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Space Group Holdings Limited

恆宇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2448)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Space Group Holdings Limited (the “**Company**”) will be held at Room F, 11/F, Chong Fok Commercial CTR, Avenida De Marciano Baptista, No. 26-28, Macau on 11 February 2020 at 3 p.m. to consider, and if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** KPMG be and is hereby removed as the auditors of the Company and any of its subsidiaries pursuant to Article 152(2) of the articles of association of the Company with immediate effect.”

ORDINARY RESOLUTION

2. “**THAT** conditional upon the passing of the special resolution no. 1 above, PwC be and is hereby appointed as the auditors of the Company and its subsidiaries pursuant to Article 152(2) of the articles of association of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and the board (the “**Board**”) of directors (the “**Directors**”) of the Company be and is hereby authorised to fix their remuneration.”

By Order of the Board
Space Group Holdings Limited
Che Chan U
Chairman

Hong Kong, 24 January 2020

Registered office:
Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
2612-13 One Midtown
11 Hoi Shing Road
Tsuen Wan
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited 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, at the offices of the Company's branch share registrar and transfer office 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 meeting or adjourned meeting.
3. For the purpose of ascertaining shareholders' entitlement to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed from 4 February 2020 to 11 February 2020 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the extraordinary general meeting, all transfer documents accompanied by the relevant share certificates, have to be lodged with 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 later than 4:30 p.m. on 3 February 2020.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the extraordinary general meeting and in such event, the relevant form of proxy shall be deemed to be revoked.
5. In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the articles of association of the Company, all resolutions set out in this notice of the extraordinary general meeting will be voted on by way of poll.

As at the date of this notice, the Board comprises Mr. Che Chan U, Ms. Lei Soi Kun and Mr. Wan Yee Sang as executive Directors; and Mr. Fan Chun Wah, Andrew, Mr. Eulógio dos Remédios, José António and Ms. Leong Iat Lun as independent non-executive Directors.