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ANCHORSTONE

Anchorstone Holdings Limited

基石控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1592)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of Anchorstone Holdings Limited (the “**Company**”) will be held at Room 1301, 13/F, One Island South, 2 Heung Yip Road, Aberdeen, Hong Kong on Thursday, 28 July 2022 at 3:00 p.m. to consider and, if thought fit, pass the following resolution as ordinary resolution of the Company (with or without modifications):

ORDINARY RESOLUTION

“**THAT**

- (a) the subscription agreement dated 10 June 2022 (the “**Subscription Agreement**”) entered into between the Company as the issuer, and Advance Opportunities Fund and Advance Opportunities Fund I as the subscribers (the “**Subscribers**”) (a copy of which has been tabled at the Meeting and marked “A” and signed by the chairman of the Meeting for identification purpose), in relation to the subscription by the Subscribers of the 2.0% redeemable convertible notes convertible into the shares of the Company (the “**Shares**”) with an aggregate nominal value of up to HK\$200,000,000 comprising two equal tranches of a nominal value of HK\$100,000,000 each and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the creation and issue by the Company of the Tranche 1 Notes (as defined in the Subscription Agreement) in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved;

- (c) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited having granted approval for the listing of, and permission to deal in the Tranche 1 Conversion Shares (as defined hereinafter), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate which shall entitle the Directors to exercise all the powers of the Company to allot and issue new Shares (the “**Tranche 1 Conversion Shares**”), to be credited as fully paid, upon exercise of the conversion rights attaching to the Tranche 1 Notes on and subject to the terms and conditions of the Tranche 1 Notes, provided that the specific mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which may have been granted to the Directors prior to the passing of this resolution; and
- (d) the Directors be and are hereby authorised to, on behalf of the Company, do all such acts and things, sign and execute (whether under common seal of the Company or otherwise) such documents or agreements or deeds and take all such steps and actions as they may in their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By Order of the Board
Anchorstone Holdings Limited
Lui Yue Yun Gary
Chairman

Hong Kong, 8 July 2022

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she 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 share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy and, if requested by the board of directors of the Company, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.

5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. The register of members of the Company will be closed from Monday, 25 July 2022 to Thursday, 28 July 2022 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for entitlement to attend and vote at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 22 July 2022.
8. A proxy form of the Meeting is enclosed in the circular of the Company dated 8 July 2022.
9. **BAD WEATHER ARRANGEMENTS:** The Meeting will be held on Thursday, 28 July 2022 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:30 a.m. on Thursday, 28 July 2022, the Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Friday, 29 July 2022 instead. Members who have any queries concerning these arrangements, please call the Company at (852) 2511 6668 during business hours from 9:00 a.m. to 5:30 p.m. on Mondays to Fridays, excluding public holidays. Members should make their own decision as to whether they would attend the Meeting under bad weather conditions at their own risk having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.
10. **COVID-19 ARRANGEMENTS:** Considering the recent developments of the coronavirus pandemic ("**COVID-19**"), certain measures will be implemented at the Meeting with a view to addressing the risk to attendees of infection, including without limitation, (i) all attendees being required to undergo compulsory body temperature check and wear surgical masks prior to admission to the Meeting venue; (ii) all attendees being required to wear surgical masks throughout the Meeting; (iii) each attendee being assigned a designated seat at the time of registration to reduce interaction between participants; and (iv) no refreshments will be served and there will be no corporate gifts. The Company reminds attendees that they should carefully consider the risks of attending the Meeting, taking into account their own personal circumstances. The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the Meeting (if any).

As at the date of this notice, the executive Directors are Mr. Lui Yue Yun Gary, Mr. Lui Edwin Wing Yiu and Mr. Fung Wai Hang, and the independent non-executive Directors are Mr. Ko Tsz Kin and Mr. Ng Yau Wah Daniel.