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## **Hong Kong Technology Venture Company Limited 香港科技探索有限公司**

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*  
**(Stock Code: 1137)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Hong Kong Technology Venture Company Limited (the “**Company**”) will be held at Ground Floor, HKTVMultimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong on Tuesday, 9 July 2024 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions as an ordinary resolution and a special resolution of the Company, respectively:

#### **ORDINARY RESOLUTION**

The following resolution (a) will be proposed to be considered and if thought appropriate passed as an ordinary resolution of the Company:

“**THAT:**

- (a) the conditional cash offer (the “**Offer**”) by Somerley Capital Limited on behalf of the Company to buy back up to 100,000,000 ordinary shares of the Company (the “**Shares**”) at a price of HK\$2.15 per Share in cash and subject to the terms and conditions set out in the Offer Document (a copy of which marked “**A**” has been produced to the EGM and initialled by the chairman of the EGM for the purpose of identification) together with the accompanying Form of Acceptance despatched to the shareholders of the Company (the “**Shareholders**”) and dated 14 June 2024 be approved, without prejudice and in addition to any existing authority of the Company under the general mandate to buy-back Shares granted by the Shareholders at the annual general meeting of the Company on 18 June 2024, and that any one of the directors of the Company be and is hereby authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the articles of association of the Company) with or without amendments and do all such things as he/she considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Offer including without limitation, completion of the buy-back of Shares pursuant to the Offer;

## SPECIAL RESOLUTION

The following resolution (b) will be proposed to be considered and if thought appropriate passed as a special resolution of the Company:

- (b) the waiver (the “**Whitewash Waiver**”) in respect of any obligation under the Codes on Takeovers and Mergers and Share Buy-Backs of Hong Kong (the “**Codes**”) of Top Group International Ltd. to make a mandatory general offer for the issued Shares not already held by it and parties acting in concert (as defined in the Codes) with it which may, but for such Whitewash Waiver, arise upon completion of the Offer be and is hereby approved, and that any one of the directors of the Company be and is hereby authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the articles of association of the Company) with or without amendments and do all such things as he/she considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Whitewash Waiver.”

By Order of the Board  
**Hong Kong Technology Venture Company Limited**  
**Wong Nga Lai, Alice**  
*Executive Director, Group Chief Financial Officer and  
Company Secretary*

Hong Kong, 14 June 2024

*Notes:*

1. Any Shareholder entitled to attend and vote at the EGM or at any adjourned meeting thereof (as the case may be) will be entitled to appoint a proxy or, if such Shareholder is a holder of two or more Shares, proxies to attend and vote in such Shareholder’s stead. A proxy need not be a Shareholder but must attend the EGM or any adjourned meeting thereof (as the case may be) in person to represent the appointing Shareholder.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 48 hours (not taking public holidays into account) before the time appointed for holding the EGM or any adjourned meeting thereof (as the case may be).
3. The Register of Members will be closed from Thursday, 4 July 2024 to Tuesday, 9 July 2024 (both dates inclusive) to determine the entitlement to attend and vote at the EGM. During such period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents accompanied by the relevant Share certificates must be lodged with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 3 July 2024 for registration.
4. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

5. Where there are joint registered 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/it was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the Register of Members in respect of the Shares shall alone be entitled to vote in respect thereto.
6. No refreshments or drinks, or corporate gifts or gift coupons will be provided at the EGM.

If any Shareholder has any question relating to the EGM, please contact the Registrar as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East, Wan Chai  
Hong Kong

Email: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990

As at the date of this notice, the Directors are:

*Executive Directors:*

Mr. Cheung Chi Kin, Paul (*Chairman*)  
Mr. Wong Wai Kay, Ricky (*Vice Chairman and Group Chief Executive Officer*)  
Ms. Wong Nga Lai, Alice (*Group Chief Financial Officer and Company Secretary*)  
Mr. Lau Chi Kong (*Chief Executive Officer (International Business)*)  
Ms. Zhou Huijing (*Chief Executive Officer (Hong Kong)*)

*Independent non-executive Directors:*

Mr. Lee Hon Ying, John  
Mr. Peh Jefferson Tun Lu  
Mr. Mak Wing Sum, Alvin  
Mr. Ann Yu Chiu Andy