
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Balk 1798 Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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BALK 1798

Balk 1798 Group Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1010)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting (the “Special General Meeting”) of Balk 1798 Group Limited to be held at Suite 6504, 65/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 11 January 2024 at 3:00 p.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the Special General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://pacray.com.hk>).

Whether or not you are able to attend the Special General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Special General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 9 January 2024). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Special General Meeting if they so wish, and in such case, the form of proxy previously submitted shall deemed to be revoked. References to time and dates in this circular are to Hong Kong time and dates.

21 December 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the announcement of the Company dated 1 November 2023 in relation to the Proposed Change of Company Name
“Board”	the board of Directors of the Company
“Company”	Balk 1798 Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the Company’s English name from “Balk 1798 Group Limited” to “Sky Blue 11 Company Limited” and its secondary name in Chinese from “巴克1798集團有限公司” to “天璽耀11有限公司”
“Special General Meeting”	the special general meeting of the Company to be held at Suite 6504, 65/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 11 January 2024 at 3:00 p.m. for the purpose of approving the Proposed Change of Company Name as referred to in this circular, or any adjournment thereof
“Special General Meeting Notice”	the notice convening the Special General Meeting set out on pages 6 to 7
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

BALK 1798

Balk 1798 Group Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1010)

Executive Directors:

Li Weina
Zhang Fumin
Zhang Yu

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Ching Ching
Song Donglin
Zhang Shengdong

Principal Place of Business

in Hong Kong:
Suite 6504, 65/F.
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

21 December 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

In the Announcement, the Board announced that the Company proposed to change the English name of the Company from “Balk 1798 Group Limited” to “Sky Blue 11 Company Limited” and the secondary name in Chinese from “巴克1798集團有限公司” to “天藍曜11有限公司”.

The purpose of this circular is to provide you with information in respect of the resolution for the Proposed Change of Company Name to be proposed at the Special General Meeting to be held on Thursday, 11 January 2024 at 3:00 p.m. and to give you the notice of the Special General Meeting at which the resolution will be proposed to consider and, if thought fit, approve such matters.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Balk 1798 Group Limited” to “Sky Blue 11 Company Limited” and the secondary name in Chinese from “巴克1798集團有限公司” to “天璽曜11有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the Special General Meeting; and
- (b) the Registrar of Companies in Bermuda granting approval for the Proposed Change of Company Name.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the new English name of the Company in place of the existing English name together with the new secondary name of the Company are entered on the register of companies maintained by the Registrar of Companies in Bermuda. The Registrar of Companies in Bermuda shall issue a certificate of incorporation on change of name of the Company and a certificate of secondary name of the Company. Thereafter, the Company will then carry out the necessary procedures in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong including those with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the business strategy of the Group and its direction of future business development, as well as providing the Company with a fresh corporate image and identity which will benefit the Company’s future business development. The Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued under the new name of the Company.

The Proposed Change of Company Name will not affect the Group's daily business operations and its financial position.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name become effective. Subject to the Proposed Change of Company Name becoming effective, the Company shall also adopt a new logo.

Further announcement(s) will be made as and when appropriate in relation to, amongst other things, the results of the Special General Meeting, the effective date of the Proposed Change of Company Name and the new English stock short name, new Chinese stock short name for trading in the securities of the Company on the Stock Exchange and the new logo of the Company.

CLOSURE OF REGISTER OF MEMBERS

The Special General Meeting is scheduled to be held at 3:00 p.m. on Thursday, 11 January 2024. For determining the entitlement to attend and vote at the Special General Meeting, the register of members of the Company will be closed from Friday, 5 January 2024 to Thursday, 11 January 2024, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to be eligible to attend and vote at the Special General Meeting, unregistered holders of Shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 4 January 2024.

SPECIAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Special General Meeting is set out on pages 6 to 7 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). An announcement on the poll results will be published by the Company after the Special General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Special General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://pacray.com.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Special General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 9 January 2024). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Special General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

RECOMMENDATION

The Directors consider the Proposed Change of Company Name is in the interests of the Company and its Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the resolution to be proposed at the forthcoming Special General Meeting.

As at the date of this circular, no Shareholder is required to abstain from voting under the Listing Rules in respect of the special resolution as stated in the notice of the Special General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of the Board
Balk 1798 Group Limited
Li Weina
Executive Director

NOTICE OF SPECIAL GENERAL MEETING

BALK 1798

Balk 1798 Group Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1010)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Balk 1798 Group Limited (the “**Company**”) will be held at Suite 6504, 65/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 11 January 2024 at 3:00 p.m. for the following purposes:

To consider and, if thought fit, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT subject to and conditional upon the approval of the Registrar of Companies in the Bermuda having been obtained by way of issue of a certificate of incorporation on change of name and a certificate of secondary name, the existing English name of the Company be changed from “Balk 1798 Group Limited” to “Sky Blue 11 Company Limited” and the secondary name in Chinese of the Company from “巴克1798集團有限公司” to “天璽曜11有限公司” (collectively, the “**Proposed Change of Company Name**”) with effect from the date on which the Registrar of Companies in Bermuda registers the new English name of the Company in place of the existing English name of the Company and registers such secondary name as the new secondary name in place of the existing secondary name of the Company as set out in the certificate of incorporation on change of name and certificate of secondary name issued by the Registrar of Companies of the Bermuda, and that any one or more of the directors of the Company or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Balk 1798 Group Limited
Li Weina
Executive Director

Hong Kong, 21 December 2023

NOTICE OF SPECIAL GENERAL MEETING

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:

Suite 6504, 65/F.
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. The resolution at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 3:00 p.m. on Tuesday, 9 January 2024). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Friday, 5 January 2024 to Thursday, 11 January 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 4 January 2024, being the last registration date.

NOTICE OF SPECIAL GENERAL MEETING

5. References to time and dates in this notice are to Hong Kong time and dates.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. If tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal is in force at 12:00 noon on 11 January 2024, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this notice, the Board of the Company comprises six directors. The executive directors are Ms. Li Weina, Mr. Zhang Fumin and Dr. Zhang Yu; and the independent non-executive directors are Ms. Ching Ching, Dr. Song Donglin and Dr. Zhang Shengdong.