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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual 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 3:00 p.m. on Tuesday, 6 June 2023 for the following purposes:

1. To receive and consider the audited Financial Statements; the Directors’ Report and Independent Auditor’s Report for the year ended 31 December 2022.
- 2(A). To re-elect Mr. YU Pan as an executive director of the Company.
- 2(B). To re-elect Mr. JIN Zhifeng as an executive director of the Company.
- 2(C). To re-elect Ms. WANG Kailing as a non-executive director of the Company.
- 2(D). To re-elect Mr. WEN Xiaojing as an independent non-executive director of the Company.
- 2(E). To re-elect Mr. CUI Yuan as an independent non-executive director of the Company.
- 2(F). To re-elect Ms. TANG Yu as an independent non-executive director of the Company.
- 2(G). To authorize the board of directors (the “**Directors**”) of the Company (the “**Board**”) to fix all the Directors’ remuneration.

3. To re-appoint Moore Stephens CPA Limited as auditor of the Company and to authorize the Board to fix their remuneration.

And as special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions, as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

4(A). **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined below) of all powers of the Company to allot, issue and deal with additional shares of one third Hong Kong cent each in the share capital of the Company (the **“Shares”**) and to make or grant offers, agreements and options, including bonds, warrants, debentures and other securities convertible into Shares, which would or might require the exercise of such powers subject to and in accordance with all applicable laws and the bye-laws of the Company, as amended from time to time (the **“Bye-laws”**) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any authorization given to the Directors and shall authorize the Directors during the Relevant Period to make and grant offers, agreements and options, including bonds, warrants, debentures and other securities convertible into Shares, which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of Shares on exercise of rights of subscription or conversion under any bonds, warrants, notes, debentures and securities which are convertible into Shares; or (iii) any issue of Shares under any share option scheme or similar arrangement for the time being adopted for the grant to employees (including directors) of the Company and/or any of its subsidiaries of the rights to subscribe for Shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws, shall not exceed 20% of the aggregate number of Shares in issue at the date of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 the Bye-laws or any laws applicable to the Company to be held; or
- (iii) the revocation or variation of the authority set out in this resolution by the passing of an ordinary resolution in a general meeting of the Company.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

4(B). “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission or the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 the Bye-laws or any laws applicable to the Company to be held; or
- (iii) the revocation or variation of the authority set out in this resolution by an ordinary resolution in a general meeting of the Company.”

4(C). “**THAT** conditional upon resolutions numbered 4(A) and 4(B) in the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to resolution numbered 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares which had been repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) above, provided that such amount shall not exceed 10% of the aggregate number of the Shares in issue at the date of passing this resolution.”

And as special business, to consider and, if thought fit, pass the following resolution, as special resolution:

### **SPECIAL RESOLUTION**

5. “**THAT**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-laws**”), details of which are set out in Appendix III to the circular of the Company dated 28 April 2023 (the “**Circular**”), be and are hereby approved;
- (b) the second amended and restated bye-laws of the Company (the “**New Bye-laws**”), which incorporates and consolidates all of the Proposed Amendments, a copy of which has been tabled at the meeting marked “A” and signed by the chairman of this meeting for identification purpose, be and is hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws with immediate effect; and

- (c) the Board be and is hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things, as it may consider necessary, appropriate, desirable or expedient to give effect to or otherwise in connection with the matters contemplated in paragraph (a) of this resolution.”

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

Hong Kong, 28 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. No refreshment will be served in the meeting.
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, 30 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, 30 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.