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CT Vision S.L. (International) Holdings Limited

中天順聯(國際)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 994)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of CT Vision S.L. (International) Holdings Limited (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 5 October 2023 at 10 a.m. for the purpose of consideration and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. THE SUBSCRIPTION

“**THAT:**

- (a) the subscription agreement dated 28 July 2023 (the “**Subscription Agreement**”) entered into between the Company and CT Vision Investment Limited (the “**Subscriber**”) (a copy of the Subscription Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) in relation to the subscription of 90 million new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Subscription Shares**”) by the Subscriber at the subscription price of HK\$0.40 per Subscription Share and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting and not having withdrawn or revoked the approval for the listing of, and permission to deal in the Subscription Shares prior to settlement of the Subscription Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue the Subscription Shares in accordance with the terms of the Subscription Agreement, provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one of the Directors be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Subscription Agreement and the transaction contemplated thereunder, including, without limitation, the allotment and issue of the Subscription Shares under the relevant specific mandate.”

2. THE PLACING

“**THAT:**

- (a) the placing agreement dated 28 July 2023 (the “**Placing Agreement**”) entered into between the Company and Emperor Securities Limited (the “**Placing Agent**”) as placing agent (a copy of Placing Agreement has been provided to the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose) in relation to a placing of up to 90 million new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Placing Shares**”) to independent placees (the “**Placees**”) at the placing price of HK\$0.40 per Placing Share and the transaction contemplated thereunder (the “**Placing**”) be and hereby approved, confirmed and ratified;

- (b) conditional upon the Stock Exchange having granted or agreeing to grant and not subsequently revoked prior to completion of the Placing the approval for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange, the Directors be and are hereby granted a specific mandate to allot and issue the Placing Shares in accordance with the terms of the Placing Agreement, provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one of the Directors be and is hereby authorized to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Placing Agreement and the transaction contemplated thereunder, including without limitation, the allotment and issue of the Placing Shares under the relevant specific mandate.”

By order of the board of
CT Vision S.L. (International) Holdings Limited
Sun Dexin
Executive Director

Hong Kong, 19 September 2023

Registered Office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business in Hong Kong:

Room Nos. 808-814, 8th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai, Hong Kong

Notes:

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the EGM (or at any adjournment thereof) shall be entitled to appoint another person as his proxy to attend and vote instead of him. The Member who is holder of two or more shares of the Company may appoint more than one proxy to represent him on vote on his behalf at the EGM. A proxy need not be the Member but must attend the EGM in person to represent you.
- (2) Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, 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 will alone be entitled to vote in respect thereof.
- (3) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority), and transfer office must be deposited at Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
- (4) Completion and return of the form of proxy will not preclude members from subsequently attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoke.
- (5) The registers of members of the Company will be closed from Wednesday, 4 October 2023 to Thursday, 5 October 2023 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Boardroom Share Registrars (HK) Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Tuesday, 3 October 2023.
- (6) The resolutions set out in this notice shall be voted on by way of poll.
- (7) Shareholders are advised to read the circular of the Company dated 19 September 2023 which contains information concerning the resolutions to be proposed in the EGM.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Wu Rui, Mr. Guo Jianfeng and Mr. Sun Dexin, three non-executive Directors, namely Ms. Du Yi, Mr. Lu Qiwei and Dr. Ho Chun Kit Gregory, and three independent non-executive Directors, namely Dr. Tang Dajie, Mr. Ng Kwun Wan and Dr. Lin Tat Pang.