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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the (i) the circular of Vongroup Limited (the “**Company**”) dated 31 August 2023 (the “**Original Circular**”); and (ii) the notice of the annual general meeting (the “**AGM**”) of the Company dated 31 August 2023 (the “**Original Notice**”) to convene the AGM to be held at 3:00 p.m. on Monday, 30 October 2023 at 2602-03, 26th Floor, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Hong Kong.

Details of the proposed resolutions to be considered at the AGM were stated in the Original Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Original Circular. Apart from the amendments stated below, all the information contained in the Original Notice remains to have full force and effect.

Reference is made to the announcement of the Company dated 6 October 2023 in relation to, among other things, the change of Directors, Daphne Bontein da Rosa Gohel (“**Ms Gohel**”) has been appointed as independent non-executive Director with effect from 6 October 2023. According to article 86(3) of the articles of association of the Company, any Director appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms Gohel shall retire from office as a Director at the AGM and she, being eligible, offer herself for re-election.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the AGM will be held to consider and, if thought fit, pass, with or without amendments, the following additional resolution, the resolution 5 as ordinary resolution:

5. To re-elect Daphne Bontein da Rosa Gohel as an independent non-executive Director.

The biographical details of Ms Gohel are included in Appendix to this supplemental notice.

By Order of the Board
Vongroup Limited
Po In San
Company Secretary

Hong Kong, 6 October 2023

Notes:

1. Save for the above supplemental resolutions, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.
2. Since the form of proxy sent together with the Original Circular (the “**First Form of Proxy**”) does not contain the additional resolution as set out in this supplemental notice, a new form of proxy (the “**Second Form of Proxy**”) containing the new resolution under item numbered 5 have been prepared.
3. Second Form of Proxy for use at the AGM is enclosed in this supplemental notice and is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company’s website (thevongroup.com). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed Second Form of Proxy to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on 28 October 2023) or any adjournment thereof (as the case may be). Completion and return of the Second Form of Proxy will not preclude you from attending the AGM and voting in person if you so wish.

4. **IMPORTANT REMINDERS:**

- (a) **A Shareholder who has not yet lodged the First Form of Proxy** in accordance with the instructions printed thereon is requested to lodge the Second Form of Proxy if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Form of Proxy should not be lodged.
 - (b) **A Shareholder who has already lodged the First Form of Proxy** in accordance with the instructions printed thereon should note that:
 - (i) If no Second Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional resolutions as set out in this supplemental notice.
 - (ii) If the Second Form of Proxy is lodged in accordance with the instructions printed thereon not less than 48 hours before the time appointed to hold the AGM (i.e. not later than 3:00 p.m. on 28 October 2023) or any adjourned meeting (the “**Closing Time**”) and is duly completed, the Second Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, and the First Form of Proxy will be deemed revoked.
 - (iii) If the Second Form of Proxy is lodged after the Closing Time or is not duly completed, the Second Form of Proxy will be invalid and will not revoke the First Form of Proxy. The First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional resolutions as set out in this supplemental notice.
5. Completion and return of First Form of Proxy and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the First Form of Proxy and/or the Second Proxy Form shall be deemed to be revoked.
6. References to time and dates in this supplemental notice are to Hong Kong time and dates.
7. The Chinese translation of this notice (including the contents of the proposed resolutions set out herein) is for reference only. In case of inconsistency, the English version shall prevail.

As at the date of this announcement, the Board comprises two executive Directors, namely Vong Tat Ieong David and Xu Siping; and four independent non-executive Directors, namely Daphne Bontein da Rosa Gohel, Fung Ka Keung David, Lam Lee G. and Wong Man Ngar Edna.

APPENDIX

Reference is made to the announcement of the Company dated 6 October 2023 in relation to, among other things, the change of Directors, Daphne Bontein da Rosa Gohel (“**Ms Gohel**”) has been appointed as executive Directors with effect from 6 October 2023. According to article 86(3) of the articles of association of the Company, any Director appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms Gohel shall retire from office as a Director at the AGM and she, being eligible, offers herself for re-election.

The biographical details of Ms Gohel are set out below:

Ms Gohel, aged 62, is a senior management executive, and has been engaged in executive management, international governmental relations matters, technology business operations and port management business for over 30 years. She holds a Diploma in Human Resource Management from the University of Hong Kong and is an Associate Member of the Hong Kong Institute of Human Resource Management.

Ms Gohel was formerly a senior manager in the Group Managing Director’s Office at Hutchison Port Holdings Limited, a group that is engaged in the operation of ports in over 20 countries.

Save as disclosed above, Ms Gohel has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any position in the Company or other members of the Company’s group.

Ms Gohel does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Ms Gohel does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Ms Gohel has entered into a letter of appointment with the Company for an initial term of one year commencing on 6 October 2023, which shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years pursuant to the articles of the Company (the “**Articles**”), unless and until terminated by either Ms Gohel or the Company giving to the other party in writing. Ms Gohel shall hold office until the next following annual general meeting of the Company and be eligible for re-election in accordance with the Articles. According to the terms of appointment, an annual director’s fee of HK\$100,000 will be payable to Ms Gohel and is subject to review by the Board and the remuneration committee of the Board from time to time. The remuneration was determined by the Board with reference to her duties and responsibilities as well as her qualifications, experience and the prevailing market conditions.

Ms Gohel confirmed that she has met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to any requirements set out in Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the above appointment that need to be brought to the attention of the shareholders of the Company.

Recommendation

The Board considers that the proposed resolution set out in this supplemental notice is in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the shareholders to vote in favour of the resolution set out in the AGM notice.