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亞證地產有限公司

ASIASEC PROPERTIES LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 271)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Asiasec Properties Limited (the “Company”) will be held at Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 26th October, 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 2nd August, 2021 (the “Sale and Purchase Agreement”) entered into between Advance Growth Investments Limited as purchaser (the “Purchaser”) and the Company as vendor, pursuant to which:
 - (i) the Purchaser shall acquire and the Company shall procure its direct wholly-owned subsidiary incorporated or to be incorporated in the British Virgin Islands with limited liability (the “BVI Holdco”) to sell the entire issued share capital of another company to be legally and beneficially owned by the BVI Holdco (the “Target Company”), which in turn owns the total number of issued shares of Dan Form (Hong Kong) Limited; and
 - (ii) any shareholder’s loan that is due to the BVI Holdco by the Target Company shall be assigned by the BVI Holdco to the Purchaser

(collectively, the “Transaction”) on the terms and subject to the conditions therein (details of the Sale and Purchase Agreement are set out in the Company’s circular dated 5th October, 2021 and a copy of the Sale and Purchase Agreement marked “A” has been produced to the EGM and initialed by the chairman of the EGM for the purpose of identification) and the Transaction be and are hereby approved, ratified and confirmed;

- (b) the Chief Executive of the Company (the “CE”) be and is hereby authorised to execute all such other documents and to do all such acts or things for and on behalf of the Company as he may consider appropriate or desirable relating to or in connection with the Transaction and the matters contemplated therein; and
- (c) subject to the completion of the Transaction having taken place, a special cash dividend of HK\$0.95 per ordinary share of the Company be declared and paid by the Company (the “Special Dividend”) to the shareholders of the Company (the “Shareholders”) whose names appear on the register of members of the Company on the record date to be fixed for determining the entitlements of the Shareholders to the Special Dividend and the CE be and is hereby authorised to take such action, do such things and execute such further documents as the CE may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”

By Order of the Board
Asiasec Properties Limited
Cynthia Chen Si Ying
Company Secretary

Hong Kong, 5th October, 2021

Registered office:

9th Floor
Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong

Notes:

1. The resolution set out in this notice of the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and to speak and vote at the EGM will be entitled to appoint one or more proxies to attend and to speak and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. A form of proxy in respect of the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish. In the event that you attend the EGM after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof, provided that no account is to be taken of any part of a day that is a public holiday.
5. Where there are joint registered holders of any ordinary share(s) of the Company (“Share(s)”), any one of such joint holders may vote at the EGM, either personally or by proxy in respect of such Share as if he or she was solely entitled thereto, but if more than one of such joint registered holders be present at the EGM personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Shares.
6. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 21st October, 2021 to Tuesday, 26th October, 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order for a member to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 20th October, 2021.
7. In order to facilitate the prevention and control of the spread of the Novel Coronavirus (COVID-19) epidemic and to safeguard the health and safety of the Shareholders, the Company encourages Shareholders to consider appointing the Chairman of the EGM as his/her proxy to vote on the resolution at the EGM as an alternative to attending the EGM in person.

As at the date of this announcement, the board of directors of the Company comprises Mr. Patrick Lee Seng Wei (Chairman), Mr. Lee Shu Yin (Chief Executive), Mr. Edwin Lo King Yau and Mr. Tao Tsan Sang being the Executive Directors; and Mr. Li Chak Hung, Mr. Choi Kin Man and Ms. Lisa Yang Lai Sum being the Independent Non-Executive Directors.