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InvesTech Holdings Limited
威訊控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1087)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of InvesTech Holdings Limited (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on 23 June 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s) the following resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT**

- (a) subject to the obtaining of all necessary governmental and regulatory consents, the change of the domicile of the Company (“**Change of Domicile**”) from the Cayman Islands to Bermuda by way of de-registration as a company under the laws of the Cayman Islands and continuation of the Company as an exempted company under the laws of Bermuda be and is hereby approved;

- (b) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the memorandum of continuance, a copy of which has been produced to the Meeting marked “A” for the purpose of identification, be and is hereby adopted in substitution for the existing amended and restated memorandum of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (c) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the bye-laws of the Company, a copy of which has been produced to the Meeting marked “B” for the purpose of identification, be and is hereby adopted in substitution for the existing amended and restated articles of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (d) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the maximum number of the Directors shall, for the time being, be fixed at twenty (20) and the Directors be and are hereby authorized to fill any vacancies on the board of Directors (the “**Board**”) and to appoint additional Directors up to the maximum number determined herein or such other maximum number as may be determined from time to time by members of the Company in general meeting and to appoint alternate Directors at their discretion; and
- (e) the Board be and is hereby authorized to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as it may consider necessary or expedient to give effect to or in connection with the implementation of the Change of Domicile.”

2. **“THAT** subject to the passing of special resolution numbered 1 above:
 - (a) the entire amount standing to the credit of the share premium account of the Company as at the date of passing this resolution be and is hereby cancelled and transferred to an account designated as the contributed surplus account of the Company (the **“Cancellation of Share Premium Account”**);
 - (b) the account designated as the contributed surplus account of the Company be designated as the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (as revised) (the **“Contributed Surplus Account”**) upon the Change of Domicile (as defined in special resolution numbered 1 above) becoming effective and the amount standing to the credit of such designated account shall continue to stand to the credit of the Contributed Surplus Account upon the Change of Domicile becoming effective; and
 - (c) the Board be and is hereby authorized to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as it may consider necessary or expedient to give effect to or in connection with the implementation of the Cancellation of Share Premium Account.”

3. **“THAT** subject to the passing of special resolution numbered 1 above and conditional upon the Change of Domicile (as defined in special resolution numbered 1 above) becoming effective and the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below):
 - (a) every twenty (20) issued and unissued shares of US\$0.02 each in the existing share capital of the Company be and are consolidated (the **“Share Consolidation”**) into one (1) share of US\$0.40 each (the **“Consolidated Shares”**);
 - (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;

- (c) the par value of each of the then issued Consolidated Shares be and is hereby reduced from US\$0.40 each to US\$0.01 each (the “**New Shares**”) by cancelling the capital paid-up thereon to the extent of US\$0.39 on each of the then issued Consolidated Shares (together with sub-paragraph (b) above are hereinafter referred to as the “**Capital Reduction**”);
- (d) each of the then authorized but unissued Consolidated Shares of US\$0.40 each be and is hereby sub-divided into forty (40) New Shares of US\$0.01 each (the “**Share Subdivision**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);
- (e) the credits arising from the Capital Reduction be transferred to the Contributed Surplus Account (as defined in special resolution numbered 2 above) and the Board be and is hereby authorized to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company which may arise from time to time and/or paying dividends and/or making any other distribution out of the Contributed Surplus Account from time to time without any further authorization from the shareholders of the Company and all such actions in relation thereto be and are approved, ratified and confirmed; and
- (f) the Board be and is hereby authorized to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as it may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation involving the Share Consolidation, the Capital Reduction and the Share Subdivision and (where applicable) to aggregate all fractional New Shares and sell them for the benefit of the Company.”

ORDINARY RESOLUTIONS

4. **“THAT**

- (a) subject to the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the Shares to be issued and allotted by the Company under the proposed share option scheme of the Company (a copy of which is produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification) (the “**New Share Option Scheme**”), such New Share Option Scheme be and is hereby approved and adopted as the Company’s share option scheme and the Directors be and are hereby authorised to take all such steps as they may deem necessary, desirable or expedient to carry into effect, waive or amend the Scheme subject to the terms of the Scheme and Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended from time to time) (the “**Listing Rules**”); and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to grant options to subscribe for Shares in accordance with the rules of the Scheme up to a maximum of 10% of the Shares in issue as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options so granted, to administer the Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors deem fit.”

5. To re-elect Mr. David Tsoi as an independent non-executive director of the Company.

By Order of the Board
InvesTech Holdings Limited
Chan Sek Keung, Ringo
Chairman and CEO

Hong Kong, 31 May 2021

Executive Directors:

Mr. Chan Sek Keung, Ringo (*Chairman and CEO*)

Ms. Wang Fang (*Vice CEO*)

Mr. Lu Chengye

Mr. Liu Chun Fai

Non-executive Director:

Mr. Wong Tsu Wai, Derek

Independent Non-executive Directors:

Mr. Tsoi, David

Mr. Lu, Brian Yong Chen

Mr. Yuen Shiu Wai

Registered Office:

71 Fort Street

PO Box 500

George Town

Grand Cayman

KY1-1106

Cayman Islands

Principal Place of Business in Hong Kong:

Room 1201, 12/F

C C Wu Building

302-308 Hennessy Road

Wanchai

Hong Kong

Notes:

1. Considering the outbreak of coronavirus disease 2019 (“**COVID-19**”) pandemic, certain measures will be implemented at the extraordinary general meeting (the “**EGM**”) with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to wear a surgical face mask throughout the EGM within the EGM venue (no mask will be provided at the EGM venue); (ii) all attendees will be required to undergo mandatory body temperature screening; (iii) all attendees will be required to complete and submit health declaration form; (iv) seating will be arranged to ensure approximate social distancing; (v) no corporate gifts and/or refreshments will be distributed; and (vi) hand sanitizer will be available at the entrance of the EGM venue. The Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. For details, all attendees of the EGM should read the section headed “Precautionary Measures for the Extraordinary General Meeting” on pages i and ii of the circular of the Company for the EGM dated 31 May 2021.

2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she/it is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his/her/its stead. A proxy need not be a member of the Company. 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.
3. 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 duly authorised to sign the same.
4. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof (as the case may be).
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting to be convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote either in person or by proxy in respect of such share as if he/she/it were solely entitled thereto; but 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 of members of the Company in respect of the joint holding.
7. The transfer books and register of members of the Company will be closed from 18 June 2021 (Friday) to 23 June 2021 (Wednesday) (both dates inclusive), during which period no transfer of shares will be effected. The holders of shares whose name appears on the register of members of the Company on 23 June 2021 (Wednesday) will be entitled to attend and vote at the extraordinary general meeting. In order to qualify for the right to attend and vote at the extraordinary general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 17 June 2021 (Thursday).
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.

As at the date of this announcement, the executive Directors are Mr. Chan Sek Keung, Ringo (Chairman and Chief Executive Officer), Ms. Wang Fang, Mr. Lu Chengye and Mr. Liu Chun Fai, the non-executive Director is Mr. Wong Tsu Wai, Derek, and the independent non-executive Directors are Mr. David Tsoi, Mr. Lu, Brian Yong Chen and Mr. Yuen Shiu Wai.