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Classified Group (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8232)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Classified Group (Holdings) Limited (the “**Company**”) will be held at 2/F., Cheung Tak Industrial Building, 30 Wong Chuk Hang Road, Wong Chuk Hang, Hong Kong on Tuesday, 5 September 2023 at 9:30 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 18 August 2023 (the “**Circular**”)):

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon, among other things, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
 - (i) every twenty (20) issued and unissued Existing shares in the share capital of the Company be consolidated into one (1) share (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”);
 - (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”, and each a “**Director**”) of the Company may think fit; and
 - (iii) any one Director be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement this resolution.”

2. **“THAT:**
- (i) immediately following the Share Consolidation having become effective, the authorised share capital of the Company be increased from HK\$8,000,000 divided into 40,000,000 Consolidated Shares to HK\$40,000,000 divided into 200,000,000 Consolidated Shares by the creation of an additional 160,000,000 Consolidated Shares (the **“Increase in Authorised Share Capital”**); and
 - (ii) any one or more Directors be and is/are hereby authorised to do all such acts, deeds and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Increase in Authorised Share Capital.”
3. **“THAT** subject to and conditional upon the passing of the resolutions numbered 1 and 2, and the fulfilment of all the conditions as set out in the section headed “Letter from the Board – The Underwriting Agreement – Conditions precedent of the Rights Issue and the Underwriting Agreement” in the Circular, the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved:
- (i) for the purpose of these resolutions, **“Rights Issue”** means the proposed issue by way of rights issue of up to 33,450,000 shares (the **“Rights Share(s)”**) of HK\$0.2 each in the capital of the Company at the subscription price of HK\$0.426 per Rights Share to the qualifying shareholders (the **“Qualifying Shareholders”**) of the Company whose names appear in the register of members of the Company on the date by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the **“Non-Qualifying Shareholders”**) with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of three (3) Rights Shares for every two (2) Consolidated Shares of the Company held on the Record Date subject to the fulfilment of the conditions and terms set out in the Circular;
 - (ii) the placing agreement dated 6 July 2023 (as supplemented by a supplemental agreement dated 25 July 2023) (the **“Placing Agreement”**) (copy of which, signed by the chairman of the Meeting for the purposes of identification, has been produced to the Meeting marked **“A”**) entered into between the Company and Aristo Securities Limited in relation to the placing of the Rights Shares on a best effort basis and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (iii) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to the Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as they may deem necessary, desirable or expedient to having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and
- (iv) the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Rights Issue, the Placing Agreement, and the transactions contemplated thereunder.”

4. **“THAT**

the entering into of the underwriting agreement dated 6 July 2023 (as supplemented by a supplemental agreement dated 25 July 2023) (the **“Underwriting Agreement”**) (copy of which, signed by the chairman of the Meeting for the purposes of identification, has been produced to the Meeting marked **“B”**) entered into between the Company and the Underwriters in relation to the Rights Issue and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the Underwritten Shares, if any, by the Underwriters) be and are hereby approved, confirmed and ratified and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Underwriting Agreement.”

SPECIAL RESOLUTION

5. **“THAT** the terms of the application for a waiver (the **“Whitewash Waiver”**) granted or to be granted by the Executive to the Underwriters pursuant to Note 1 on the Dispensations from Rule 26 of the Takeovers Code from an obligation to make a mandatory general offer for all the issued Shares not already owned by the Underwriters and the parties acting in concert with any of them (including Mr. Wong and Mr. Pong) as a result of the underwriting of the Rights Shares by the Underwriters pursuant to the Underwriting Agreement be and are hereby approved and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver.”

By order of the Board
Classified Group (Holdings) Limited
WONG Arnold Chi Chiu
Chairman and Executive Director

Hong Kong, 18 August 2023

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Headquarters and principal place
of business in Hong Kong:*
2/F., Cheung Tak Industrial Building,
30 Wong Chuk Hang Road,
Wong Chuk Hang,
Hong Kong

Notes:

1. Shareholders are recommended to read the Circular which contains important information concerning the resolutions proposed at the Meeting being convened by this notice. Unless the context requires otherwise, capitalised terms used in this notice shall have the same meaning given to them in the Circular, of which this notice forms part.
2. In order to be valid, the proxy form, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event no later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the Meeting or at any adjournment thereof (as the case may be) if he/she so wishes.
3. The register of members of the Company will be closed from Wednesday, 30 August 2023 to Tuesday, 5 September 2023 (both days inclusive) during which period no transfer of Shares will be registered. In order to ascertain the entitlements to attend and vote at the Meeting, all relevant transfer document(s) and share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 29 August 2023.
4. In the case of joint registered holders, 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 registered holder(s). For this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant holding.
5. The voting on the proposed resolutions as set out in this notice will be taken by poll at the Meeting.
6. If at any time after 7:00 a.m. on the date of the Meeting, Typhoon Signal Number 8 or above or a Black Rainstorm Warning or Extreme Conditions is hoisted or remains hoisted in Hong Kong, the Meeting will be postponed or adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.classifiedgroup.com.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.
7. In the case of any discrepancy, the English version of this notice shall prevail over the Chinese version.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors comprises six Directors:

Executive Directors:

Mr. WONG Arnold Chi Chiu (*Chairman*)

Mr. PONG Kin Yee

Mr. LI Kai Leung

Independent Non-executive Directors:

Dr. CHAN Kin Keung Eugene

Mr. NG Chun Fai Frank

Mr. YUE Man Yiu Matthew