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TONG KEE (HOLDING) LIMITED

棠記（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8305)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Tong Kee (Holding) Limited (the “**Company**”) will be held at Unit I, 11/F, Block 2, Kin Ho Industrial Building, 14-24 Au Pui Wan Street, Fotan, New Territories, Hong Kong on Thursday, 16 December 2021 at 4:00 p.m. (Hong Kong time), for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 19 October 2021 (the “**Sale and Purchase Agreement**”) and entered into between the Company (as purchaser) and Precise Capital Global Limited (as vendor) in relation to the proposed acquisition of the entire issued share capital of Treasure Mark Global Limited for a consideration of HK\$24,000,000 (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification), and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment (or waiver, as the case may be) of the conditions precedent set out in the Sale and Purchase Agreement, the directors (each a “**Director**”) of the Company be and are hereby granted a specific mandate (the “**Shares Specific Mandate**”) to allot and issue 185,000,000 new shares of HK\$0.01 each in the capital of the Company (each a “**Consideration Share**”) to the Vendor, credited as fully paid, at the issue price of HK\$0.10 per Consideration Share pursuant to the terms and conditions of the Sale and Purchase Agreement; and

- (c) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement, including but not limited to the allotment and issue of the Consideration Shares under the Shares Specific Mandate, and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Sale and Purchase Agreement which he/she/they consider(s) necessary, desirable or expedient.”

2. **“THAT**

- (a) the conditional placing agreement dated 19 October 2021 (the **“Placing Agreement”**) entered into between the Company and China Rise Securities Asset Management Company Limited in relation to the placing of up to 65,000,000 new shares (each a **“Placing Share”**) of the Company at the placing price of HK\$0.10 per Placing Share and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment of the conditions precedent set out in the Placing Agreement, the Directors be and are hereby granted a specific mandate (the **“Placing Specific Mandate”**) to allot, issue and deal with the Placing Shares on the terms and subject to the conditions of the Placing Agreement, provided that the Placing Specific Mandate being additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company (the **“Shareholders”**) prior to the passing of this resolution; and
- (c) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) for the purpose of, or in connection with, the implementation of and giving effect to the Placing Agreement, including but not limited to the allotment and issue of the Placing Shares under the Placing Specific Mandate, and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Placing Agreement which he/she/they consider(s) necessary, desirable or expedient.”

By order of the Board
Tong Kee (Holding) Limited
Heung Chung Sum
Chairman

Hong Kong, 26 November 2021

Registered office:
P.O. Box 1350
Windward 3
Regatta Office Park
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Room 2502, 25/F
148 Electric Road
North Point
Hong Kong

Notes:

1. A Shareholder entitled to attend and vote at the Meeting convened is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. In order to facilitate the prevention and control of the spread of the Novel Coronavirus (COVID-19) epidemic and to safeguard the health and safety of the Shareholders, the Company strongly encourages Shareholders to consider appointing the chairman of the meeting as his/her proxy to vote on the resolution as an alternative to attending in person.
2. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. at or before 4:00 p.m. on Tuesday, 14 December 2021) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. The voting at the Meeting shall be taken by poll.
5. The register of members of the Company will be closed from Monday, 13 December 2021 to Thursday, 16 December 2021 for determining Shareholders' entitlement to attend and vote at the Meeting, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4: 30 p.m. on Friday, 10 December 2021.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at www.tongkee.com.hk and on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com to notify the Company's shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Heung Chung Sum and Mr. Chan Wai Hon, Alan, and the non-executive Directors are Ms. Heung Joe Yee, Ms. Heung Joe Tung, and the independent non-executive Directors are Dr. Ip Wai Hung, Mr. Wilson, Ko Wai Shun, and Mr. Chan Chi Hang.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This notice will also be posted on the Company’s website at www.tongkee.com.hk.