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SAMSON HOLDING LTD.

順誠控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00531)

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

Cause No. FSD 216 of 2024 (IKJ)

**IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT
(2023 REVISION) AND**

AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102

AND IN THE MATTER OF SAMSON HOLDING LTD.

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order (“**Order**”) dated 20 September 2024 made in the above matter, the Grand Court of the Cayman Islands (“**Grand Court**”) has directed a meeting (“**Court Meeting**”) of the Scheme Shareholders to be convened and held for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (“**Scheme**”) proposed to be made between Samson Holding Ltd. (“**Company**”) and the Scheme Shareholders. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.

The Court Meeting will be held at 11:00 a.m. on Monday, 21 October 2024 (Hong Kong time) at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at which all Scheme Shareholders are requested to attend either in person, by a fully authorised representative (if a corporation) or by proxy.

A copy of the Scheme and a copy of the explanatory memorandum (“**Explanatory Memorandum**”) explaining the effect of the Scheme are incorporated in the scheme document, of which this notice forms a part (“**Scheme Document**”), has been despatched to the Scheme Shareholders. A copy of the Scheme Document may also be obtained by any Scheme Shareholder from the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. The Scheme Document is also published on the website of the Stock Exchange at www.hkexnews.hk and on the Company’s website at www.samsonholding.com.

At the Court Meeting, the following resolution will be proposed:

“THAT the Scheme of Arrangement, a print of which has been submitted to this Court Meeting and, for the purpose of identification, signed by the chairman of this Court Meeting in its original form with such modifications, additions or conditions as may be approved or imposed by the Cayman Islands Grand Court and as may be agreed by the Company, be and is hereby approved.”

Any Scheme Shareholder may attend and vote in person at the Court Meeting or he/she/it may appoint another person (who must be an individual), whether a member of the Company or not, as his/her/its proxy to attend and vote in his/her/its stead. Any Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to represent him/her/it. If more than one proxy is appointed, the number of Scheme Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy. A **PINK** form of proxy for use at the Court Meeting is enclosed with the Scheme Document. Such form is also published on the website of the Stock Exchange at www.hkexnews.hk and on the Company’s website at www.samsonholding.com.

In the case of joint holders of a Scheme Share, any one of such joint holders may vote at the Court Meeting, either in person or by proxy, in respect of such Scheme Share as if he/she was solely entitled thereto. However, if more than one such joint holders be present at the Court Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

It is requested that the **PINK** form of proxy in respect of the Court Meeting, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible, but in any event no less than 48 hours before the time appointed for the holding of the Court Meeting or any adjournment thereof. The **PINK** form of proxy may alternatively be handed to the chairman of the Court Meeting at the Court Meeting (who shall have absolute discretion as to whether or not to accept it).

Completion and return of the **PINK** form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof, and in such event, the relevant form of proxy will be revoked by operation of law.

For the purpose of determining the entitlements of Scheme Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Wednesday, 16 October 2024 to Monday, 21 October 2024 (Hong Kong time) (both days inclusive), and during such period, no transfer of the Shares will be effected. In order to qualify to attend and vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 15 October 2024 (Hong Kong time).

By the Order, the Grand Court has appointed any one of the independent non-executive directors of the Company, or failing him, any other person who is an officer of the Company as at the date of the Court Meeting, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results thereof to the Grand Court within seven days of the Court Meeting. The results of the Court Meeting will be the subject of a public announcement to be published on the Stock Exchange.

The Scheme will be subject to the subsequent sanction of the Grand Court as set out in the Explanatory Memorandum contained in the Scheme Document.

NOTICE IS FURTHER GIVEN THAT, if approved at the Court Meeting, the Scheme will be subject to the subsequent approval and sanction of the Grand Court (the "**Sanction Hearing**"), which is listed to be heard at the Law Courts, George Town, Grand Cayman at 9:00 a.m. on Friday, 25 October 2024 (Cayman Islands time) (i.e. equivalent to 10:00 p.m. on Friday, 25 October 2024 (Hong Kong time)), or as soon as practicable thereafter as it may be heard. Any Scheme Shareholder is entitled (but not obliged) to attend the Sanction Hearing, through legal counsel, to support or oppose the sanction of the Scheme.

By Order of the Grand Court
SAMSON HOLDING LTD.
Shan Huei KUO
Chairman

Dated 4 October 2024

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P.O. Box 31119, KY1-1205
Cayman Islands

Principal place of business in Hong Kong:
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Hong Kong

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Shan Huei KUO (Chairman), Ms. Yi-Mei LIU and Mr. Mohamad AMINOZZAKERI; one non-executive Director, namely Mr. Sheng Hsiung PAN; and four independent non-executive Directors, namely Mr. Ming-Jian KUO, Mr. Siu Ki LAU, Mr. Sui-Yu WU and Mr. Hung Kang LIN.

Notes:

- (1) Voting at the Court Meeting will be taken by way of poll as required under the Listing Rules and the Takeovers Code.
- (2) If a tropical cyclone warning signal No. 8 or above is or is expected to be hoisted or a black rainstorm warning signal or “extreme conditions” caused by super typhoons is or is expected to be in force at any time after 8:00 a.m. (Hong Kong time) on the date of the Court Meeting, the Court Meeting will be adjourned in accordance with the articles of association of the Company and in compliance with the Takeovers Code. If the Court Meeting is adjourned, the Company will post an announcement on the respective websites of the Stock Exchange at www.hkexnews.hk and the Company at www.samsonholding.com notifying its members of the date, time and venue of the rescheduled Court Meeting.