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AFFLUENT PARTNERS HOLDINGS LIMITED

錢唐控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1466)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a hybrid extraordinary general meeting (“**EGM**”) of Affluent Partners Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 1 April 2022 with the combination of a physical meeting at Room 906, 9/F, Wings Building, 110–116 Queen’s Road Central, Central, Hong Kong, and a virtual meeting online for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “THAT

- (a) the authorised share capital of the Company from HK\$10,000,000 divided into 500,000,000 Shares to HK\$200,000,000 divided into 10,000,000,000 Shares by the creation of an additional 9,500,000,000 Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more of the directors of the Company (the “**Director**”) be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/ them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital.”

(2) “THAT subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Rights Issue” in the circular of the Company dated 17 March 2022 (the “**Circular**”):

- (a) the issue by way of rights shares (the “**Rights Issue**”) of up to 319,648,964 Shares (the “**Rights Shares**” and each a “**Rights Share**”) at a subscription price of HK\$0.11 per Rights Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members

* For identification purposes only

of the Company on Thursday, 14 April 2022 or such other date as may be determined by the Company for the determination of the entitlements under the Rights Issue (the “**Record Date**”) (other than those shareholders (the “**Excluded Shareholders**”) with registered addresses outside Hong Kong whom the Directors of the Company, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of one (1) Rights Share for every one share of the Company then held on the Record Date and pursuant to the terms and conditions as set out in the circular issued by the Company dated Thursday, 17 March 2022 of which this notice convening the EGM forms part, be and is hereby approved;

- (b) the underwriting agreement (the “**Underwriting Agreement**”) dated 28 January 2022 (as supplemented by the supplemental underwriting agreement dated 14 March 2022) and entered into among the Company and Kingston Securities Limited (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) any one of the Directors be and is hereby authorised to allot and issue the Rights Shares (in their nil-paid form and fully-paid form) pursuant to and in connection with the Rights Issue notwithstanding the Rights Shares may be offered, allotted or issued otherwise than *pro rata* to the Qualifying Shareholders and, in particular, any Director be and is hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or the Excluded Shareholder(s) as he deems necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and
- (d) any one of the Directors be and is hereby authorised to do all such acts and things, as he may in his discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Rights Issue and the Underwriting Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the Rights Issue and the Underwriting Agreement and the implementation of all transactions contemplated thereunder, including but not limited to the issue and allotment of Rights Shares and to agree with such variation, amendment or waiver as, in his opinion, appropriate and in the interests of the Company and its shareholders as a whole.”

(3) “To re-elect Mr. Wong Siu Keung Joe as an independent non-executive Director.”

Yours faithfully
For and on behalf of the Board
Cheng Chi Kin
Chairman

Hong Kong, 17 March 2022

Registered office:

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

Principal place of business:

Room 906, 9/F
Wings Building
110–116 Queen’s Road Central
Central
Hong Kong

Notes:

1 All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.

2 In view of the outbreak of the novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement special arrangements at the EGM, details of which are set out in the section headed “SPECIAL ARRANGEMENTS FOR THE EGM” on page v of the circular of the Company dated 17 March 2022.

All registered shareholders will be able to join the Meeting or any adjourned meeting thereof via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered shareholders may consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the Meeting or any adjourned meeting thereof if they wish.

3 A member entitled to attend and vote at the EGM convened is entitled to appoint another person(s) as his proxy to attend and vote, via the e-Meeting System, in his stead. A proxy need not be a member of the Company.

4 In order to be valid, the 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 Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person via the e-Meeting System at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5 The register of members of the Company will be closed from Monday, 28 March 2022 to Friday, 1 April 2022 (both dates inclusive), during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents 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 for registration not later than 4:30 p.m. on Friday, 25 March 2022.

- 6 In the case of joint holders of any share(s), only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
- 7 For the avoidance of doubt, the Board considers that the EGM is an important opportunity for Shareholders to express their views by raising questions and voting. Shareholders' participation in the EGM continues to be important. Shareholders are encouraged and welcomed to raise questions during the EGM.

As at the date of this announcement, the Board comprises Mr. Cheng Chi Kin (Chairman), Mr. Leung Alex and Mr. Cheung Sze Ming as executive Directors; and Mr. Chiu Sin Nang, Kenny, Mr. Dong Bo, Frederic and Mr. Wong Siu Keung Joe as independent non-executive Directors.