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## CHAMPION TECHNOLOGY HOLDINGS LIMITED

冠軍科技集團有限公司

(Continued in Bermuda with limited liability)

(Stock Code: 92)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**SGM**”) of Champion Technology Holdings Limited (the “**Company**”) will be held at 4:30 p.m. on Monday, 30 May 2022 at Room 3601, Level 36, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as special resolutions:

#### SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon (i) compliance with Section 46(2) of the Companies Act 1981 of Bermuda (the “**Companies Act**”) and the bye-laws of the Company (the “**Bye-laws**”) in respect of the Capital Reduction (as defined below), with effect from the second day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong (“**Business Day**”) following the date on which this resolution is passed or such other date as the directors of the Company (the “**Director(s)**”) may determine (the “**Effective Date**”); (ii) compliance with the relevant legal procedures and requirements under the Companies Act and the Bye-laws to effect the Capital Reduction (as defined below) and the Sub-division (as defined below); and (iii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below):
  - (a) the par value of each of the issued ordinary shares of HK\$0.10 each in the share capital of the Company (“**Shares**”) be reduced from HK\$0.10 to HK\$0.01 per issued Share by cancelling the paid up share capital to the extent of HK\$0.09 per issued Share (the “**Capital Reduction**”);
  - (b) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company (the “**Contributed Surplus Account**”);
  - (c) the Contributed Surplus Account be applied towards offsetting the accumulated losses (the “**Accumulated Losses**”) of the Company as at the Effective Date, thereby reducing the accumulated losses of the Company. The balance of the credit (if any) of the Contributed Surplus Account after offsetting the Accumulated Losses be applied by the Company in any manner as permitted by all applicable laws and the Bye-laws;

- (d) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Shares with par value of HK\$0.10 each be sub-divided into 10 ordinary shares (the “**Sub-division**”) with par value of HK\$0.01 each in the share capital of the Company (the “**New Shares**”);
- (e) each of the New Shares arising from the Capital Reduction and Sub-division shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the Bye-laws; and
- (f) any one of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Capital Reduction and the Sub-division.”
2. “**THAT** the Bye-laws be amended in the manner as set out in the circular of the Company dated 6 May 2022 (the “**Circular**”); and the new bye-laws of the Company (the “**New Bye-laws**”) in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the SGM for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing Bye-laws with immediate effect after the close of the meeting and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

By Order of the Board  
**Champion Technology Holdings Limited**  
**Wong Man Winny**  
*Chairperson*

Hong Kong, 6 May 2022

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Units 4213–14, 42nd Floor  
Hong Kong Plaza  
188 Connaught Road West  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from Wednesday, 25 May 2022 to Monday, 30 May 2022 (both days inclusive) for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the SGM. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to be eligible to attend and vote at the SGM (or at any adjournment thereof), all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company 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 Tuesday, 24 May 2022.
2. A member entitled to attend and vote at the SGM is entitled to appoint one proxy or, if he/she/it is a holder of two or more Shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
3. Where there are joint holders of any Share, any one of such joint holder may vote at the SGM, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy, that the vote of the senior holder who tenders a vote, whether in person or by proxy, shall 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 of the Company in respect of the joint holding.
4. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the SGM (i.e. at or before 4:30 p.m. on Saturday, 28 May 2022 (Hong Kong time)) or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof (as the case may be) if he/she/it so desires. If a member of the Company attends the SGM after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.
6. A form of proxy for use at the SGM is enclosed with the Circular to the shareholders of the Company.
7. The special resolutions set out above will be determined by way of a poll.
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 Ms. Wong Man Winny as executive Director, Mr. Liu Ka Lim and Ms. To Yin Fong Cecilica as non-executive Directors and Mr. Leung Man Fai, Mr. Chan Yik Hei and Mr. Wong Yuk Man Edmand as independent non-executive Directors.*