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## **TONGDA HONG TAI HOLDINGS LIMITED**

### **通達宏泰控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2363)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Tongda Hong Tai Holdings Limited (the “**Company**”) will be held at 21/F., The Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Friday, 15 March 2024 at 3:00 p.m. (Hong Kong time), or at any adjournment thereof, for the purpose of considering and, if thought fit, passing (with or without amendment) the following resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT**

subject to and conditional upon (i) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Consolidation (as defined below), and (ii) the Listing Committee of the Stock Exchange (as defined below) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation, with effect from the next 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 of Hong Kong Limited (the “**Stock Exchange**”):

- (a) every ten (10) issued and unissued shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of par value HK\$0.1 (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**”);
- (b) 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 board of directors (the “**Directors**”) of the Company may think fit; and

(c) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.”

2. **“THAT:**

(a) the authorised share capital of the Company be increased from HK\$10,000,000 divided into 1,000,000,000 Existing Shares (equivalent to 100,000,000 Consolidated Shares assuming the Share Consolidation has become effective) to HK\$60,000,000 divided into 6,000,000,000 Existing Shares (equivalent to 600,000,000 Consolidated Shares assuming the Share Consolidation has become effective) by the creation of an additional 5,000,000,000 new Existing Shares (equivalent to 500,000,000 new Consolidated Shares assuming the Share Consolidation has become effective) (the **“Increase in Authorised Share Capital”**) and to do all things and execute all document in connection with or incidental to the Increase in Authorised Share Capital.

(b) the directors of the Company (the **“Directors”**) be and are hereby authorised to execute all such documents, instruments and agreements and to do all such acts or things they consider necessary, desirable or expedient to give effect to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital.”

3. **“THAT** subject to and conditional upon fulfillment of the conditions of the Placing Agreement (as defined below), the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved:

(a) For the purpose of these resolutions, **“Rights Issue”** means the proposed issue by way of rights issue of 136,149,382 shares (the **“Rights Share(s)”**) of HK\$0.10 each in the capital of the Company at the subscription price of HK\$0.58 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 (the **“Directors”**) of the Company, 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 two Rights Shares for every one Consolidated Share (the **“Share(s)”**) of the Company held on the Record Date subject to the fulfilment of the conditions and terms set out in the Placing Agreement (as defined below);

- (b) the placing agreement dated 12 January 2024 (the “**Placing Agreement**”) entered into between the Company and VBG Capital Limited in relation to the placing of the Rights Shares that are not subscribed by the Qualifying Shareholders and Rights Shares which would otherwise have been allotted to the Non-Qualifying Shareholders (as the case may be) (the “**Unsubscribed Shares**”) at the placing price of at least HK\$0.58 per Unsubscribed Share on a best effort basis and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) any 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong; and
- (d) any 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.”

By order of the Board  
**Tongda Hong Tai Holdings Limited**  
**Lee King On Jeff**  
*Executive director*

Hong Kong, 29 February 2024

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

*Principal place of business in Hong Kong:*  
Room 1203, 12th Floor  
Shui On Centre  
6–8 Harbour Road  
Wanchai, Hong Kong

*Notes:*

- (1) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.

- (2) Where 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 is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- (3) 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 thereof must be deposited at 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 possible and in any event no later than 48 hours before the time appointed for holding the EGM, i.e. Wednesday, 13 March 2024 at 3:00 p.m. (Hong Kong time), or any adjournment thereof.
- (4) The register of members of the Company will be closed from Monday, 11 March 2024 to Friday, 15 March 2024, both days inclusive, to determine the eligibility of the Shareholders to attend and vote at the Meeting. The record date for determining the entitlement of the Shareholders to attend and vote at the Meeting will be Friday, 15 March 2024. 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, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than Thursday, 21 March 2024 at 4:30 p.m. (Hong Kong time).
- (5) Delivery of an instrument appointing a proxy shall not preclude a member 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) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but 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 of members of the Company in respect of the joint holding.
- (7) The voting at the Meeting shall be taken by way of poll.

As at the date of this notice, the Directors are:

*Executive Directors:*

Mr. Wong Ming Li

*(Chief Executive Officer)*

Mr. Lee King On Jeff

Mr. Wang Ming Zhi

*Independent non-executive Directors:*

Mr. Chan Shiu Man

Mr. Wan, Aaron Chi Keung

Mr. Chan Luk On