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## **New Century Group Hong Kong Limited**

**新世紀集團香港有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 234)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “Special General Meeting”) of New Century Group Hong Kong Limited (the “Company”) will be held at Plaza 1 & 2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 24 September 2019 at 10:30 a.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same day at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the sale and purchase agreement dated 18 June 2019 entered into among Huang Worldwide Holding Limited, New Century Investment Pacific Limited, A&C Amusement Limited and Able Sincere Limited in relation to the sale and purchase of 420,000,000 shares in ETC Finance Limited (the “Sale and Purchase Agreement”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

\* *For identification purpose only*

- (b) the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Sale and Purchase Agreement.”

By order of the Board  
**Ng Suet Yi**  
*Company Secretary*

Hong Kong, 23 August 2019

*Head Office and Principal Place of Business in Hong Kong:*

Unit 3808, 38th Floor  
West Tower, Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

1. For determining the entitlement to attend and vote at the Special General Meeting, the register of members of the Company will be closed from Thursday, 19 September 2019 to Tuesday, 24 September 2019, both days inclusive, during which period, no transfer of shares will be effected. In order to be eligible to attend and vote at the Special General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 18 September 2019.
2. 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 a general meeting of the Company or at a class 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.
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 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.

4. The instrument appointing a proxy and (if required by the board of directors of the Company (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, shall be delivered to the Company’s principal place of business in Hong Kong at Unit 3808, 38th Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the meeting (i.e. not later than 10:30 a.m. on Sunday, 22 September 2019 (Hong Kong time)) at which the person named in the instrument proposes to vote.
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. 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.

*As at the date of this notice, the Board comprises Mr. Ng Wee Keat (Chairman), Ms. Sio Ion Kuan (Deputy Chairman), Ms. Ng Siew Lang, Linda (Chief Operating Officer), Ms. Lilian Ng, Ms. Chen Ka Chee and Mr. Yu Wai Man as executive directors and Mr. Cheung Chun Kwok, Mr. Kwan Kai Kin, Kenneth and Mr. Ho Yau Ming as independent non-executive directors.*