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HUNG FOOK TONG

HUNG FOOK TONG GROUP HOLDINGS LIMITED

鴻福堂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1446)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Hung Fook Tong Group Holdings Limited (the “**Company**”) will be held at Function Room II & III, 11/F, Tower 2, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, Hong Kong on Wednesday, 1 June 2022 at 10:30 a.m. for the following purposes:

As Ordinary Business

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditor of the Company (the “**Auditor**”) for the year ended 31 December 2021.
2. To approve the declaration of a final dividend of HK0.37 cent per ordinary share and a special dividend of HK0.31 cent per ordinary share for the year ended 31 December 2021 to be paid out of the share premium account of the Company.
3. To re-elect the following persons as Directors:
 - (a) Dr. Szeto Wing Fu as an executive Director.
 - (b) Prof. Sin Yat Ming as an independent non-executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. To re-appoint PricewaterhouseCoopers as Auditor and authorise the board of Directors to fix their remuneration.

As Special Business

6. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power during or after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iii) any specific authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting(s); or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

7. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase Shares at a price determined by the Directors;
- (c) the total number of Shares which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

(iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

8. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“**That** conditional upon the passing of resolutions nos. 6 and 7 above, the general mandate to the Directors pursuant to resolution no. 6 be and is hereby extended by the addition thereto of an amount representing the total number of Shares purchased by the Company under the authority granted pursuant to the resolution no. 7, provided that such amount shall not exceed 10% of total number of the issued Shares as at the date of passing this resolution.”

9. To consider and, if thought fit, pass the following resolution (with or without modification) as a special resolution:

“**That** the amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) set out in Appendix III to the circular of the Company dated 26 April 2022 of which this notice forms part be and are hereby approved and that the new amended and restated Memorandum and Articles of Association which consolidate all the aforesaid amendments (in the form produced to this meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new memorandum and articles of association of the Company, and that any one Director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the new amended and restated Memorandum and Articles of Association.”

By order of the Board
Hung Fook Tong Group Holdings Limited
Tse Po Tat
Chairman and Executive Director

26 April 2022

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
11 Dai King Street
Tai Po Industrial Estate
Tai Po, New Territories
Hong Kong

Notes:

- (i) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy needs not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited 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 together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) For determining the entitlement to attend and vote at the annual general meeting of the Company ("AGM") to be held on Wednesday, 1 June 2022, the register of members of the Company will be closed from Friday, 27 May 2022 to Wednesday, 1 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 26 May 2022.
- (v) For determining the entitlement to the proposed final dividend and special dividend (subject to the approval of the Shareholders at the annual general meeting), the register of members of the Company will be closed from Thursday, 9 June 2022 to Friday, 10 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend as stated, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 8 June 2022.
- (vi) If Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning is hoisted or remains hoisted at 8:00 a.m. on Wednesday, 1 June 2022, or Typhoon Signal No. 8 is expected to be hoisted at or before 10:30 a.m. on the same date as announced by the Hong Kong Observatory, the AGM will be rescheduled. An announcement with the details of the rescheduled meeting shall be published as soon as possible once confirmed. For the avoidance of doubt, the AGM will be held as scheduled for situations not falling under the scenarios described in this paragraph. Shareholders who have any queries relating to the above arrangement, please call the enquiry hotline at (852) 29801333 during business hours from 9:00 a.m. to 5:30 p.m., Monday to Friday (excluding Hong Kong public holidays) or contact the Company by email: enquiry@hungfooktong.com.hk.
- (vii) Taking into account of the recent development of the epidemic caused by Coronavirus disease ("COVID-19"), the Company will implement the following prevention and control measures at the AGM against the epidemic to protect the shareholders from the risk of infection:
 - Compulsory body temperature check will be conducted for all persons attending the AGM at the entrance of the venue and anyone with abnormal body temperature will not be given access to the venue;
 - All persons who attend the AGM are required to bring and wear surgical face masks throughout the AGM; and
 - No refreshments will be served and no corporate gifts will be distributed.

Furthermore, the Company wishes to advise the Shareholders, particularly Shareholders who are subject to quarantine in relation to the COVID-19, that they may appoint any person or the chairman of the AGM as a proxy to vote on the resolutions, instead of attending the AGM in person.

As at the date of this notice, the Board comprises Mr. Tse Po Tat, Dr. Szeto Wing Fu and Ms. Wong Pui Chu as Executive Directors, and Mr. Kiu Wai Ming, Prof. Sin Yat Ming and Mr. Andrew Look as Independent Non-executive Directors.