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## **COURAGE INVESTMENT GROUP LIMITED**

**勇利投資集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 1145)**

**(Singapore Stock Code: CIN)**

### **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made by Courage Investment Group Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, which requires a listed issuer to announce any information released to any other stock exchange on which its securities are listed at the same time as the information is released to that other exchange. Please refer to the attached document which has been published by the Company on Singapore Exchange Securities Trading Limited on 26 July 2022.

By Order of the Board  
**Courage Investment Group Limited**  
**Sue Ka Lok**  
*Chairman*

Hong Kong, 26 July 2022

*As at the date of this announcement, the Board comprises two Executive Directors, namely Mr. Sue Ka Lok (Chairman) and Ms. Wang Yu; one Non-executive Director, namely Dr. Feng Xiaogang; and three Independent Non-executive Directors, namely Mr. Zhou Qijin, Mr. Pau Shiu Ming and Mr. Tsao Hoi Ho.*

# COURAGE INVESTMENT GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

(the “**Company**”)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD WITH A COMBINATION OF AN IN-ROOM MEETING AT ROOM 2113, 21ST FLOOR, GREAT EAGLE CENTRE, 23 HARBOUR ROAD, WANCHAI, HONG KONG AND AN ONLINE VIRTUAL MEETING VIA ELECTRONIC FACILITIES ON WEDNESDAY, 29 JUNE 2022 AT 11:00 A.M.

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Directors Present : As per attendance sheet  
Shareholders Present : As per attendance sheet  
In Attendance : As per attendance sheet

## 1. CHAIRMAN

Mr. Sue Ka Lok was elected Chairman of the meeting (the “**Meeting**”) in accordance with Bye-law 62 of the Bye-laws of the Company (the “**Bye-laws**”).

## 2. MEETING PROCEEDINGS

References were made to the circular of the Company dated 27 May 2022 (the “**Circular**”) and the notice of annual general meeting of the Company dated the same date included therein. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Chairman reported that a quorum was present. The Chairman then declared that the Meeting was duly convened and constituted. The Chairman explained to the Shareholders the procedures for demanding a poll in accordance with Appendix 14 “Corporate Governance Code” to the Hong Kong Listing Rules. The Chairman explained that (i) pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll save for purely procedural or administrative matters; (ii) he would therefore demand a poll for all the resolutions put to the vote of the Meeting pursuant to Bye-law 65 of the Bye-laws; and (iii) the Company had appointed Tricor Investor Services Limited, its Hong Kong branch share registrar and transfer office, to conduct the poll and act as the scrutineer at the Meeting. The Chairman reported that due notice of the Meeting (the “**Notice**”) had been given to all the Shareholders and the Notice was taken as read.

The Chairman further explained that due to the COVID situation in Hong Kong and Singapore, the proceedings of the Meeting would be conducted through a combination of an in-room meeting and an online virtual meeting via the e-Meeting System provided by Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office. Shareholders would be able to watch the Meeting proceedings through the e-Meeting System and submit questions via mobile phone, tablet or computer device. Shareholders in Hong Kong would cast their votes through the e-Meeting System, and Shareholders or Depositors in Singapore would cast their votes by submitting completed and signed voting slips to Boardroom Corporate & Advisory Services Pte. Ltd., the Company’s Singapore share transfer agent, within 2 hours upon the close of the Meeting.

The Chairman reported that in his capacity as Chairman of the Meeting, he had been appointed as a proxy for certain Shareholders, including Shareholders and/or Depositors in Singapore and that he had voted in accordance with their instructions, which had been accounted for in the polling for the resolutions to be voted at the Meeting.

3. AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORT OF THE DIRECTORS AND OF THE AUDITOR

The Independent Auditor's Report as contained in the 2021 Annual Report of the Company was taken as read.

IT WAS RESOLVED THAT the audited consolidated financial statements of the Company and the report of the directors and of the auditor for the year ended 31 December 2021 submitted to the Meeting be and are hereby received and adopted.

4. RE-ELECTION OF DIRECTOR AND FIXING OF DIRECTORS' REMUNERATION

IT WAS NOTED THAT in accordance with Bye-law 85(6) of the Bye-laws, Mr. Sue Ka Lok would retire at the Meeting, and being eligible, offer himself for re-election at the Meeting.

IT WAS RESOLVED THAT Mr. Sue Ka Lok be and is hereby re-elected as Executive Director of the Company.

IT WAS RESOLVED THAT the Board of Directors be and is hereby authorised to fix the remuneration of the directors of the Company.

5. RE-APPOINTMENT OF AUDITOR AND FIXING OF AUDITOR'S REMUNERATION

IT WAS RESOLVED THAT Deloitte Touche Tohmatsu, the retiring auditor, be and is hereby re-appointed as auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company at a fee to be agreed with the Board of Directors.

6. GENERAL MANDATE TO ALLOT, ISSUE AND DEAL WITH THE COMPANY'S SHARES

IT WAS RESOLVED THAT the following resolution was duly passed as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below and pursuant to the Bye-laws of the Company (the “**Bye-laws**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the listing rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (if applicable), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the

share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of rights of subscription or conversion under terms of any existing bonds, warrants, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares;
  - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Bye-laws from time to time,

shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 law of the Bermuda to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meetings.

“Rights Issue” means an offer of Shares, or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares or any class of Shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

7. GENERAL MANDATE TO REPURCHASE THE COMPANY’S OWN SHARES

IT WAS RESOLVED THAT the following resolution was duly passed as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares, subject to and in accordance with the Bye-laws of the Company (the “**Bye-laws**”), the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company (the “**Shares**”) which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 law of the Bermuda to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meetings.”

8. EXTENSION OF THE GENERAL MANDATE TO ALLOT, ISSUE AND DEAL WITH THE COMPANY'S SHARES

IT WAS RESOLVED THAT the following resolution was duly passed as an ordinary resolution:

“THAT:

conditional upon the passing of the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting (the “**Notice**”), the general mandate granted to the directors of the Company (the “**Directors**”) to allot, issue and deal with authorised and unissued shares of the Company (the “**Shares**”) pursuant to the said resolution numbered 4(A) as set out in the Notice be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted to the Directors pursuant to the said resolution numbered 4(B) as set out in the Notice, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue as at the date of passing of the said resolution.”

9. CLOSE OF MEETING

There being no further business, the Chairman declared the Meeting closed.

Confirmed as true record of proceedings held

Sue Ka Lok  
Chairman