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HKBN Ltd.
香港寬頻有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1310

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of HKBN Ltd. (the “**Company**”) will be held on Thursday, 12 December 2019 at 10:30 a.m. at WOW Land, 16th Floor, Trans Asia Centre, 18 Kin Hong Street, Kwai Chung, New Territories, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the purchase of the entire issued share capital in Jardine OneSolution Holdings (C.I.) Limited, Adura Hong Kong Limited and Adura Cyber Security Services Pte Ltd by HKBN Group Limited (“**HKBNGL**”), a subsidiary of the Company (the “**Proposed Acquisition**”), pursuant to the terms and conditions of the share purchase agreement dated 23 August 2019 by and among HKBNGL, Metropolitan Light Company Limited (“**MLCL**”), JTH (BVI) Limited and Jardine Technology Holdings Limited (the “**Share Purchase Agreement**”) be and is hereby approved;
- (b) the entering into of the Share Purchase Agreement by HKBNGL and MLCL and the performance of their respective obligations under the Share Purchase Agreement be and are hereby approved, ratified and confirmed; and
- (c) the board of the Company (or any committee established by the board) be and is hereby authorised to arrange for the execution of such documents and the taking of such actions by the Company or any of its subsidiaries as the board (or such committee) may consider necessary or desirable to be entered into or taken in connection with the Proposed Acquisition.”

By order of the board of
HKBN Ltd.
Bradley Jay HORWITZ
Chairman

Hong Kong, 21 November 2019

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

*Principal place of business in
Hong Kong:*
12th Floor, Trans Asia Centre
18 Kin Hong Street
Kwai Chung
New Territories
Hong Kong

Notes:

1. A form of proxy for use at the EGM (or any adjournment thereof) is enclosed with the Company's shareholders' circular dated 21 November 2019, of which the notice of the EGM set out above is part.
2. Any shareholder of the Company entitled to attend and vote at the EGM may appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share of the Company 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 the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint holder(s).
4. The register of members of the Company will be closed from Monday, 9 December 2019 to Thursday, 12 December 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 6 December 2019. The record date for the entitlement to EGM will be on Thursday, 12 December 2019.
5. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof or, in the case of a shareholder which is a corporation, under its seal or the hand of an officer or attorney duly authorised, must be delivered to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

As at the date of this announcement, the Board comprises:

Executive Directors

Mr. Chu Kwong YEUNG
Mr. Ni Quiaque LAI

Independent Non-executive Directors

Mr. Bradley Jay HORWITZ (*Chairman*)
Mr. Stanley CHOW
Mr. Yee Kwan Quinn LAW, SBS, JP

Non-executive Directors

Ms. Deborah Keiko ORIDA
Mr. Zubin Jamshed IRANI
Mr. Teck Chien KONG

Where the English and the Chinese texts conflict, the English text prevails.