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CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 127)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Chinese Estates Holdings Limited (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 17 December 2021 at 10:00 a.m. (Hong Kong time) or immediately after the conclusion or adjournment of the Scheme Meeting, whichever is later, for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution as a special resolution. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the composite scheme document of the Company dated 24 November 2021 (the “**Scheme Document**”) of which this notice forms part.

SPECIAL RESOLUTION

“**THAT** for the purposes of giving effect to the Scheme between the Company and the Scheme Shareholders as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme Shareholders at the Scheme Meeting:

- (a) on the Effective Date (as defined in the Scheme), any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares be and is hereby approved;

- (b) subject to and simultaneously with the cancellation of the Scheme Shares, the issued share capital of the Company shall be maintained at the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled, credited as fully paid, by applying the credit created in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full at par such new Shares;
- (c) subject to the Scheme taking effect, the withdrawal of listing of the Shares on the Stock Exchange be approved, and any one Director be and is hereby authorised to make application to the Stock Exchange in respect of such withdrawal; and
- (d) any one Director be and is hereby authorised to do all acts and things as considered by him/her to be necessary or desirable in connection with the implementation and completion of the Proposal, including, without limitation, the giving of consent to any modifications of, or additions or conditions to, the Scheme, which the Court may see fit to impose and to do all other acts and things as considered by him/her to be necessary or desirable in connection with the Proposal or in order to give effect to the transactions referred to above.”

By order of the Board
CHINESE ESTATES HOLDINGS LIMITED
Lam, Kwong-wai
Executive Director and Company Secretary

Hong Kong, 24 November 2021

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal office in Hong Kong:
21st Floor, Chubb Tower
Windsor House
311 Gloucester Road
Causeway Bay, Hong Kong

As at the date of this notice, the Board comprises Ms. HW Chan, Ms. Chan, Lok-wan and Mr. Lam, Kwong-wai as executive Directors, Mr. Lau, Ming-wai and Ms. Amy Lau, Yuk-wai as non-executive Directors, and Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun as independent non-executive Directors.

Notes:

1. For the purpose of determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 14 December 2021 to Friday, 17 December 2021 (both days inclusive) and, during such period, no transfer of Shares will be effected. In order to qualify to attend and vote at the SGM, all transfers documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by not later than 4:30 p.m. on Monday, 13 December 2021.
2. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A member may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
3. In order to be valid, the **WHITE** form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 10:00 a.m. on Wednesday, 15 December 2021 (or not less than 48 hours before an adjourned SGM).
4. Where there are joint holders of any Share, any one of such persons may vote at the SGM either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the SGM in person 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 Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share stands shall for such purpose be deemed joint holders thereof.
5. A **WHITE** form of proxy for use in connection with the SGM is enclosed with the Scheme Document.
6. The health of the Shareholders, staff and stakeholders is of paramount importance to us. With a view to preventing and controlling the spread of COVID-19, the Company will implement the following precautionary measures at the SGM to protect attending Shareholders, staff and stakeholders from the risk of infection:
 - (i) compulsory body temperature checks will be conducted for every Shareholder, proxy and other attendee; and each attendee will be required to (i) complete and submit a health declaration form and (ii) scan the "Leave Home Safe" venue QR code or register his/her name, contact number and the date and time of visit at the entrance of the meeting venue;
 - (ii) each attendee is required to wear mask inside the meeting venue and throughout the SGM, and to maintain a safe distance between seats;

- (iii) anyone who does not comply with the aforesaid arrangement, or with a body temperature of over 37.5 degrees Celsius, or with any flu-like symptoms, or subject to any Hong Kong government prescribed quarantine, or has close contact with any person under quarantine will be denied entry into the meeting venue or be required to leave the meeting venue immediately. The Company reserves the right to deny entry of any person into the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees at the SGM;
 - (iv) no refreshments will be served, and there will be no distribution of corporate gifts; and
 - (v) any other additional precautionary measures in accordance with the requirements or guidance of the Hong Kong government and/or regulatory authorities from time to time, or as considered appropriate in light of the development of the local COVID-19 situation.
7. Any person who does not comply with the precautionary measures or is subject to any Hong Kong government prescribed quarantine may be denied entry into the meeting venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the meeting venue to the extent practicable. In view of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (as amended, supplemented and/or modified from time to time) and the requirements for social distancing to ensure the health and safety of attendees, there will be limited capacity for attendees to attend the SGM and only Shareholders and/or their proxies and relevant staff will be allowed entry into the meeting venue and the attending Shareholders (or their proxies) will be admitted to the main conference room at the meeting venue on a “first-come-first-served” basis, whereas other attending Shareholders (or their proxies) will be accommodated in other room(s) or area at the meeting venue after the main conference room is fully occupied.

In addition, the Company reminds all Shareholders that they may exercise their right to vote at the SGM by appointing the chairman of the SGM as their proxy to vote on the relevant resolution as an alternative to attending the SGM in person by completing and returning the WHITE form of proxy enclosed with the Scheme Document.

8. References to time and dates in this notice are to Hong Kong time and dates.

Website: <http://www.chineseestates.com>