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NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Neway Group Holdings Limited (“**Company**”) will be held at 10:30 a.m. on Friday, 15 July 2022 at Unit 1103, Level 11, Tower II, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong to consider and, if thought fit, pass the following resolution of the Company:

ORDINARY RESOLUTION

”THAT

- (a) the application to 深圳市寶安區人民法院 (unofficial English translation being the People’s Court of Baoan District of Shenzhen) or such other competent court in the People’s Republic of China (“**People’s Court**”) by 深圳市中星國盛投資發展有限公司 (unofficial English translation being Shenzhen Zhongxing Guosheng Investment Development Co., Ltd.), a wholly-owned subsidiary of the Company, for the commencement of the compulsory enforcement proceedings against 清遠市中清房地產開發有限公司 (unofficial English translation being Qingyuan City Zhongqing Real Estate Development Co., Ltd.), a non-wholly owned subsidiary of the Company, to put the two parcels of land located at 中國廣東省清遠市清城區東城街道蓮塘村民委員會 (Liantang Villagers Committee, Dongcheng Street, Qingcheng District, Qingyuan City, Guangdong Province, the People’s Republic of China) for sale in the judicial auction through the online auction platform as may be chosen by the People’s Court (“**Compulsory Enforcement**”), the details of which are set out in the circular of the Company dated 24 June 2022 (“**Circular**”) (a copy of which is marked “A” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting), be and is hereby approved;

* For identification purpose only

- (b) any one of the directors of the Company (“**Directors**”) be and is hereby authorised to sign and execute all such documents, instruments, agreements or deeds and to do all such things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Compulsory Enforcement and any subsequent matters in relation to the Compulsory Enforcement, including but not limited to such matters for the purpose of effecting the Possible Acquisition or the Possible Disposal (both as defined in the Circular);
- (c) the approvals and authorisation in paragraphs (a) and (b) of this resolution in relation to the application for the Compulsory Enforcement to the People’s Court shall be valid for a period of 3 months from the date of passing of this resolution (“**Relevant Period**”); and
- (d) the expiry of the Relevant Period shall not in any way prohibit the Directors from signing any documents, instruments, agreements or deeds or from doing any things or taking any actions for the purpose of giving effect to any matters in relation to the Compulsory Enforcement subsequent to the expiry of the Relevant Period, so long as the application for the Compulsory Enforcement has been made to the People’s Court within the Relevant Period.”

On behalf of the board of Directors
NEWAY GROUP HOLDINGS LIMITED
Suek Ka Lun, Ernie
Chairman

Hong Kong, 24 June 2022

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal place of business in Hong Kong:

Units Nos. 1103 and 1105-1111, Level 11,
Tower II, Grand Century Place,
193 Prince Edward Road West,
Mongkok,
Kowloon,
Hong Kong

Notes:

- (1) In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement certain preventive measures at the Meeting, the details of which are set out in the section headed “Precautionary Measures for the SGM” in the Circular, to safeguard the health and safety of the attending shareholders, staff and other stakeholders.
- (2) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy needs not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (3) The Company does not in any way wish to diminish the opportunity available to the members of the Company to exercise their rights and to vote, but is conscious of the pressing need to protect the members from possible exposure to the COVID-19 pandemic. For the health and safety of the members, the Company would like to encourage members to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. Physical attendance is not necessary for the purpose of exercising shareholders’ rights.
- (4) The proxy form shall be signed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 10:30 a.m. on Wednesday, 13 July 2022 or no later than 48 hours before the time appointed for holding the adjourned meeting or postponed meeting, as the case may be.
- (5) Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment or postponement thereof should he/she/it so wish and in such event the proxy form previously submitted shall be deemed to be revoked.
- (6) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.

- (7) For determining the identity of the members of the Company entitled to attend and vote at the Meeting, the register of members of the Company will be closed for registration of transfers of shares of the Company from Tuesday, 12 July 2022 to Friday, 15 July 2022, both dates inclusive. In order to be entitled to attend and vote at the Meeting, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 11 July 2022.

As at the date of this notice, the board of Directors comprises Mr. Suek Ka Lun, Ernie (Chairman) and Mr. Suek Chai Hong (Chief Executive Officer) being the executive Directors; Dr. Ng Wai Kwan, Mr. Chan Kwing Choi, Warren and Mr. Wong Sun Fat being the non-executive Directors; and Mr. Lee Kwok Wan, Mr. Lai Sai Wo, Ricky and Mr. Chu Gun Pui being the independent non-executive Directors.