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## **IBO TECHNOLOGY COMPANY LIMITED**

### **艾伯科技股份有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2708)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of IBO Technology Company Limited (the “Company”) will be held at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Tuesday, 23 January 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments or modifications, the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the authorised share capital of the Company be increased from HK\$10,000,000 divided into 1,000,000,000 ordinary shares of par value of HK\$0.01 each (the “Shares”) to HK\$100,000,000 divided into 10,000,000,000 Shares by creating an additional 9,000,000,000 unissued Shares in the share capital of the Company (the “Increase in Authorised Share Capital”);
- (b) immediately following the Increase in Authorised Share Capital, the authorised share capital of the Company be changed from HK\$10,000,000 divided into 1,000,000,000 Shares to HK\$100,000,000 divided into 10,000,000,000 Shares; and
- (c) the directors of the Company (the “Directors”) be and are hereby authorised to execute all such documents, instruments and agreements and to do all such acts or things they consider necessary, desirable or expedient to give effect to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital.”

2. **“THAT** subject to and conditional upon the passing of the resolution numbered 1, and the fulfilment of the conditions as set out in the section headed “Letter from the Board – THE UNDERWRITING AGREEMENT – Conditions precedent of the Rights Issue” in the circular of the Company dated 5 January 2024 (the **“Circular”**):
- (a) the allotment and issue of up to 2,313,613,998 rights shares (the **“Rights Shares”**) in the share capital of the Company pursuant to an offer by way of rights issue (the **“Rights Issue”**) to the shareholders of the Company (the **“Shareholders”**) at the subscription price of HK\$0.11 per Rights Share on the basis of three (3) Rights Shares for every one (1) existing Share held by the Shareholders whose names appeared on the register of members of the Company on Friday, 2 February 2024 (the **“Record Date”**) as described in further details in the Circular and on and subject to such terms and conditions as may be determined by the Directors, be and is hereby approved, confirmed and ratified;
  - (b) the underwriting agreement in respect of the Rights Issue dated 28 November 2023 and entered into between the Company and VC Brokerage Limited (the **“Underwriting Agreement”**) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
  - (c) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to any Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong, and to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and
  - (d) the Directors be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement.”

By order of the board of Directors  
**IBO Technology Company Limited**  
**Lai Tse Ming**  
*Chairman and Executive Director*

Hong Kong, 5 January 2024

*Notes:*

1. A Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his or her or its proxy to attend and vote instead of him or her or it. A Shareholder may appoint a proxy in respect of only part of his or her or its holding of Shares. A proxy need not be a Shareholder.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the instrument proposes to vote, and failing which the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 joint shareholding.
6. The register of members of the Company will be closed from 17 January 2024 to 23 January 2024, both days inclusive, during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the EGM. All transfers of Shares, accompanied by the relevant Share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 16 January 2024 for such purpose.
7. As at the date of this notice, the executive Directors are Mr. Lai Tse Ming, Mr. Liang Jun, Mr. Li Yang and Mr. Zhang Yaoliang; and the independent non-executive Directors are Mr. Hung Muk Ming, Mr. Jin Zi and Mr. Luk Hong Man, Hammond.