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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Samson Holding Ltd. (“Company”) will be held at 11:30 a.m. (Hong Kong time) (or as soon as practicable after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document) on Monday, 21 October 2024 at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions. 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.

#### **SPECIAL RESOLUTION**

1. **“THAT** (i) for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the “Scheme”) as set out in the composite scheme document dated 4 October 2024 (the “Scheme Document”) on the Effective Date (as defined in the Scheme Document), the reduction of the share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme Document); and (ii) the maintenance of the issued share capital of the Company at the amount prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares (as defined in the Scheme Document) as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Offeror (as defined in the Scheme Document), be and are hereby approved.”

#### **ORDINARY RESOLUTION**

2. **“THAT** any one director of the Company be and is hereby authorised to do all acts and things and/or execute all such documents as considered by them to be necessary for or desirable in connection with the implementation of the Proposal (as defined in the Scheme Document) and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of the issued share capital of the Company; (iii) the allotment and issue of the Shares to the Offeror referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme or the

reduction of capital, which the Grand Court of the Cayman Islands may see fit to impose and to do all other acts and things and/or execute all such other documents considered by them to be necessary for or desirable in connection with the implementation of the Scheme.”

On behalf of the board of directors of  
**SAMSON HOLDING LTD.**  
**Shan Huei KUO**  
*Chairman*  
*Director*

Hong Kong, 4 October 2024

*Registered Office:*

Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
P.O. Box 31119, KY1-1205  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit 1007, 10th Floor, Haleson Building  
1 Jubilee Street, Central  
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.*

\* *For identification purpose only*

*Notes:*

1. 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.
2. Voting at the EGM will be taken by poll as required under the Listing Rules and the Takeovers Code.
3. A **WHITE** form of proxy for use at the EGM is enclosed with the Scheme Document.
4. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
5. 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 certified copy thereof, must be lodged 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 no later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the **WHITE** form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof. In the event that a member attends and votes at the EGM after having lodged his form of proxy, his form of proxy shall be revoked by operation of law.
6. In the case of joint holders of a Share, the vote of the most 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 Share.
7. For the purpose of determining the entitlements of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 16 October 2024 to Monday, 21 October 2024 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to attend and vote at the EGM, 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 before 4:30 p.m. (Hong Kong time) on Tuesday, 15 October 2024.
8. 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 EGM, the EGM will be adjourned in accordance with the articles of association of the Company and in compliance with the Takeovers Code. If the EGM is adjourned, the Company will post an announcement on the respective websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.samsonholding.com](http://www.samsonholding.com) notifying its members of the date, time and venue of the rescheduled EGM.