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Gala Technology Holding Limited

望塵科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2458)

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

Unless otherwise specified, terms defined in this notice shall have the same meanings in the circular of the Company dated on the same day as this notice (the “**Circular**”). Details regarding the resolutions in this notice are set out in the Circular.

NOTICE IS HEREBY GIVEN that 2023 First EGM of the Company will be held at 43F, Qianhai Shimao Finance Centre II, No. 3040, Xinghai Avenue, Nanshan Street Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, PRC at 2:30 p.m. on Thursday, 14 December 2023 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To approve and adopt the 2023 Share Award Scheme with effect from the Adoption Date, and to authorize the Directors to do all acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Award Scheme, including but without limitation:
 - (a) to administer or authorize a committee of the Board to administer the 2023 Share Award Scheme under which Awards will be awarded to the Eligible Participants (as defined in the 2023 Share Award Scheme) under the 2023 Share Award Scheme, including but not limited to determining and granting the Awards in accordance with the terms of the 2023 Share Award Scheme;
 - (b) to modify and/or amend the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the terms of the 2023 Share Award Scheme and subject to the Listing Rules;

- (c) to allot and issue from time to time such Shares which shall not in aggregate exceed 5% of the total number of Shares outstanding as at the date of approval of the 2023 Share Award Scheme by the Shareholders, as may be required to be allotted and issued pursuant to the grant of the Awards under the 2023 Share Award Scheme and subject to the Listing Rules; and
- (d) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme.

By order of the Board of
Gala Technology Holding Limited
Jia Xiaodong
Chairman and Executive Director

Hong Kong, 24 November 2023

Notes:

1. For the purpose of determining the shareholders who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 11 December 2023 to Thursday, 14 December 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 December 2023.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of two or more shares may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a shareholder of the Company. On the counting of votes, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor being a corporation, either under seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. In order to be valid, 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 notarially certified copy of that power or authority shall be deposited at the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Completion and delivery of any instrument of appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing the proxy shall be deemed to be revoked.

5. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will 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 of members of the Company in respect of the joint holding of shares.
6. The resolutions set out in this notice shall be decided by poll.

As at the date of this notice, the executive Directors of the Company are Mr. Jia Xiaodong, Mr. Huang Xiang and Mr. Li Xin; and the independent non-executive Directors of the Company are Mr. Zhan Peixun, Mr. Leung Ming Shu and Ms. Chak Hoi Kee Clara.