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GCL Technology Holdings Limited

協鑫科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3800)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of GCL Technology Holdings Limited (the “**Company**”) will be held at Studio 2, Level 7, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Thursday, 22 September 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the following ordinary resolutions of the Company.

Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 6 September 2022 (the “**Circular**”).

The following resolutions will be considered and, if thought fit, approved by the shareholders of the Company (“**Shareholders**”), with or without amendments, at the EGM:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the passing of ordinary resolution 2 set out below by the shareholders of the Company:
 - (a) the declaration and payment of a special interim dividend entirely out of the Share Premium Account to the Qualifying Shareholders by way of distribution in specie of the DIS Shares held by the Company through Elite Time in the proportion of 318 GNE Shares for every 1,000 Shares held in the Company, be and is hereby confirmed and approved; and

- (b) any director of the Company be and is hereby authorised to effect the Proposed Distribution in Specie, to do all such acts and things, and to approve, sign and execute all such documents, as such director may consider necessary, desirable or expedient, for the purposes of or incidental to the Proposed Distribution in Specie.”
2. “**THAT** subject to and conditional upon the passing of ordinary resolution 1 set out above by the shareholders of the Company:
- (a) the continuation of the existing Perpetual Notes as a continuing connected transaction of the Company with details set out in the Circular, be and is hereby confirmed, ratified and approved; and
- (b) any director of the Company be and is hereby authorised to do all such acts and things, and to approve, sign and execute all such documents, as such director may consider necessary, desirable or expedient, for the purposes of or incidental to the continuation of the existing Perpetual Notes as a continuing connected transaction of the Company.”

By order of the Board
GCL Technology Holdings Limited
協鑫科技控股有限公司
ZHU Gongshan
Chairman

Hong Kong,
6 September 2022

Notes:

- (1) Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company’s Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
- (3) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM convened and in such event, the form of proxy shall be deemed to be revoked. It is advised that all Shareholders, particularly Shareholders who are subject to quarantine in relation to Coronavirus Disease 2019 (COVID-19), that they may appoint any person or the chairman of the EGM as a proxy to vote on the resolution, instead of attending the EGM in person. The form of proxy can be downloaded from the website of the Company at www.gcltech.com or HKEXnews at www.hkexnews.hk.

- (4) In the case of joint registered holders of any share, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered 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.
- (5) For determining Shareholders' eligibility to attend and vote at the EGM, the register of members of the Company is expected to be closed from Monday, 19 September 2022 to Thursday, 22 September 2022 (both dates inclusive). During such period, no transfer of Shares will be registered. In order to be eligible to attend the EGM, Shareholders should ensure that all transfers accompanied by the relevant transfer certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 16 September 2022.
- (6) If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. Shareholders may visit the website of the Company at www.gcltech.com for details of the postponement and alternative meeting arrangement.
- (7) In view of the ongoing COVID-19 epidemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the EGM to protect the Shareholders, staff and other stakeholders who attend the EGM from the risk of infection:
- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee. Any person with a body temperature of 37 degrees Celsius or higher may be denied entry into the EGM venue or be required to leave the EGM venue;
 - (ii) the Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the EGM at all times, and to maintain a safe distance between seats (please bring your own mask);
 - (iii) no refreshment will be served at the EGM; and
 - (iv) no souvenirs will be distributed at the EGM.

As at the date of this notice, the Board comprises Mr. Zhu Gongshan (Chairman), Mr. Zhu Zhanjun, Mr. Lan Tianshi, Mr. Zhu Yufeng, Ms. Sun Wei and Mr. Yeung Man Chung, Charles as executive Directors; Ir. Dr. Ho Chung Tai, Raymond, Mr. Yip Tai Him and Dr. Shen Wenzhong as independent non-executive Directors.