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HENG TAI CONSUMABLES GROUP LIMITED

亨泰消費品集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00197)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Heng Tai Consumables Group Limited (the “**Company**”) will be held at Pacific Room, 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Tuesday, 10 November 2020 at 10:30 a.m. for considering and, if thought fit, passing (with or without amendment) the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the subscription agreement dated 25 September 2020 (the “**Subscription Agreement**”) entered into between Heng Tai Finance Limited (the “**Subscriber**”) as the subscriber and Global Mastermind Holdings Limited (“**Global Mastermind**”) as the issuer in relation to the subscription of the 8% guaranteed redeemable convertible bond due 2022 to be issued by Global Mastermind in the aggregate principal amount of HK\$60,000,000 (the “**Convertible Bonds**”) (a copy of the Subscription Agreement is produced to the Meeting and marked “A” and initialled by the Chairman of the Meeting for identification purpose) and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Subscription Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the exercise by the Subscriber during the term of the Convertible Bonds (as amended from time to time) of all the powers to determine whether to exercise the rights to convert the Convertible Bonds (the “**Conversion Rights**”) into the shares of Global Mastermind under the terms and conditions of the Convertible Bonds be and is hereby generally and unconditionally approved; and

- (b) the directors of the Company be and are hereby authorized to, and procure the directors of the Subscriber to, do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine or complete any matters relating to or in connection with the exercise of the Conversion Rights.”

By order of the Board
Heng Tai Consumables Group Limited
Lam Kwok Hing
Chairman

Hong Kong, 23 October 2020

Registered Office:

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Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
31st Floor
Guangdong Finance Building
88 Connaught Road West
Sheung Wan
Hong Kong

Notes:

- (1) In view of the ongoing COVID-19 pandemic and with a view to minimize the shareholders' and attendees' risk of infection, the Company will implement the following precautionary measures at the Extraordinary General Meeting (“EGM”), (1) not more than 50 persons (including Shareholders and supporting staff for the EGM) will be arranged to sit in the EGM venue; (2) seating at the EGM venue will be arranged so as to allow for appropriate social distancing with limited capacity on a “first-come-first-served” basis; (3) compulsory body temperature screening; (4) compulsory of wearing surgical face mask at the EGM venue and throughout the EGM; (5) compulsory health declaration prior to entry into the EGM venue; (6) attendee who has any flu-like symptoms or is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine will be denied entry into the EGM venue; (7) no refreshments or drinks or refreshment packs will be served at the EGM; (8) no corporate gifts will be distributed at the EGM; and (9) hand sanitizers will be provided at the EGM venue.
- (2) For the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy and to return their proxy forms by the time specified herein, or through HKSCC Nominees Limited by giving instructions to their brokers and custodians, instead of attending the EGM in person.
- (3) The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the EGM (if any).
- (4) Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (6) In the case of joint holders of a share if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

- (7) In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or their authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
- (8) A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual, or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (9) Completion and return of a proxy form will not preclude a member from attending and voting in person at the above meeting or any adjourned meeting thereof, should he so wish.
- (10) Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the meeting will demand that all resolutions will be voted by way of poll at the meeting.
- (11) To qualify for attending and voting at the EGM, a Shareholder must be registered as a member of the Company on the Record Date. The register of members of the Company will be closed from Thursday, 5 November 2020 to Tuesday, 10 November 2020 (both dates inclusive) for the purpose of determining the right to attend and vote at the EGM, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Wednesday, 4 November 2020.
- (12) The EGM will be held on Tuesday, 10 November 2020 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect at 7:30 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement at the HKExnews website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.hengtai.com.hk to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the Board comprises four executive directors, namely Mr. Lam Kwok Hing (Chairman), Ms. Lee Choi Lin, Joecy, Ms. Gao Qin Jian and Mr. Chan Cheuk Yu, Stephen; and three independent non-executive directors, namely Ms. Mak Yun Chu, Mr. Poon Yiu Cheung, Newman and Mr. Hung Hing Man.