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COWELL

Cowell e Holdings Inc.

高偉電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1415)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Cowell e Holdings Inc. (the “**Company**”) will be held at Strategic Public Relations Group Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 5 May 2021 at 10 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as an ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares (the “**Shares**”) of US\$0.004 each in the share capital of the Company falling to be allotted and issued pursuant to the share option scheme (the “**New Share Option Scheme**”), the terms of which are set out in the document marked “**A**” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the New Share Option Scheme be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal in the Shares as may be required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the New Share Option Scheme;
- (b) the aggregate number of Shares to be allotted and issued pursuant to (a), together with any issue of Shares upon the exercise of any options granted under any other share option schemes of the Company as may from time to time adopted by the Company, shall not exceed 10 per cent. of the Shares in issue as at the date of passing of this resolution;
- (c) the existing share option scheme of the Company adopted on 4 February 2015 (the “**Existing Share Option Scheme**”) be and is hereby terminated upon the New Share Option Scheme coming into effect; and

(d) any one director (“**Director**”) of the Company be and is hereby authorised to do all such further acts and things and execute all such further documents and take all steps which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the New Share Option Scheme and the transactions contemplated thereunder, and to approve any changes and amendments thereto as he/she may consider to be necessary, desirable or expedient for and on behalf of the Company.”

2. “**THAT:**

- (a) to re-elect Mr. Meng Yan as executive Director;
- (b) to re-elect Mr. Wu Ying-Cheng as executive Director;
- (c) to re-elect Mr. Chen Han-Yang as non-executive Director;
- (d) to re-elect Mr. Yang Li as non-executive Director;
- (e) to re-elect Ms. Su Yen-Hsueh as independent non-executive Director;
- (f) to re-elect Mr. Tsai Chen-Lung as independent non-executive Director;
- (g) to re-elect Mr. Luo Zhenbang as independent non-executive Director; and
- (h) to authorise the board of Directors to fix the Directors’ remuneration.”

By order of the Board
Cowell e Holdings Inc.
Meng Yan
Chairman

Hong Kong, 20 April 2021

Registered office:

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Notes:

- (1) Any member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy and 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 must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for holding the EGM (i.e. 3 May 2021 at 10 a.m. (Hong Kong Time)) or any adjournment thereof.
- (3) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 30 April 2021 to 5 May 2021, both dates inclusive, during which period no transfers of shares of the Company will be registered. In order to qualify for attending and voting at the EGM, shareholders must complete and lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 29 April 2021.
- (4) Where there are joint holders of a share of the Company, any one of such holders may vote at the EGM either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so presents whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (5) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the Board comprises Mr. Meng Yan and Mr. Wu Ying-Cheng as executive Directors; Mr. Chen Han-Yang and Mr. Yang Li as non-executive Directors; and Ms. Su Yen-Hsueh, Mr. Tsai Chen-Lung and Mr. Luo Zhenbang as independent non-executive Directors.