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CHAMPION TECHNOLOGY HOLDINGS LIMITED

冠軍科技集團有限公司

(Continued in Bermuda with limited liability)

(Stock Code: 92)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Champion Technology Holdings Limited (the “**Company**”) will be held at Room 3601, Level 36, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 15 March 2024 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as special resolution:

SPECIAL RESOLUTION

1. **“THAT** subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for listing of, and permission to deal in, the New Shares (as defined below); (ii) the compliance with the relevant procedures and requirements under the laws of Bermuda and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation (as defined below), with effect from the second business day on which the Stock Exchange generally is open for business for dealing in securities in Hong Kong, or such other date as the directors of the Company (“**Director(s)**”) may determine (“**Effective Date**”) following the date of passing this resolution by the shareholders of the Company (the “**Shareholders**”):
 - (a) every four (4) issued and unissued existing shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated Share (the “**Consolidated Share(s)**”) of HK\$0.04 each (the “**Share Consolidation**”);
 - (b) immediately following the Share Consolidation becoming effective, the issued share capital of the Company be reduced from an amount of HK\$27,353,233.92 by an amount of HK\$20,514,925.44 to an amount of HK\$6,838,308.48 such that the par value of each issued Consolidated Share be reduced from HK\$0.04 to HK\$0.01 by cancellation of HK\$0.03 of the paid-up capital of the Company on each issued Consolidated Share so that each issued Consolidated Share will be treated as one (1) fully paid-up share (the “**New Share(s)**”) of par value HK\$0.01 each in the share capital of the Company (the “**Capital Reduction**”);

- (c) immediately following the Capital Reduction, all the authorised but unissued share capital of the Company (which shall include the authorised but unissued share capital arising from the Capital Reduction) be cancelled in its entirety and forthwith upon such cancellation, the authorised share capital of the Company be increased to HK\$1,600,000,000 by the creation of such number of additional New Shares as shall be sufficient to increase the authorised share capital of the Company to HK\$1,600,000,000 divided into 160,000,000,000 New Shares (the “**Diminution and Increase**”);
- (d) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company (the “**Contributed Surplus Account**”);
- (e) the amount standing to the credit of the Contributed Surplus Account be applied in any manner as may be permitted under the bye-laws of the Company (“**Bye-laws**”), the Companies Act 1981 of Bermuda and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time and/or paying dividend and/or making any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the Shareholders;
- (f) each of the New Shares arising from the Share Consolidation, Capital Reduction and Diminution and Increase (together, the “**Capital Reorganisation**”) shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the Bye-laws; and
- (g) any one of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, and take any and all steps, and to do and/or procure to be done any and all acts and things as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Capital Reorganisation.”

By Order of the Board
Champion Technology Holdings Limited
Wong Man Winny
Chairperson

Hong Kong, 22 February 2024

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Units 4214–15, 42nd Floor
Hong Kong Plaza
No. 188 Connaught Road West
Hong Kong

Notes:

1. The register of members of the Company will be closed from Tuesday, 12 March 2024 to Friday, 15 March 2024 (both days inclusive) for the purpose of determining the eligibility of the Shareholders to attend and vote at the SGM. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to be qualified for attending and voting at the SGM (or at any adjournment thereof), all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 11 March 2024.
2. A member entitled to attend and vote at the SGM is entitled to appoint one proxy or, if he/she/it is a holder of two or more Shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
3. Where there are joint holders of any Share, any one of such joint holder may vote at the SGM, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy, that the vote of the senior holder 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 holding.
4. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not less than 48 hours before the time appointed for holding the SGM (i.e. at or before 4:30 p.m. on Wednesday, 13 March 2024 (Hong Kong time)) or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof (as the case may be) if he/she/it so desires. If a member of the Company attends the SGM after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.
6. A form of proxy for use at the SGM is enclosed with the circular to the Shareholders.
7. The special resolution set out above will be determined by way of a poll.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of Directors comprises Ms. Wong Man Winny as executive Director, Mr. Liu Ka Lim and Ms. To Yin Fong Cecilica as non-executive Directors and Mr. Leung Man Fai, Mr. Chan Yik Hei and Mr. Wong Yuk Man Edmand as independent non-executive Directors.