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**Moody Technology Holdings Limited**  
**滿地科技股份有限公司**

*(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)*

**(Stock Code: 1400)**

*(Provisional Liquidators Appointed)*

*(For Restructuring Purposes)*

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a SGM of the Company will be held by way of electronic means (via ZOOM MEETING ONLY to be hosted at Unit 20B, Guangdong Investment Tower, 148 Connaught Road Central, Sheung Wan, Hong Kong) on Friday, 25 March 2022 at 10:00 a.m. for the following purpose of considering and, if thought fit, passing with or without amendment, the following ordinary resolution as an ordinary resolution of the Company. Capitalised terms defined in the circular of the Company dated 4 March 2022 shall have the same meanings when used in this notice unless otherwise specified.

**ORDINARY RESOLUTION**

1. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued Existing Shares (or Consolidated Shares if the Share Consolidation has become effective) of the Company and to make or grant offers, agreements and options to subscribe for Existing Shares (or Consolidated Shares if the Share Consolidation has become effective), which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of Existing Shares (or Consolidated Shares if the Share Consolidation has become effective) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Existing Shares (or Consolidated Shares if the Share Consolidation has become effective) in lieu of the whole or part of a dividend on Existing Shares (or Consolidated Shares if the Share Consolidation has become effective) in accordance with the Bye-laws in force from time to time; or (iv) any issue of Existing Shares (or Consolidated Shares if the Share Consolidation has become effective) upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Existing Shares (or Consolidated Shares if the Share Consolidation has become effective), shall not exceed the aggregate of 20% of the number of issued Existing Shares (or Consolidated Shares if the Share Consolidation has become effective) of the Company on the date of the passing of this resolution,

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest 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 applicable laws of Bermuda to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Existing Shares (or Consolidated Shares if the Share Consolidation has become effective), or offer or issue of warrants, options or other securities giving rights to subscribe for Existing Shares open for a period fixed by the Directors to Shareholders on the register on a fixed record date in proportion to their then holdings of Existing Shares (or Consolidated Shares if the Share Consolidation has become effective) (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

Yours faithfully,  
By order of the Board  
**Moody Technology Holdings Limited**  
*(Provisional Liquidators Appointed)*  
*(For Restructuring Purposes)*  
**Li Wanyuan**  
*Acting Chairman and Executive Director*

Hong Kong, 4 March 2022

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

*Principal Place of Business in Hong Kong:*  
20/F, Infinitus Plaza  
199 Des Voeux Road Central  
Sheung Wan  
Hong Kong

*Notes:*

1. **In view of the current COVID-19 situation in Hong Kong and the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong), a member of the Company will not be able to attend the SGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the SGM, he/she/it must appoint the Chairman of the SGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the SGM. In appointing the Chairman of the SGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.**

2. The SGM will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the SGM through ZOOM Meeting (upon an email request to moody1400@moodytech-holdingltd.com).

In order to do so, a member of the Company who wishes to join the ZOOM Meeting must register by 10:00 a.m. on Wednesday, 23 March 2022 (being not less than forty-eight (48) hours before the SGM) to moody1400@moodytech-holdingltd.com. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive an email instruction on how to join the ZOOM Meeting to observe the proceedings of the SGM by Wednesday, 23 March 2022.

A member of the Company who registers for the ZOOM Meeting may submit questions online during the SGM. They can also send questions related to the resolutions to be tabled for approval at the SGM. To do so, all questions must be submitted by 10:00 a.m. on Wednesday, 23 March 2022 (being not less than forty-eight (48) hours before the SGM) by email to moody1400@moodytech-holdingltd.com. If the Company cannot answer all questions at the SGM due to time constraint, it will endeavour to respond to such questions as soon as practicable after the SGM.

3. The register of members of the Company will be closed from Tuesday, 22 March 2022 to Friday, 25 March 2022, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the entitlement to attend and vote at the SGM, all transfer of documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar 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 Monday, 21 March 2022.
4. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company's Hong Kong branch share registrar not less than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting thereof.
5. A form of proxy for use at the SGM or any adjournment thereof is enclosed.
6. The voting on the resolution at the SGM will be conducted by way of a poll.
7. Subject to the development of COVID-19, the Company may be required to change the SGM arrangements at short notice. Shareholders should check the Company's website for further announcements and updates on the SGM arrangements.

*As of the date of this notice, the executive Directors are Mr. Li Wanyuan and Ms. Lin Yuxi; and the independent non-executive Directors are Mr. Chow Yun Cheung, Mr. Lin Yugang and Mr. Liu Junting.*