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天譽置業(控股)有限公司

SKYFAME REALTY (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in Bermuda with limited liability)

**(Stock Code: 00059 and Bonds Stock Code: 5310, 5311,
5367, 5379, 5567, 5580, 5602, 5626, 5821 and 5855)**

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Skyfame Realty (Holdings) Limited (the “**Company**”) will be held at Unit 1401, 14/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 16 May 2023 for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (i) the disposal agreement dated 30 December 2022 (the “**Disposal Agreement**”) entered into between 重慶核盛房地產開發有限公司(Chongqing Hesheng Property Development Co., Ltd.*) and 南寧天譽巨榮置業有限公司 (Nanning Tianyu Jurong Realty Company Limited*), as vendors, and 重慶唐承房地產開發有限公司 (Chongqing Tangcheng Property Development Company Limited*), as purchaser, in relation to the disposal of 80% equity interest of 重慶之遠地產有限公司 (Chongqing Zhiyuan Property Co., Ltd.*) at a consideration of RMB542.1 million and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (ii) any one or more directors of the Company be and is hereby authorised to do all such acts and things and sign all such documents (under seal, if necessary) and to take all such steps as he/she consider, necessary or expedient or desirable in connection with or to give effect to the Disposal Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interests of the Company.”

By Order of the Board
Skyfame Realty (Holdings) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
HUANG Tianbo
Company Secretary

Hong Kong, 21 April 2023

Notes:

1. Any member of the Company entitled to attend and vote at the meeting by the above notice shall be entitled to appoint another person as his/her proxy to attend and vote instead of such member. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. The instrument appointing a proxy and (if required by the Board) 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 delivered to the office of Tricor Abacus Limited, the Company’s branch share registrar in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong or by way of notice to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default, the instrument of proxy shall not be treated as valid.
4. The record date for determining the entitlement of the members of the Company to attend and vote at the Meeting will be Tuesday, 9 May 2023. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 9 May 2023.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior 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 in respect of the joint holding.
7. As at the date of this notice, the Board comprises Mr. YU Pan, Mr. WANG Chenghua and Mr. JIN Zhifeng as the executive directors; Ms. WANG Kailing as the non-executive director and Mr. WEN Xiaojing, Mr. CUI Yuan and Ms. TANG Yu as the independent non-executive directors.

* *For identification purpose only*