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**aeso**

## **AESO HOLDING LIMITED**

### **艾碩控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8341)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Aeso Holding Limited (the “Company”) will be held by way of electronic means (via ZOOM MEETING ONLY to be hosted at 18/F., The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong) at 11:00 a.m. on Monday, 4 April 2022 to consider and, if thought fit, pass with or without amendments (as applicable), the following resolutions:

### **ORDINARY RESOLUTION**

1. **“THAT**, subject to and conditional upon the fulfilment of all the conditions set out in the paragraph headed “Conditions of the Share Consolidation” in the circular of the Company dated 11 March 2022 (the “Circular”), a copy of which has been tabled at the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification, with effect from the first business day (as defined in the articles of association of the Company) immediately following the date on which this resolution is passed or these conditions are fulfilled (whichever is the later):
  - (a) every ten (10) issued and unissued ordinary shares of par value US\$0.01 each (the “Existing Shares”) in the share capital of the Company be consolidated into one (1) ordinary share of par value US\$0.1 each (the “Consolidated Share(s)”) in the share capital of the Company (the “Share Consolidation”);
  - (b) immediately following the Share Consolidation, the authorised share capital of the Company be changed from US\$20,000,000 divided into 2,000,000,000 Existing Shares to US\$20,000,000 divided into 200,000,000 Consolidated Shares; and
  - (c) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Share Consolidation.”

## SPECIAL RESOLUTION

2. “**THAT**, subject to and conditional upon (i) the Share Consolidation becoming effective; (ii) approval from the Grand Court of the Cayman Islands (“Court”) of the Capital Reduction (as defined below); (iii) registration by the Registrar of Companies of Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act of the Cayman Islands in respect of the Capital Reduction (as defined below) and compliance with any conditions the Court may impose; and (iv) the Listing Committee of The Hong Kong Stock Exchange Limited granting approval for the listing of, and permission to deal in, the New Shares (as defined below), with effect from the date on which these conditions are fulfilled (the “Effective Date”):
- (a) the par value of each issued Consolidated Share of par value US\$0.1 each in the share capital of the Company be reduced to US\$0.01 each (each a “New Share”) (the “Capital Reduction”) by cancelling the paid up capital to the extent of US\$0.09 on each of the then issued Consolidated Shares;
  - (b) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilized by the Directors in accordance with the memorandum and articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time;
  - (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value US\$0.1 each be sub-divided into ten (10) New Shares with par value US\$0.01 each (the “Share Sub-division”);
  - (d) immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company be changed from US\$20,000,000 divided into 200,000,000 Consolidated Shares to US\$20,000,000 divided into 2,000,000,000 New Shares;
  - (e) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all respects with each other and each shall have rights and privileges and be subject to the restrictions as contained in the memorandum and the articles of association of the Company; and
  - (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Sub-division.”

By Order of the Board of  
**Aeso Holding Limited**  
**Chan Siu Chung**  
*Executive Director*

Hong Kong, 11 March 2022

*Registered Office:*  
89 Nexus Way, Camana Bay  
Grand Cayman, KY1-9009  
Cayman Islands

*Notes:*

1. In view of the current COVID-19 situation in Hong Kong and the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong), a member of the Company will not be able to attend the EGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares (“Shares”) of the Company, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of Shares, any one of such joint holders may vote by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or person authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (“Registrar”) of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM (i.e. by 11:00 a.m. on 2 April 2022) or any adjournment thereof.
5. For the purpose of determining members who are qualified for attending the EGM, the register of members of the Company will be closed from Wednesday, 30 March 2022 to Monday, 4 April 2022, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending the EGM, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Registrar at the address stated in note 4 above not later than 4:30 p.m. on Tuesday, 29 March 2022 for registration.
6. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting at the above EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. According to GEM listing Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited, voting on all proposed resolutions set out in this notice will be taken by a poll.
8. If a tropical cyclone warning signal No. 8 or above is hoisted or remains hoisted or “extreme conditions” caused by super typhoons at 9:00 a.m. on Monday, 4 April 2022, the EGM will be proposed to be adjourned to a date to be determined. The Company will make a separate announcement on this.
9. All times and dates specified herein refer to Hong Kong local times and dates.

10. In view of the current COVID-19 situation, a member of the Company will not be able to attend the EGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/ her/its voting rights at the EGM, it is recommended that he/she/it should appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

Shareholders will need to complete the following steps to be able to access the proceedings of the EGM of the Company:

#### **Accessing proceedings of EGM by live webcast**

The EGM will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the EGM through ZOOM Meeting (upon an email request to enquiry@aeso.hk).

In order to do so, a member of the Company who wishes to join the ZOOM Meeting must register to enquiry@aeso.hk not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive an email instruction on how to join the ZOOM Meeting to observe the proceedings of the EGM by Monday, 4 April 2022.

#### **THE COMPANY WILL NOT ACCEPT ANY PHYSICAL ATTENDANCE BY SHAREHOLDERS.**

#### **Questions from shareholders**

A member of the Company who registers for the ZOOM Meeting may submit questions online during the EGM. They can also send questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted no later than 11:00 a.m. on Saturday, 2 April 2022 (being not less than forty-eight (48) hours before the EGM) by email to enquiry@aeso.hk. If the Company cannot answer all questions at the EGM due to time constraint, it will endeavour to respond to such questions as soon as practicable after the EGM.

11. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the EGM and precautionary measures and may issue further announcement(s) on such measures as appropriate.
12. All non-registered shareholders may consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) for necessary arrangement to view and listen via live webcast or any adjourned meeting thereof if they wish.
13. As at the date of this notice, the executive Directors are Mr. Chan Siu Chung, Mr. Cheung Hiu Tung and Mr. Zhang Hai Wei, and the independent non-executive Directors are Mr. Yeung Chun Yue, David, Ms. Lai Wing Sze and Ms. Yu Wan Ki.

*This announcement, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the date of the publication and on the website of the Company at [www.aeso.hk](http://www.aeso.hk).*