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## **NEW HUO TECHNOLOGY HOLDINGS LIMITED**

### **新火科技控股有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock code: 1611)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of New Huo Technology Holdings Limited (the “**Company**”) will be held at Unit 702-3, 7/F, 100 Queen's Road Central, Central, Hong Kong on 28 July 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company.

Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 6 July 2023 (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. To consider and approve the resolution in relation to the Subscription Agreement I, further details of which are set out in the Circular:

**“THAT**

- (a) the Subscription Agreement I dated 26 April 2023 and entered into between the Company and Mr. Du Jun as the subscriber in relation to Subscription I and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Subscription Shares I, the Directors of the Company be and are hereby granted the Specific Mandate I to allot and issue the Subscription Shares I subject to the terms of the Subscription Agreement I, with such Specific Mandate I being in addition to and not prejudicing or revoking 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 of the Company prior to the passing of this resolution; and;
  - (c) any Director be and is hereby authorised to sign, execute, perfect and deliver all such documents, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and completion of the Subscription Agreement I, and the transactions contemplated thereunder, including the Specific Mandate I, and the allotment and issue of the Subscription Shares I and to agree to the variation and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Subscription Agreement I and are in the best interests of the Company.”
2. To consider and approve the resolution in relation to the Subscription Agreement II, further details of which are set out in the Circular:

**“THAT**

- (a) the Subscription Agreement II dated 26 April 2023 and entered into between the Company and On Chain as the subscriber in relation to Subscription II and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Subscription Shares II, the Directors of the Company be and are hereby granted the Specific Mandate II to allot and issue the Subscription Shares II subject to the terms of the Subscription Agreement II, with such Specific Mandate II being in addition to and not prejudicing or revoking 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 of the Company prior to the passing of this resolution; and;

- (c) any director of the Company (the “**Director(s)**”) be and is hereby authorised to sign, execute, perfect and deliver all such documents, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and completion of the Subscription Agreement II, and the transactions contemplated thereunder, including the Specific Mandate II, and the allotment and issue of the Subscription Shares II and to agree to the variation and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Subscription Agreement II and are in the best interests of the Company.”
3. To consider, if thought fit, the amendments of the Share Option Scheme, further details of which are set out in the Circular:

“**THAT**

- (a) the proposed amendments to the existing share option scheme adopted by the Company on 27 October 2016 and as amended on 17 November 2020 and 30 March 2023 (the “**Share Option Scheme**”), a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved (the “**Proposed Amendments**”, and the Share Option Scheme as amended by the Proposed Amendments the “**Amended Share Option Scheme**”);
- (b) the Proposed Amendments referred to in paragraph (a) above shall apply to the outstanding Share Options granted under the Share Option Scheme and the Share Options to be granted under the Amended Share Option Scheme with effect from the date of this Circular; and
- (c) the board of directors of the Company be and is hereby authorised to do all such acts and execute such documents as may be necessary, desirable or expedient in order to give full effect to the Proposed Amendments to the Amended Share Option Scheme referred to in paragraph (a) above subject to the Listing Rules (as amended from time to time).”

By Order of the Board  
**New Huo Technology Holdings Limited**  
**Li Lin**  
*Non-executive Director*

Hong Kong, 6 July 2023

*Notes:*

1. A form of proxy for use in connection with the EGM is enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)). Whether or not you are able to attend the EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 48 hours before the time designated for holding the EGM or any adjournment thereof. 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 should you so wish.
2. Any member entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, a form of appointment 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 at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for the time appointed for holding the EGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.
6. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, 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 Meeting 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 shares shall alone be entitled to vote in respect thereof.
7. For determining the entitlement to attend and vote at the EGM, the register of members will be closed from 25 July 2023 to 28 July 2023, both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 24 July 2023.
8. If Typhoon Signal No. 8 or above, or "black" rainstorm warning is in effect any time after 8:00 a.m. and before the above time of EGM, the EGM will be postponed. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.newhuotech.com](http://www.newhuotech.com)) to notify the Shareholders (as defined herein) of the date, time and place of the rescheduled meeting.

*As at the date of this EGM notice, the Board comprises (1) Mr. Li Lin as a non-executive Director; (2) Mr. Du Jun and Ms. Zhang Li as executive Directors; and (3) Mr. Yu Chun Kit, Mr. Yip Wai Ming and Dr. LAM, Lee G., BBS, JP as independent non-executive Directors.*