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**Tak Lee Machinery Holdings Limited**  
**德利機械控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2102)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Tak Lee Machinery Holdings Limited (the “**Company**”) will be held Capital Conference Services Limited at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, 8 February 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (i) the form and substance of a sale and purchase agreement dated 15 December 2021 entered into between Chow Luen Fat and Cheng Ju Wen (the “**Vendors**”), as vendors, and TLMC Company Limited (the “**Purchaser**”), a direct wholly-owned subsidiary of the Company as purchaser (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose) (the “**Agreement**”) in relation to the sale and purchase of the Sale Shares (as defined in the circular of the Company dated 13 January 2022 (the “**Circular**”)) and the Sale Debt (as defined in the Circular) in Orange Treasure Limited as at Completion (as defined in the Circular) at the consideration of HK\$22,000,000, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (ii) any one or more directors of the Company or directors of the Purchaser be and are hereby authorised to do all such acts and things as they consider necessary and to sign and execute all such documents, and to take all such steps which in their opinion may be necessary appropriate, desirable or expedient for the purposes of or in connection with the Agreement and the transactions contemplated thereunder.”

By order of the Board  
**Tak Lee Machinery Holdings Limited**  
**Chow Luen Fat**  
*Chairman*

Hong Kong, 13 January 2022

*Registered Office*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and Principal Place of  
Business in Hong Kong*  
D. D. 111, Lot No. 117  
Sheung Che Village  
Pat Heung  
Yuen Long  
New Territories  
Hong Kong

*Notes:*

1. Precautionary and control measures for the extraordinary general meeting (the “**EGM**”)

The health of the shareholders, staff and stakeholders of the Company is of paramount importance to the Company. Considering the ongoing COVID-19 pandemic, the following precautionary and control measures will be implemented for the EGM:

*Before the EGM*

- (a) Shareholders who have any symptoms of fever or respiratory system disease or are subject to any quarantine requirements are advised not to attend the EGM in person.
- (b) As an alternative to attending the EGM in person and exercising their voting rights, the Company strongly encourages shareholders to appoint the chairman of the EGM as their proxy to vote at the EGM. The forms of proxy were enclosed with the circular of the Company dated 13 January 2022 (the “**Circular**”) and are available for download from the respective websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.tlmc-hk.com](http://www.tlmc-hk.com). To be valid, a form of proxy must be deposited in manner as described in note 4 below.

*At the EGM venue*

- (a) Compulsory body temperature check for every intended attendee will be conducted at the entrance of the EGM venue. Any intended attendee with a body temperature of 37.1 degrees Celsius or above or has any flu-like or other common COVID-19 symptoms will not be permitted to enter the EGM venue.
- (b) Any person who is subject to quarantine order by the Government of the Hong Kong Special Administrative Region will not be permitted to enter the EGM venue.
- (c) All attendees are required to wear a surgical face mask before they are permitted to enter the EGM venue, at the EGM venue at all the times and maintain a safe distance from other attendees. No eating or drinking is allowed in the EGM venue. Any person who does not wear a surgical face mask will not be permitted to enter the EGM venue and will be required to leave the EGM venue.
- (d) No refreshment or souvenirs will be served or distributed.

2. Closure of Register of Members of the Company

The register of members of the Company (the “**Register of Members**”) will be closed from Monday, 31 January 2022 to Tuesday, 8 February 2022, both days inclusive, during which period no transfer of the shares of the Company (the “**Share(s)**”) will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must 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 (the “**Hong Kong Branch Share Registrar**”) for registration no later than 4:30 p.m. on Friday, 28 January 2022.

- 3. A member entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member.
- 4. 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 of that power of attorney or authority must be deposited with the Hong Kong Branch Share Registrar no less than 48 hours before the time appointed for holding the EGM or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- 5. Completion and return of the form of proxy shall not preclude a member from subsequently attending and voting in person at the EGM or the adjournment thereof, and in such event, the form of proxy shall be deemed to be revoked.

6. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders is present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, will 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 in respect of the joint holding. Several executors or administrators of a deceased member in whose name any Share stands shall for this purpose be deemed joint holders thereof.

*As at the date of this notice, the executive Directors are Mr. Chow Luen Fat (chairman and chief executive officer), Ms. Liu Shuk Yee and Ms. Ng Wai Ying; the non-executive Director is Ms. Cheng Ju Wen; and the independent non-executive Directors are Sir Kwok Siu Man KR, Mr. Law Tze Lun and Dr. Wong Man Hin Raymond.*