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Pine Care Group Limited
松齡護老集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1989)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**General Meeting**”) of Pine Care Group Limited (“**Company**”) will be held at Function Room 2, 11/F, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, Hong Kong on Monday, 15 January 2024 at 10:30 a.m. (Hong Kong time) (or, if later, immediately after the conclusion or adjournment of the meeting of the Scheme Shareholders (as defined in the Scheme hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing the following resolutions.

SPECIAL RESOLUTION

1. “**THAT:**

- (a) for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (“**Scheme**”) as set out in the scheme document of the Company dated 22 December 2023 (“**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting, on the Effective Date, any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of the number of issued shares in the share capital of the Company pursuant to the Scheme, including (without limitation) giving consent to any modification of, or addition to, the Scheme or the reduction of the number of issued shares in the share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

ORDINARY RESOLUTION

2. “THAT:

- (a) subject to and simultaneously with the cancellation of the Scheme Shares, the number of issued shares in the share capital of the Company be restored to its former amount by allotting and issuing to Diamond Ridge Holdings Limited, credited as fully paid at par, the same number of ordinary shares (“Shares”) of HK\$0.01 each in the share capital of the Company as is equal to the number of Scheme Shares cancelled;
- (b) the credit arising in the books of account of the Company consequent upon any reduction of its issued share capital resulting from the cancellation of the Scheme Shares shall be applied by the Company in paying up in full at par the new Shares allotted and issued to Diamond Ridge Holdings Limited pursuant to sub-paragraph (a) above, and any one of the directors of the Company be and is hereby authorised to allot and issue the same accordingly; and
- (c) the directors of the Company be and are hereby authorised to do all acts and things and/or sign all such documents as considered by them to be necessary for or desirable in connection with the implementation of the Proposal and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of the issued share capital of the Company; (iii) the allotment and issue of the Shares referred to in sub-paragraph (a) above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose and to do all other acts and things and/or sign all such other documents considered by them to be necessary for or desirable in connection with the implementation of the Scheme.”

By order of the Board
Pine Care Group Limited
松齡護老集團有限公司
Lo Sze Hung
Company Secretary

Hong Kong, 22 December 2023

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
G/F, 1 Koon Wah Lane
68–72 Yuk Wah Street
Tsz Wan Shan
Kowloon, Hong Kong

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
2. Voting at the General Meeting will be taken by poll as required under the Listing Rules and the Takeovers Code.
3. A **WHITE** form of proxy for use at the General Meeting is enclosed with the Scheme Document.
4. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
5. In order to be valid, the **WHITE** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged at the Company's Hong Kong branch share registrar, Tricor Investors Service Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time appointed for holding the General Meeting or any adjournment thereof. Completion and return of the **WHITE** form of proxy will not preclude a member from attending and voting in person at the General Meeting or any adjournment thereof. In the event that a member attends and votes at the General Meeting after having lodged his form of proxy, his form of proxy shall be revoked by operation of law.
6. In the case of joint holders of a Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Share.
7. For the purpose of determining the entitlements of Shareholders to attend and vote at the General Meeting, the register of members of the Company will be closed from Wednesday, 10 January 2024 to Monday, 15 January 2024, both days inclusive, and during such period, no transfer of Shares will be effected. In order to qualify to attend and vote at the General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investors Service Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. (Hong Kong time) on Tuesday, 9 January 2024.
8. If a tropical cyclone warning signal No. 8 or above is or is expected to be hoisted or a black rainstorm warning signal or "extreme conditions" caused by super typhoons is or is expected to be in force at any time after 8:00 a.m. on the date of the General Meeting, the General Meeting may be adjourned. The Company may post an announcement on the respective websites of the Stock Exchange and the Company to notify members of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the board of directors of the Company comprises ten directors, namely, Mr. Choi Wun Hing Donald, Mr. Wong Hung Han, Mr. Tsang Tin For, Mr. Wu Tat Ming Damein and Ms. Hui Wai Man as non-executive directors; Mr. Chan Yip Keung as executive director; and Mr. Yuen Tak Tim Anthony, Mr. Lam Cheung Wai, Mr. Wong Kam Pui and Mr. Wong Kit Loong as independent non-executive directors.