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GRAND TALENTS GROUP HOLDINGS LIMITED
廣駿集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 8516)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**Meeting**”) of the shareholders (the “**Shareholder(s)**”) of Grand Talents Group Holdings Limited (the “**Company**”) will be held at Function Room, 1/F, Xi Hotel, 7-9 Minden Avenue, Tsimshatsui, Kowloon, Hong Kong on Friday, 24 December 2021 at 2:00 p.m. to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. **“THAT** subject to and conditional upon, among other things, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from one clear business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
 - (a) every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.10 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association and bye-laws of the Company (the “**Share Consolidation**”);

- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and
 - (c) any one Director be and is hereby authorised to do all such acts, deeds and things and to effect all necessary actions as he/she may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”
2. “**THAT** subject to the passing of resolution 1 as set out in the notice of the Meeting,
- (a) the authorised share capital of the Company be and is hereby increased from HK\$10,000,000 divided into 100,000,000 Consolidated Shares to HK\$20,000,000 divided into 200,000,000 Consolidated Shares by the creation of additional 100,000,000 new Consolidated Shares (the “**Increase in Authorised Share Capital**”); and
 - (b) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, desirable or expedient to give effect to the Increase in Authorised Share Capital.”
3. “**THAT** subject to the passing of resolutions 1 and 2 as set out in the notice of the Meeting,
- (a) the placing agreement dated 24 November 2021 (as amended by the supplemental placing agreement dated 26 November 2021) (the “**Placing Agreement**”), (a copy of which is produced to the Meeting and signed by the chairman of the Meeting for identification purpose), entered into between the Company as issuer and Lego Securities Limited (“**Lego Securities**”) as placing agent in relation to the placing of up to 57,100,000 new ordinary shares of HK\$0.10 each (the “**Placing Shares**”) in the share capital of the Company at the placing price of HK\$0.535 per Placing Share and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
 - (b) conditional upon, among other things, the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares, any one Director be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in

accordance with the terms and conditions set out in the Placing Agreement. This specific mandate so granted is in addition to, and shall not prejudice nor revoke 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 at, before or after the passing of this resolution; and

- (c) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, desirable or expedient to give effect to the Placing Agreement, all the transactions contemplated thereunder and/or any matter ancillary or incidental thereto (including without limitation the allotment and issue of the Placing Shares pursuant thereto), to agree to such variations, amendments or waivers to or of any of the provisions of the Placing Agreement and all documents ancillary or incidental thereto as are, in the opinion of such Director, not of a material nature and in the interest of the Company, and to effect or implement any other matter referred to in this resolution.”

By Order of the Board
Grand Talents Group Holdings Limited
Ha Chak Hung
Chairman and Executive Director

Hong Kong, 8 December 2021

Notes:

1. Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
2. The register of members of the Company will be closed from Tuesday, 21 December 2021 to Friday, 24 December 2021, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, shareholders of the Company must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Monday, 20 December 2021.
3. Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his or her proxy to attend and vote on his or her behalf. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.

4. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he or she was solely entitled to do so. However, if more than one of such joint holders be present at any Meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.
5. In order to be valid, a proxy form in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time fixed for holding the Meeting or any adjournment of such meeting.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on The Stock Exchange of Hong Kong Limited website at www.hkexnews.hk and the Company's website at www.grandtalentsgroup.com.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
7. Due to the constant COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Meeting arrangements at short notice. The Shareholders should check the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) or the Company's website (<http://www.grandtalentsgroup.com.hk>) for any future announcements and updates on the Meeting arrangements.

As at the date of this notice, the executive Directors are Mr. HA Chak Hung and Mr. IP Chu Shing; and the independent non-executive Directors are Dr. FOK Wai Sun, Mr. YUK Kai Yao and Ms. TANG Shui Man.