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NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Neway Group Holdings Limited (“**Company**”) will be held at 11:45 a.m. (or, if later, immediately after the special general meeting of the Company convened to be held at 11:30 a.m. on the same day shall have been concluded or adjourned) on Friday, 7 January 2022 at 5/F, Chung Tai Printing Group Building, 11 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong to consider and, if thought fit, pass the following resolution of the Company:

ORDINARY RESOLUTION

”**THAT**

- (a) the provisional agreement for sale and purchase dated 21 October 2021 (“**Provisional Agreement**”) and entered into among Chung Tai Printing Holdings Limited (中大印刷集團有限公司) (“**Chung Tai Printing**”), a wholly-owned subsidiary of the Company, as vendor, SP (BVI) 1 Limited as purchaser (“**Purchaser**”) and Supreme Cycle Inc., a wholly-owned subsidiary of the Company, as guarantor in relation to the disposal of the entire issued share capital of Profit Link Investment Limited (中大投資管理有限公司) by Chung Tai Printing to the Purchaser, the details of which are set out in the circular of the Company dated 17 December 2021 (“**Circular**”) (a copy of which is marked “A” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting), be and is hereby confirmed, approved and ratified;

* For identification purpose only

- (b) the transactions contemplated under the Provisional Agreement be and are hereby approved; and
- (c) any one of the directors of the Company (“**Directors**”) be and is hereby authorised to sign and execute all such documents or agreements or deeds on behalf of the Company and to do all such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Provisional Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Provisional Agreement) as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole.”

On behalf of the board of Directors
NEWAY GROUP HOLDINGS LIMITED
Suek Ka Lun, Ernie
Chairman

Hong Kong, 17 December 2021

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal place of business in Hong Kong:

Chung Tai Printing Group Building
11 Yip Cheong Street
On Lok Tsuen, Fanling
New Territories
Hong Kong

Notes:

- (1) The board of Directors has made reference to the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) in relation to the arrangement of the Meeting. The Company will implement certain preventive measures at the Meeting, the details of which are set out in the section headed “Precautionary Measures for the SGM” in the Circular, to safeguard the health and safety of the attending shareholders, staff and other stakeholders.
- (2) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy needs not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (3) The Company does not in any way wish to diminish the opportunity available to the members of the Company to exercise their rights and to vote, but is conscious of the pressing need to protect the members from possible exposure to the coronavirus pandemic. For the health and safety of the members, the Company would like to encourage members to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. Physical attendance is not necessary for the purpose of exercising shareholders’ rights.
- (4) The proxy form shall be signed 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. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 11:45 a.m. on Wednesday, 5 January 2022 or no later than 48 hours before the time appointed for holding the adjourned meeting, as the case may be.
- (5) Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should he/she/it so wish and in such event the proxy form previously submitted shall be deemed to be revoked.
- (6) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.

- (7) For determining the identity of the members of the Company entitled to attend and vote at the Meeting, the register of members of the Company will be closed for registration of transfers of shares of the Company from Tuesday, 4 January 2022 to Friday, 7 January 2022, both dates inclusive. In order to be entitled to attend and vote at the Meeting, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 3 January 2022.
- (8) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of Directors comprises Mr. Suek Ka Lun, Ernie (Chairman) and Mr. Suek Chai Hong (Chief Executive Officer) being the executive Directors; Dr. Ng Wai Kwan, Mr. Chan Kwing Choi, Warren and Mr. Wong Sun Fat being the non-executive Directors; Mr. Lee Kwok Wan, Mr. Lai Sai Wo, Ricky and Mr. Chu Gun Pui being the independent non-executive Directors; and Mr. Lau Kam Cheong being the alternate director to Dr. Ng Wai Kwan.