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火岩控股
FIRE ROCK HOLDINGS

火岩控股有限公司
FIRE ROCK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1909)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Fire Rock Holdings Limited (the "**Company**") will be held at 20 Science Park Road, #02–25 Teletech Park, Singapore 117674 at 11:00 a.m. on Friday, 7 November 2025 for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as resolutions of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated Friday, 24 October 2025 (the "**Circular**").

ORDINARY RESOLUTIONS

1. "**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading "The Underwriting Agreement — Conditions of the Rights Issue" in the Circular:

   (a) the allotment and issue of rights shares of up to 96,000,000 shares (the "**Right Shares**") by way of Rights Issue (the "**Rights Issue**") at the Subscription Price of HK$1.58 per Rights Share on the basis of one (1) Rights Share for every two (2) Shares of the Company held by the shareholders (the "**Qualifying Shareholders**") of the Company whose names appear on the register of members of the Company as at the close of business on Wednesday, 19 November 2025 (or such later date as may be determined and announced by the Company) (the "**Record Date**") other than those shareholders (the "**Non-Qualifying Shareholders**") of the Company whose names appear on the register of members of the Company as at the close of business on the Record Date and whose addresses as shown on the register of members of the Company are outside Hong Kong, whom the Directors, based on legal opinions provided by the Company's legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of

restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place, and the transactions contemplated thereunder, be and are hereby approved;

(b) the board of Directors (the "**Board**") or a committee thereof be and is/are hereby authorised to allot and issue the Rights Shares (either in their nil-paid form or fully-paid form) 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 Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of the place and requirements of the relevant regulatory body or stock exchange;

(c) the placing agreement dated 5 October 2025 entered into between the Company and SBI China Capital Financial Services Limited ("**Placing Agreement**") in relation to the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best-effort basis (a copy of the Placing Agreement marked "A" is produced to this meeting and signed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

(d) the conditional underwriting agreement dated 5 October 2025 and entered into among the Company and Sulfulon International Limited (the "**Underwriter**") in relation to the Rights Issue (the "**Underwriting Agreement**") and the transactions contemplated thereunder (a copy of the Underwriting Agreement marked "B" is produced to the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified in all respects and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified; and

(e) any one Director 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 in accordance with all terms and conditions of the Rights Issue, the implementation of or giving effect to or the completion of any matters relating to the Placing Agreement and the Underwriting Agreement and the transactions contemplated thereunder as set out in the "Letter from the Board" in the Circular, the Placing Agreement and the Underwriting Agreement, the exercise or enforcement of any of the Company's rights under the Placing Agreement and the Underwriting Agreement and to make and agree to make such variations of the terms of the Placing Agreement and the Underwriting Agreement as he/she may in his/her discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole."

SPECIAL RESOLUTION

2. "**THAT**:

(a) Subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the granting of a waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**") to the Underwriter, Mr. Zhang and Infinities Investment of any obligation to make a general offer under the Takeovers Code for all the issued shares of the Company (other than those owned or agreed to be acquired by the Underwriter, Mr. Zhang and Infinities Investment and parties acting in concert with them) as a result of the taking up of the Rights Shares pursuant to the Irrevocable Undertakings and the Underwriting Agreement (the "**Whitewash Waiver**") be and is hereby approved; and

(b) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Whitewash Waiver and the transactions contemplated thereunder."

By order of the Board
Fire Rock Holdings Limited
Wong Yan
Executive Director

Hong Kong, 24 October 2025

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
2201–2203, 22/F
World-Wide House
Central
Hong Kong

Notes:

1. Any member of the Company ("**Members**" or "**Shareholders**") entitled to attend and vote at the meeting above ("**Meeting**") is entitled to appoint in written form one or, if he/she is the holder of two or more shares of the Company ("**Shares**"), more proxies to attend and vote instead of him/her. A proxy need not be a Member.

2. In the case of joint holders of Shares, 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 are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Share shall alone be entitled to vote in respect thereof.

3. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power 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 for holding the meeting (or any adjournment thereof).

4. For the purpose of determining Members who are qualified for attending and voting at the Meeting, the register of Members will be closed from Monday, 3 November 2025 to Friday, 7 November 2025, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending and voting at the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Branch Registrar at the address stated in note 3 above not later than 4:30 p.m. on Friday, 31 October 2025 for registration.

5. Delivery of an instrument appointing a proxy should not preclude a Member from attending and voting in person at the above Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions put to vote at the EGM will be decided by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. All times and dates specified herein refer to Hong Kong local times and dates.

As at the date of this Notice of the EGM, the executive Directors are Mr. Zhou Zhiwei, Mr. Gao Bo, Ms. Wong Yan and Mr. Victor Koa Jun Wei; and the independent non-executive Directors are Ms. Chow Woon San Shirley, Mr. Tam Chik Ngai Ambrose and Ms. Chiang Wing Yan.