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## **UBA INVESTMENTS LIMITED**

**開明投資有限公司\***

*(incorporated in Cayman Islands with limited liability)*

(Stock code: 768)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of UBA Investments Limited (the “**Company**”) will be held at 16th Floor, Wah Kit Commercial Centre, 300 Des Voeux Road Central, Hong Kong on Friday, 29 April 2022 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 4 April 2022 of which the notice convening the Meeting forms part.

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the supplemental agreement dated 26 January 2022 entered into between UBA Financial and UICL in relation to the provision of securities margin financing and initial public offer financing services (the “**Securities Margin Financing**”) by UICL to UBA Financial (copy of which has been produced at the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the supplemental agreement dated 26 January 2022 entered into between Super Idea and UICL in relation to the provision of the Securities Margin Financing by UICL to Super Idea (copy of which has been produced at the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification) and the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the supplemental agreement dated 26 January 2022 entered into between UBA and UICL in relation to the provision of the Securities Margin Financing by UICL to UBA (copy of which has been produced at the Meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification) and the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (d) the annual caps for the Financial Assistance for the financial years ending 31 March 2023, 31 March 2024 and 31 March 2025 be and are hereby approved; and
- (e) any director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the 2022 Financial Assistance Supplemental Agreements and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the 2022 Financial Assistance Supplemental Agreements and the transactions contemplated thereunder.”

2. **“THAT**

- (a) the investment management agreement dated 26 January 2022 (the “**2022 Investment Management Agreement**”) entered into between UAML and UBA in relation to the provision of assets management services by UAML to UBA (copy of which has been produced at the Meeting marked “D” and signed by the chairman of the Meeting for the purpose of identification) and the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the 2022 Investment Management Agreement and the transactions contemplated thereunder for the financial years ending 31 March 2023, 31 March 2024 and 31 March 2025 be and are hereby approved; and

- (c) any director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the 2022 Investment Management Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the 2022 Investment Management Agreement and the transactions contemplated thereunder.”

By order of the Board  
**UBA Investments Limited**  
**Dr. WONG Yun Kuen**  
*Chairman and Executive Director*

Hong Kong, 4 April 2022

***Registered office:***

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

***Head office and principal place  
of business in Hong Kong:***

Flat B, 16th Floor  
Wah Kit Commercial Centre  
300 Des Voeux Road Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the Hong Kong branch share registrar of the Company, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or submitting electronically via the Tricor e-Meeting System in accordance with the instructions printed on the accompanying notification letter not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. The register of members of the Company will be closed, for the purpose of determining Shareholders’ entitlement to attend and vote at the meeting, from Tuesday, 26 April 2022 to Friday, 29 April 2022 (both days inclusive), during this period no transfer of shares will be registered. In order to attend and vote at the meeting, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration, not later than 4:30 p.m. on Monday, 25 April 2022.

4. In view of the ongoing COVID-19 pandemic, the Company will adopt the following special arrangements at the Meeting:
- (a) The Meeting will be held with the minimum number of persons present as is required to form a quorate meeting by the directors and/or other staff member(s) of the Company who are Shareholders or proxy. NO other Shareholder, proxy or corporate representative should attend the Meeting in person. Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the Meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the Meeting. Shareholders, proxies or corporate representatives (other than those who are required to attend the Meeting physically to form a quorate meeting) will NOT be able to attend in person but may view and listen to the Meeting and submit questions online. The Company reserves the rights to change the attendance number depending on the public health situation and the relevant regulations in effect at the time of the Meeting.
  - (b) To enable Shareholders to participate in the Meeting, the Company will arrange live video broadcast via Tricor e-Meeting System during the Meeting. In order to participate in the Meeting through live video broadcast, Shareholders will need to visit the designated URL link by using the unique login details which will be despatched to the Shareholders by post on or around 8 April 2022. However, such Shareholders will not be considered as attending the Meeting in person, will not be counted as part of the quorum under the articles of association of the Company, and will not be allowed to cast their votes by electronic means at the Meeting.
  - (c) Shareholders who wish to exercise his/her/its voting rights are strongly encouraged to appoint the chairman of the Meeting as their proxy to vote on the relevant resolutions at the Meeting. Registered shareholders are requested to provide a valid email address of his or her proxy (except appointing “the chairman of the EGM” as proxy) to receive the login and access code to view a live streaming webcast of the Meeting and submit online questions to us on the Tricor e-Meeting System.
  - (d) The Company reminds all Shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. Shareholders who cannot attend the Meeting in person will be able to vote by submitting a proxy in advance of the Meeting. If Shareholders wish to vote on any resolutions at the Meeting, they are strongly encouraged to appoint the chairman of the Meeting as their proxy to vote on their behalf. In any event, Shareholders will not be deprived of their rights of voting on the resolution(s) to be proposed at the Meeting.
  - (e) Shareholders should note that if a person who is not the chairman of the Meeting is appointed as proxy, that person may not be permitted entry to the venue of the Meeting and may not be able to exercise the vote

5. Registered shareholders of the Company will be able to view and listen to the Meeting and submit questions online in accordance with the instructions as stated in the letter sent to the shareholders of the Company. Beneficial owners or CCASS non-registered shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“HKSCC”) can also view and listen to the Meeting and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements by the deadlines of their respective bank, broker, custodian or HKSCC and in any event, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof, and the unique login details will be sent to them by email upon receipt of request through their respective bank, broker, custodian or HKSCC. A valid email address should be provided for receiving the login details.
6. Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the arrangements of the Meeting with short notice. Shareholders should check the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.uba.com.hk](http://www.uba.com.hk)) for future announcements and updates on the arrangements of the Meeting.

*As at the date of this announcement, UBA Board consists of Dr. WONG Yun Kuen as chairman and executive director, Mr. CHENG Wai Lun, Andrew and Mr. CHAU Wai Hing as executive directors; Dr. FUNG Lewis Hung, Mr. TANG Hon Bui, Ronald and Mr. KWOK Ming Fai as independent non-executive directors.*

\* *For identification purpose only*