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BOE VARITRONIX LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 710)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the hybrid special general meeting of BOE Varitronix Limited (the “**Company**”) will be held at Units A – F, 35/F., Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 22 October 2021 at 10 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) The Revised Cap (as defined in the circular of the Company dated 30 September 2021 of which this notice forms part (the “**Circular**”)) for the year ending 31 December 2021 be and are hereby approved; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his/her/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters to give effect to the Revised Cap and the transactions contemplated thereunder and the implementation thereof.”

2. “**THAT:**

- (a) the terms of the Renewed Master Purchase Agreement (as defined in the Circular) (a copy of which is tabled at the meeting and marked “A” for identification purposes) dated 6 September 2021 entered into between the Company and BOE Technology Group Co., Ltd (“**BOE**”) and the Company’s execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions contemplated under the Renewed Master Purchase Agreement for the three years ending 31 December 2024 (the “**Purchase Transactions**”) and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;

- (c) the Annual Caps (as defined in the Circular) in respect of the Purchase Transactions for the three years ending 31 December 2024 be and are hereby approved in all respects; and
- (d) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his/her/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Purchase Transactions for the three years ending 31 December 2024 and/or the said Annual Caps (as defined in the Circular).”

By Order of the Board
BOE Varitronix Limited
Mr. Gao Wenbao
Chairman

Hong Kong, 30 September 2021

Notes:

1. A member of the Company entitled to attend and vote at the meeting (the “SGM”) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally 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 the SGM personally or by proxy, that one of the said persons so present 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.
3. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited (“**Computershare**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the appointed time for holding the SGM or any adjourned meeting.
4. The register of members of the Company will be closed from Tuesday, 19 October 2021 to Friday, 22 October 2021 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, all transfer of shares accompanied by the relevant share certificates must be lodged with Computershare, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 18 October 2021.
5. Whether or not you intend to attend and vote at the SGM, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish.
6. The Company will conduct a hybrid SGM using Computershare e-Meeting System, which allows shareholders of the Company (“**Shareholders**”) to participate the SGM online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the SGM via their mobile phones, tablet, or computers. The live broadcast option can also broaden the reach of the SGM to Shareholders who do not wish to attend physically due to concerns on attending large scale events under the current COVID-19 situation, or for other overseas Shareholders who are unable to attend in person.

7. Although Shareholders are welcome to attend the SGM physically in person if they so wish, the Company strongly recommends Shareholders to attend the SGM via the online option in view of the current development of COVID-19. The Company will also be undertaking the following precautionary measures to safeguard the health and well-being of Shareholders (or their proxies) who are attending the SGM in person, including temperature screening, requiring all participants to wear surgical face mask, plus safe distancing measures for queue management and seating at the meeting venue.
8. For online voting at the SGM, Shareholders can refer to our enclosed letter and the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed therein) for details. If you have any queries on the above, please contact the Company's Hong Kong branch share registrar and transfer office, Computershare, via their hotline at (852) 2862 8555 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
9. Shareholders who wish to attend the SGM and exercise their voting rights can be achieved in one of the following ways:
 - (1) attend the SGM in person and vote via smartphones or designated mobile devices at the SGM venue; OR
 - (2) attend the SGM via Computershare e-Meeting System which enables live streaming and interactive platform for Q&A and submit their voting online; OR
 - (3) appoint Chairman of the SGM or other persons as your proxy to vote on your behalf.

Your proxy's authority and instruction will be revoked if you attend and vote in person at the SGM or via the Computershare e-Meeting system.

Non-registered holders whose shares of the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may be able to attend the SGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

For corporate Shareholders who wish to attend the SGM and to vote online, please contact the Company's Hong Kong branch share registrar and transfer office at (852) 2862 8555 on or before 18 October 2021 for arrangement.

As at the date of this announcement, the Board comprises nine Directors, of whom Mr. Gao Wenbao, Ms. Ko Wing Yan, Samantha and Mr. Su Ning are executive Directors, Mr. Shao Xibin, Mr. Jin Hao and Ms. Zhang Shujun are non-executive Directors, and Mr. Fung, Yuk Kan Peter, Mr. Chu, Howard Ho Hwa and Mr. Hou Ziqiang are independent non-executive Directors.