
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 your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Skyfame Realty (Holdings) Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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天譽置業(控股)有限公司
SKYFAME REALTY (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)
(For Restructuring Purposes)

(Incorporated in Bermuda with limited liability)

**(Stock Code: 00059 and Bonds Stock Code: 5310, 5311,
5367, 5379, 5567, 5580, 5602, 5626, 5821 and 5855)**

**PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the board of directors of Skyfame Realty (Holdings) Limited is set out on pages 3 to 7 of this circular.

A notice convening the annual general meeting of Skyfame Realty (Holdings) Limited to be held at 10th Floor, Shun Feng International Centre, No. 182 Queen's Road East, Wanchai, Hong Kong at 3:00 p.m. on Friday, 31 May 2024 is set out on pages 13 to 16 of this circular. No refreshment will be served in the meeting. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 10th Floor, Shun Feng International Centre, No. 182 Queen’s Road East, Wanchai, Hong Kong at 3:00 p.m. on Friday, 31 May 2024;
“Board”	the board of directors of the Company;
“Bye-laws”	the second amended and restated bye-laws of the Company adopted on 6 June 2023;
“close associate”	has the meaning ascribed to it under the Listing Rules;
“Company”	Skyfame Realty (Holdings) Limited, a company incorporated in Bermuda with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	25 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares on the terms set out in the Notice;
“Notice”	the notice convening the AGM;
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of par value of one third Hong Kong cent each in the share capital of the Company;
“Shareholders”	the holders of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“%”	per cent.

LETTER FROM THE BOARD



天譽置業(控股)有限公司 SKYFAME REALTY (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

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**(Stock Code: 00059 and Bonds Stock Code: 5310, 5311,
5367, 5379, 5567, 5580, 5602, 5626, 5821 and 5855)**

Executive Directors:

Mr. YU Pan (*Chairman*)

Mr. JIN Zhifeng (*Chief Executive Officer*)

Non-executive Director:

Ms. WANG Kailing

Independent Non-executive Directors:

Mr. WEN Xiaojing

Mr. CUI Yuan

Ms. TANG Yu

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of
Business in the PRC:*

32nd to 33rd Floors of HNA Tower

8 Linhe Zhong Road, Tianhe District

Guangzhou, Guangdong Province, the PRC

Principal place of business in Hong Kong:

10th Floor, Shun Feng International Centre

No. 182 Queen's Road East

Wanchai, Hong Kong

30 April 2024

To the Shareholders

Dear Sir and Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

At the forthcoming AGM to be held at 10th Floor, Shun Feng International Centre, No. 182 Queen's Road East, Wanchai, Hong Kong at 3:00 p.m. on Friday, 31 May 2024, the following resolutions will be proposed, among other things:

LETTER FROM THE BOARD

- (a) to grant to the Directors a general mandate authorizing them to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options, including bonds, warrants, debentures and other securities convertible into shares not exceeding 20% of the aggregate number of the Shares in issue as at the date of passing such resolution;
- (b) to grant to the Directors a general mandate authorizing them to repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue as at the date of passing such resolution;
- (c) subject to the passing of the proposed ordinary resolutions to approve the New Issue Mandate and the Repurchase Mandate at the AGM, to add to the New Issue Mandate set out in (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (b) above; and
- (d) to re-elect Directors.

2. GENERAL MANDATE TO REPURCHASE SHARES

The existing repurchase general mandate was granted to the Directors to repurchase 844,633,136 shares of one third Hong Kong cent each in the share capital of the Company at the annual general meeting of the Company held on 6 June 2023. As at the Latest Practicable Date, no share under the existing repurchase mandate was repurchased since the last annual general meeting held on 6 June 2023. Such mandate will lapse at the conclusion of the AGM.

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the Shares in issue at the date of passing such ordinary resolution granting the general mandate. As at the Latest Practicable Date, there were 8,446,331,365 Shares in issue. Subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be authorized to repurchase a maximum of 844,633,136 Shares under the Repurchase Mandate.

The Repurchase Mandate, if granted, will continue in force until (i) the conclusion of the next annual general meeting of the Company after the AGM; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under its bye-laws or laws applicable to the Company; or (iii) it is revoked or varied by an ordinary resolution passed in a general meeting of the Company.

An explanatory statement containing information relating to the Repurchase Mandate as required pursuant to the Listing Rules is set out in Appendix I on pages 8 to 10 to this circular.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO ISSUE NEW SHARES

The existing general mandate to issue new shares was granted to the Directors to allot, issue and deal with 1,689,266,273 new shares of one third Hong Kong cent each in the annual general meeting held on 6 June 2023. As at the Latest Practicable Date, no Shares under the existing general mandate to issue new shares has been issued since the last annual general meeting held on 6 June 2023. Such mandate will lapse at the conclusion of the AGM.

At the AGM, it will also be proposed, by way of an ordinary resolution, that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to allot, issue and deal with new Shares up to 20% of the aggregate number of the Shares in issue as at the date of the passing of such ordinary resolution. As at the Latest Practicable Date, there were 8,446,331,365 Shares in issue. Subject to the passing of the relevant ordinary resolution to approve the New Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be authorized to allot, issue and deal with up to a maximum of 1,689,266,273 Shares under the New Issue Mandate.

In addition, it is further proposed, by way of a separate ordinary resolution, that the New Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares of a total number equal to the total number of the Shares repurchased under the Repurchase Mandate.

The New Issue Mandate if granted will continue in force until (i) the conclusion of the next annual general meeting of the Company after the AGM; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under its bye-laws or laws applicable to the Company; or (iii) it is revoked or varied by an ordinary resolution passed in a general meeting of the Company.

4. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, Mr. YU Pan and Mr. JIN Zhifeng are the Executive Directors; Ms. WANG Kailing is the Non-executive Director and Mr. WEN Xiaojing, Mr. CUI Yuan and Ms. TANG Yu are the Independent Non-executive Directors.

Pursuant to clauses 84(1) of the Bye-laws and Corporate Governance Code as set out in the Appendix C1 to the Listing Rules, Mr. JIN Zhifeng (“**Mr. Jin**”) and Mr. WEN Xiaojing (“**Mr. Wen**”) will retire at the forthcoming annual general meeting and being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Recommendations of the Nomination Committee

The Nomination Committee has reviewed the biographical details of Mr. Jin and Mr. Wen (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, time commitment to effectively discharge duties as Board member) and considered the diversity aspects (including but not limited to, gender, age, cultural and educational background, ethnicity and professional experience) and took the view that Mr. Jin have been contributing to the Group effectively and are committed to their role as Directors.

Regarding the independent non-executive Director, Mr. Wen also has extensive experience in real estate and urban renewal, project investment management, asset mergers and acquisitions, and real estate project development management. The Nomination Committee is of the view that the re-election of Mr. Wen as independent non-executive Director will enhance the diversity of the Board.

The Nomination Committee had also assessed the independence of Mr. Wen based on his annual confirmation of independence and was satisfied with his independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

The Board accepted the recommendation by the Nomination Committee for recommending the shareholders to re-elect Mr. Jin and Mr. Wen as Directors at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II on pages 11 to 12 to this circular.

5. 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 or this circular misleading.

6. RECOMMENDATION

The Directors are of the opinion that (i) the grant of the Repurchase Mandate, (ii) the grant of the New Issue Mandate, (iii) the extension of the New Issue Mandate; and (iv) the re-election of retiring Directors are all in the best interests of the Company and its Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

7. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 13 to 16 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the New Issue Mandate (including to extend the New Issue Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you wish to do so.

The record date for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be Friday, 24 May 2024. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Abacus Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 24 May 2024.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement of the voting result of the AGM will be made by the Company after the AGM.

Yours faithfully,
For and on behalf of the Board
Skyfame Realty (Holdings) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
YU Pan
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 8,446,331,365 fully paid up Shares in issue. Subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorised to repurchase up to a maximum of 844,633,136 Shares representing 10% of the total issued share capital of the Company.

2. REASONS FOR THE REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that there may be adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2023, in the event that the proposed Share repurchase was to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels.

3. FUNDING OF THE REPURCHASES

It is proposed that repurchases of Shares under the Repurchase Mandate will be financed from available cash flow or working capital facilities of the Company and its subsidiaries. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.033	0.021
May	0.026	0.013
June	0.023	0.013
July	0.029	0.013
August	0.021	0.014
September	0.029	0.015
October	0.022	0.016
November	0.020	0.014
December	0.018	0.013
2024		
January	0.015	0.011
February	0.013	0.010
March	0.012	0.010
April (up to the Latest Practicable Date)	0.017	0.011

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors confirmed that (i) if they shall exercise the powers of the Company to make repurchase of Shares pursuant to the Repurchase Mandate, they will exercise the same in accordance with the Listing Rules and the laws of Bermuda; and (ii) neither this explanatory statement nor the proposed share repurchase has unusual features.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of shareholding interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. YU Pan, together with companies controlled by him, beneficially held 4,309,880,555 Shares, representing approximately 51.03% of the issued shares of the Company. On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full and there is no change in shareholding in the Company owned by Mr. YU Pan and companies controlled by him, the shareholding in the Company owned by Mr. YU Pan and companies controlled by him would be increased to approximately 56.70%. Should such increase arise, Mr. YU Pan together with companies controlled by him would not be required to make a mandatory offer under Rule 26 of the Takeovers Code because the shareholding held by Mr. YU Pan and companies controlled by him already exceeds 50% of the issued shares of the Company. Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchase to such an extent which will result in the Company failing to comply with Rule 8.08 of the Listing Rules that requires a listed company to maintain a public float of 25% of the total shares issued.

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of the Shares (whether on the Stock Exchange or otherwise) has been made by the Company or its subsidiaries during the six months preceding the Latest Practicable Date.

Mr. JIN Zhifeng, aged 60, joined the Group in April 2019 and has been appointed as an executive director of the Company in October 2019 and as chief executive officer in April 2023 overseeing the strategic planning and corporate development of the Group. Mr. Jin holds a doctor's degree in Business Administration. He is a public valuer certified by the Ministry of Finance of the People's Republic of China, a member of the China Appraisal Society and a certified senior economist. Mr. Jin had held various senior executive positions at a nationwide asset management company in China with extensive experience in investment banking and asset management. Mr. Jin acted as executive director and chairman of Lvjing Holding Co., Ltd (a PRC company previously listed on Shenzhen Stock Exchange, former stock code: 000502.SZ) but was delisted in June 2022) from April 2019 to December 2022.

Save as disclosed above, Mr. Jin did not hold any directorship in any listed public company in the last three years or any position with the Company or other members of the Group and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Jin has entered into a service contract with the Company. There is no specific term of service with the Company but he is subject to retirement and re-election provision under the Bye-laws. Mr. Jin is entitled to a remuneration of HK\$2,340,000 per annum which is subject to annual review by the Board. In addition, Mr. Jin is entitled to receive discretionary bonuses, share options or other benefits as may be decided by the Board. His remuneration will be reviewed and determined by the Board annually with authorization granted by the Shareholders at an annual general meeting having regard to his performance and duties, the Company's performance and profitability and the prevailing market condition.

Mr. Jin is personally beneficially interested in 2,994,000 Shares. Save as disclosed, Mr. Jin does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. WEN Xiaojing, independent non-executive director of the Company, aged 46, joined the Company in June 2022. Mr. Wen holds a Master's degree and is currently the vice president of 廣州決勝實業集團有限公司 (Guangzhou Juesheng Industrial Group Co., Ltd.*) responsible for the operation and management of the company's real estate sector. Mr. Wen has worked in a number of domestic real estate companies in China at management level, and has extensive experience in real estate and urban renewal, project investment management, asset mergers and acquisitions, and real estate project development management.

Save as disclosed above, Mr. Wen does not hold any directorship in other listed companies in the last three years and does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Within the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Wen does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations.

Mr. Wen has entered into a letter of appointment with the Company. He is entitled to a basic director fee of RMB120,000 per annum for acting as an independent non-executive director with a fixed term of service for two years, subject to automatic renewal and retirement provision under the Bye-laws. His director fee will be reviewed and determined by the Board annually with authorization granted by the Shareholders at an annual general meeting of the Company taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

In relation to the re-election of directors as mentioned above, there is no any other information that is required to be disclosed pursuant to any of the requirements of the provision under paragraphs 13.51(2) (h) to 13.51(2)(v) of the main board Listing Rules nor there are other matters that need to be brought to the attention of the Shareholders of the Company.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



天譽置業(控股)有限公司

SKYFAME REALTY (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in Bermuda with limited liability)

**(Stock Code: 00059 and Bonds Stock Code: 5310, 5311,
5367, 5379, 5567, 5580, 5602, 5626, 5821 and 5855)**

NOTICE IS HEREBY GIVEN that the annual general meeting of Skyfame Realty (Holdings) Limited (the “**Company**”) will be held at 10th Floor, Shun Feng International Centre, No. 182 Queen’s Road East, Wanchai, Hong Kong at 3:00 p.m. on Friday, 31 May 2024 for the following purposes:

1. To receive and consider the audited Financial Statements; the Directors’ Report and Independent Auditor’s Report for the year ended 31 December 2023.
- 2(A) To re-elect Mr. JIN Zhifeng as an executive director of the Company.
- 2(B). To re-elect Mr. WEN Xiaojing as an independent non-executive director of the Company.
- 2(C). To authorize the board of directors (the “**Directors**”) of the Company (the “**Board**”) to fix all the Directors’ remuneration.
3. To re-appoint Moore CPA Limited as auditor of the Company and to authorize the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions, as ordinary resolutions:

ORDINARY RESOLUTIONS

4(A). “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined below) of all powers of the Company to allot, issue and deal with additional shares of one third Hong Kong cent each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including bonds, warrants, debentures and other securities convertible into Shares, which would or might require the exercise of such powers subject to and in accordance with all applicable laws and the bye-laws of the Company, as amended from time to time (the “**Bye-laws**”) be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any authorization given to the Directors and shall authorize the Directors during the Relevant Period to make and grant offers, agreements and options, including bonds, warrants, debentures and other securities convertible into Shares, which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of Shares on exercise of rights of subscription or conversion under any bonds, warrants, notes, debentures and securities which are convertible into Shares; or (iii) any issue of Shares under any share option scheme or similar arrangement for the time being adopted for the grant to employees (including directors) of the Company and/or any of its subsidiaries of the rights to subscribe for Shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws, shall not exceed 20% of the aggregate number of Shares in issue at the date of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any laws applicable to the Company to be held; or
- (iii) the revocation or variation of the authority set out in this resolution by the passing of an ordinary resolution in a general meeting of the Company.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

4(B). **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission or the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any laws applicable to the Company to be held; or
- (iii) the revocation or variation of the authority set out in this resolution by an ordinary resolution in a general meeting of the Company.”

4(C). **“THAT** conditional upon resolutions numbered 4(A) and 4(B) in the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to resolution numbered 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares which had been repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) above, provided that such amount shall not exceed 10% of the aggregate number of the Shares in issue at the date of passing this resolution.”

By Order of the Board
Skyfame Realty (Holdings) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
HUANG Tianbo
Company Secretary

Hong Kong, 30 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the meeting by the above notice shall be entitled to appoint another person as his/her proxy to attend and vote instead of such member. A proxy need not be a member of the Company. No refreshment will be served in the meeting.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. 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 certified copy of such power or authority must be delivered to the office of Tricor Abacus Limited, the Company's branch share registrar in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong or by way of notice to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default, the instrument of proxy shall not be treated as valid.
4. The record date for determining the entitlement of the members of the Company to attend and vote at the Meeting will be Friday, 24 May 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, Tricor Abacus Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 24 May 2024.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company 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. In the case of joint holders of any share, 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 in respect of the joint holding.
7. As at the date of this notice, the Board comprises Mr. YU Pan and Mr. JIN Zhifeng as the executive directors; Ms. WANG Kailing as the non-executive director and Mr. WEN Xiaojing, Mr. CUI Yuan and Ms. TANG Yu as the independent non-executive directors.