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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 (“EGM”) of Fire Rock Holdings Limited (the “**Company**”) will be held at 4th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, North Zone, Hi-Tech Industries Park, Nanshan District, Shenzhen, Guangdong, the PRC, on Thursday, 8 August 2019 at 3:00 p.m. (or adjournment thereof) for the following purpose:

ORDINARY RESOLUTION

1. To consider, and if thought fit, pass the following resolution as an ordinary resolution:

“**THAT**

- (a) the authorised share capital of the Company be increased from HK\$5,000,000 divided into 500,000,000 Shares to HK\$20,000,000 divided into 2,000,000,000 Shares, by the creation of an additional 1,500,000,000 Shares, each ranking *pari passu* in all respects with the Shares in issue at the date of passing of this resolution (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents which he/she/they consider(s) necessary, desirable, appropriate or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

SPECIAL RESOLUTION

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

“**THAT**, AS A SPECIAL RESOLUTION, subject to the passing of Resolution no. 1 above:

- (a) the proposed amendment to the existing memorandum and articles of association of the Company, details of which are set out in Appendix I to the Circular (the “**M&A Amendments**”), be approved;
- (b) the second amended and restated memorandum and articles of association of the Company (incorporating the M&A Amendments, a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) (the “**Second Amended M&A**”) be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company; and
- (c) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver all relevant documents for and on behalf of the Company as he/she/they consider(s) necessary, desirable, appropriate or expedient for the purpose of, or in connection with, the implementation of and giving effect to the M&A Amendments and the Company’s adoption of the Second Amended M&A.”

By order of the Board of
Fire Rock Holdings Limited
Huang Yong
Executive Director and CEO

Hong Kong, 17 July 2019

Notes:

- 1. Capitalised terms defined in the circular of the Company dated 17 July 2019 (the “**Circular**”) shall have the same meaning when used in this notice, unless otherwise defined herein, or the context otherwise requires.
- 2. A member of the Company (the “**Member**”) entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote instead of him/her. A proxy need not be a Member of the Company.
- 3. In order to be valid, a duly completed and signed proxy form together with a 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 office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the EGM (or any adjournment thereof).

4. Pursuant to Rule 13.39(4) of the Main Board Listing Rules and Article 72 of the Articles, 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 Main Board Listing Rules.
5. In the case of joint holders of a Share, any one of such holders may vote at the EGM, 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 EGM personally or by proxy, that one of such holders 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.
6. As at the date of this Notice of EGM, the executive Directors are Mr. Huang Yong, Mr. Wu Zhe and Mr. Rao Zhenwu; the non-executive Directors are Mr. Zhang Yan and Ms. Yang Kan; and the independent non-executive Directors are Mr. Chan King Fai, Mr. He Yunpeng and Mr. Chen Di.