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**亞 證 地 產 有 限 公 司**

**ASIASEC PROPERTIES LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 271)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Asiasec Properties Limited (the “**Company**”) will be held at Plaza 4, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 30th June, 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

#### **THAT:**

1. (a) the sale and purchase agreement dated 27th February, 2023 (“**SPA A**”) entered into among Cosmic Gold Holdings Limited (“**Purchaser A**”), Ms. Chong Sok Un (“**Ms. Chong**”), Nice Zone Limited (“**Nice Zone**”), BH Management Company Limited (“**BH Management**”, together with Ms. Chong and Nice Zone, “**Lenders**”), Claude Associates Limited (“**Claude Associates**”), Mr. Wong Sai Chung and Boost Investments Limited (“**Target Company A**”) and the transactions contemplated thereunder (“**Transaction A**”), including without limitation, that:
  - (i) Purchaser A shall purchase the total number of issued shares of Target Company A from the Lenders, as mortgagees in possession;
  - (ii) the sum which Target Company A is presently indebted and may hereafter become indebted to Claude Associates, which has been assigned to a security agent pursuant to a deed of assignment, shall be assigned by the Lenders as mortgagee in possession to Purchaser A; and
  - (iii) Purchaser A shall provide to Target Company A a secured loan in the total amount of HK\$1,000,000,000 at completion

on the terms and subject to the conditions as set out in SPA A (details of SPA A are set out in the Company’s circular dated 10th June, 2023 and a copy of SPA A marked “A” has been produced to the EGM and initialed by the chairman of the EGM for the purpose of identification), be and are hereby approved, ratified and confirmed; and

(b) the Chief Executive of the Company (the “**CE**”) be and is hereby authorised to execute all such documents and to do all such acts or things for and on behalf of the Company as he may consider appropriate or desirable relating to or in connection with Transaction A and the matters contemplated thereunder.

2. (a) the sale and purchase agreement dated 27th February, 2023 (“**SPA B**”) entered into between Advance Growth Investments Limited (“**Purchaser B**”) and Dan Form (China) Limited (“**Vendor B**”) and the transactions contemplated thereunder (“**Transaction B**”), including without limitation, that:

(i) Purchaser B shall purchase the entire issued share capital of Spring Victory Holdings Limited (“**Target Company B**”) from Vendor B; and

(ii) the sum which Target Company B may hereafter become indebted to Vendor B upon completion of a reorganisation shall be assigned by Vendor B to Purchaser B

on the terms and subject to the conditions as set out in SPA B (details of SPA B are set out in the Company’s circular dated 10th June, 2023 and a copy of SPA B marked “B” has been produced to the EGM and initialed by the chairman of the EGM for the purpose of identification), be and are hereby approved, ratified and confirmed; and

(b) the CE be and is hereby authorised to execute all such documents and to do all such acts or things for and on behalf of the Company as he may consider appropriate or desirable relating to or in connection with Transaction B and the matters contemplated thereunder.

3. (a) the sale and purchase agreement dated 27th February, 2023 (“**SPA C**”) entered into between AP Development Limited (“**Purchaser C**”) and Simply Global Enterprises Limited (“**Vendor C**”) and the transactions contemplated thereunder (“**Transaction C**”), including without limitation, that:

(i) Purchaser C shall purchase the entire issued share capital of Hero Bless Investments Limited (“**Hero Bless**”) and the entire issued share capital of Wisdom Giant Holdings Limited (“**Wisdom Giant**”) from Vendor C; and

(ii) the sum which each of Hero Bless and Wisdom Giant may hereafter become indebted to Vendor C shall be assigned by Vendor C to Purchaser C

on the terms and subject to the conditions as set out in SPA C (details of SPA C are set out in the Company’s circular dated 10th June, 2023 and a copy of SPA C marked “C” has been produced to the EGM and initialed by the chairman of the EGM for the purpose of identification), be and are hereby approved, ratified and confirmed; and

- (b) the CE be and is hereby authorised to execute all such documents and to do all such acts or things for and on behalf of the Company as he may consider appropriate or desirable relating to or in connection with Transaction C and the matters contemplated thereunder.

By Order of the Board  
**Asiasec Properties Limited**  
**Cynthia Chen Si Ying**  
*Company Secretary*

Hong Kong, 10th June, 2023

*Registered office:*

9th Floor

Allied Kajima Building

138 Gloucester Road

Wanchai

Hong Kong

*Notes:*

1. *All resolutions set out in this notice of the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.*
2. *A member of the Company entitled to attend and vote at the EGM will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.*
3. *A form of proxy in respect of the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish. In the event that you attend the EGM after having lodged the form of proxy, it will be deemed to have been revoked.*
4. *To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s share registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding of the EGM or any adjournment thereof, provided that no account is to be taken of any part of a day that is a public holiday.*
5. *Where there are joint registered holders of any ordinary share(s) of the Company (“**Share(s)**”), any one of such persons may vote at the EGM, either personally or by proxy in respect of such Share as if he or she was solely entitled thereto, but if more than one of such joint registered holders be present at the EGM personally or by proxy, that one of such persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect of such Shares.*
6. *For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 27th June, 2023 to Friday, 30th June, 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Tengis Limited of 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 26th June, 2023.*

*As at the date of this announcement, the board of directors of the Company comprises Mr. Patrick Lee Seng Wei (Chairman), Mr. Lee Shu Yin (Chief Executive), Mr. Edwin Lo King Yau and Mr. Tao Tsan Sang being the Executive Directors; and Mr. Li Chak Hung, Mr. Choi Kin Man and Ms. Lisa Yang Lai Sum being the Independent Non-Executive Directors.*