shareholders of the Company (the “**Shareholders**”) at the subscription price of HK\$0.1 per Rights Share (the “**Subscription Price**”) on the basis of three (3) Rights Shares for every four (4) shares held by the Shareholders (“**Qualifying Shareholders**”) whose names appear on the register of members of the Company on Thursday, 28 September 2023, or such other date as may be determined by the Company for determining entitlements of the Shareholders to participate in the Rights Issue (as defined below) (the “**Record Date**”), save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the Directors, based on legal opinions to be provided by the legal advisers to the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the “**Non-Qualifying Shareholders**”), and on and subject to such terms and conditions as may be determined by the Directors (the “**Rights Issue**”), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and
 - (b) the board of Directors or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, any Directors be and is hereby authorised to make such exclusions or other arrangements in relation to any Non-Qualifying Shareholders, and to do all such acts and things or make such arrangements as he/she considers necessary, desirable or expedient having regard any restrictions under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong to give effect to any or all other transactions contemplated in this resolution.”

Notes:

1. Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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. In order to be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong Branch Share Registrar (i.e. Computershare Hong Kong Investor Services Limited at, Rooms 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) as soon as possible and in any event not less than 48 hours (i.e. not later than 11:00 a.m. on Saturday, 16 September 2023) before the time appointed for the holding of the SGM or any adjournment thereof. Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the SGM and, in such event, the proxy form shall be deemed to be revoked.
3. To ascertain shareholders' eligibility to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 8 September 2023 to Monday, 18 September 2023 (both days inclusive) during which period no share transfer will be effected. In order to qualify for attending and voting at the SGM, unregistered holders of Shares should ensure that all completed transfer forms 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 its address shown in Note 2 above), for registration no later than 4:30 p.m., on Thursday, 7 September 2023.
4. References to dates and time in this notice are to Hong Kong dates and time.
5. In case of discrepancy between the English version and the Chinese version of this notice of the SGM, the English version shall prevail.

By order of the Board
Tesson Holdings Limited
Tin Kong
Chairman

Hong Kong, 24 August 2023

As at the date of this notice, the Board comprises Mr. Tin Kong, Mr. Chan Wei, Ms. Cheng Hung Mui and Ms. Liu Liu as executive directors; and Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin as independent non-executive directors.