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MAN KING HOLDINGS LIMITED

萬景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2193)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of Man King Holdings Limited (the “Company”) will be held at Unit D, 10/F, Skyline Tower, 18 Tong Mi Road, Mongkok, Kowloon, Hong Kong on Wednesday, 28 August 2024, at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts of the Company and the reports of the directors and of the independent auditor of the Company for the year ended 31 March 2024;
2. To re-elect Mr. Lo Yuen Cheong as executive director of the Company;
3. To re-elect Ms. Chan Wai Ying as a non-executive director of the Company;
4. To re-elect Prof. Lo Man Chi, *JP* as an independent non-executive director of the Company;
5. To re-elect Mr. So Kei Wai as an independent non-executive director of the Company;
6. To authorise the board of directors of the Company (the “Board”) to fix the respective directors’ remuneration;
7. To re-appoint Messrs. PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix its remuneration;

8. To consider and, if thought fit, to pass with or without amendments the following resolution as ordinary resolution:

“THAT:

(A) subject to paragraph (C) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company (the “Shares”) (including any sale or transfer of treasury Shares) or securities convertible into Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby approved generally and unconditionally;

(B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(C) the total number of Shares allotted, issued and dealt with (including any sale or transfer of treasury Shares), or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as defined below); or

(ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares; or

(iii) the exercise of any option under the Company’s share option scheme(s); or

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Articles of Association of the Company from time to time,

shall not exceed 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of the passing of this resolution (subject to adjustment in case of any consolidation or subdivision of any or all of the Shares into a larger or smaller number of Shares after approving the Issue Mandate), and the said approval shall be limited accordingly; and

(D) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose name appear on the register of members of the Company (other than any holders of treasury Shares) on a fixed record date in proportion to their then holdings of such Shares, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company.

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares and references to allottees shall include purchasers or transferees of such treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale of treasury Shares to the extent permitted under all applicable laws, rules and regulations.”

9. To consider and, if thought fit, to pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited subject to and in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), be and is hereby approved generally and unconditionally;

(B) the total number of Shares authorised to be bought back or agreed conditionally or unconditionally to be bought back by the Directors pursuant to the approval in paragraph (A) above shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of this resolution (subject to adjustment in case of any consolidation or subdivision of any or all of the shares into a larger or smaller number of shares after approving the Buy-Back Mandate), and the said approval shall be limited accordingly; and

(C) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

10. To consider and, if thought fit, to pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions 8 and 9 as set out in this notice convening the meeting (the “Notice”) of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 8 as set out in this Notice of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of Shares bought back by the Company under the authority granted pursuant to resolution 9 as set out in this Notice of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing this resolution (subject to adjustment in case of any consolidation or subdivision of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

SPECIAL RESOLUTION

11. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments (the “Proposed Amendments”) to the existing second amended and restated memorandum of association and articles of association of the Company (the “Existing Memorandum and Articles of Association”) as set out in Appendix III to the circular of the Company dated 29 July 2024 be and hereby approved;
- (b) the third amended and restated memorandum of association and articles of association of the Company (the “New Memorandum and Articles of Association”), which contains all the Proposed Amendments, and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect; and
- (c) any director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board
Man King Holdings Limited
Lo Yuen Cheong
Chairman and Executive Director

Hong Kong, 29 July 2024

Notes:

- 1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her/its attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.

3. Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the above Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. An explanatory statement as required by the Listing Rules in connection with the buy-back mandate under resolution No. 9 above is set out in Appendix I to the Company's circular dated 29 July 2024.
8. Details of the retiring Directors proposed to be re-elected as Directors at the Meeting are set out in Appendix II to the Company's circular dated 29 July 2024.
9. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 23 August 2024 to Wednesday, 28 August 2024, both days inclusive. During such period, no transfer of Shares will be effected. In order to qualify for attending and voting at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 22 August 2024.
10. A proxy form of the Meeting is enclosed in the Company's circular dated 29 July 2024.
11. Reference to time and dates in this Notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Lo Yuen Cheong and Mr. Lo Yick Cheong as executive Directors; Ms. Chan Wai Ying as non-executive Director; and Mr. Leung Wai Tat Henry, Prof. Lo Man Chi, Ms. Chau Wai Yung and Mr. So Kei Wai as independent non-executive Directors.