

# HONG FOK LAND INTERNATIONAL LIMITED

(鴻福國際有限公司\*)

*(Incorporated in Bermuda with limited liability)*

## NOTICE OF ADJOURNED SPECIAL GENERAL MEETING

**IT IS HEREBY NOTED THAT** a special general meeting (the “**SGM**”) of Hong Fok Land International Limited (the “**Company**”) has been convened pursuant to a notice dated 19 January 2022 (which was incorporated in the composite scheme document (the “**Scheme Document**”) and despatched to all Shareholders on 19 January 2022) for the purposes of, considering and, if thought fit, passing with or without modifications, the resolutions as set out in the said notice. The SGM which was originally scheduled to be held at 10:00 a.m. (Hong Kong time) or immediately after the conclusion or adjournment of the Court Meeting on Tuesday, 15 February 2022 at 1st Floor, The Board Room and Pre-Function Room, The Aberdeen Marina Club, 8 Shum Wan Road, Aberdeen, Hong Kong has been adjourned. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning ascribed to them in the Scheme Document.

**NOTICE IS HEREBY GIVEN THAT** the adjourned SGM will be held at 10:30 a.m. (Singapore time/Hong Kong time) (or immediately after the conclusion or adjournment of the adjourned Court Meeting to be held on the same day and place) on Tuesday, 22 March 2022 (Singapore time/Hong Kong time) with a combination of a physical meeting at 300 Beach Road #35-05, The Concourse, Singapore 199555 (the “**Principal Place of Meeting**”) and a virtual meeting through online access by visiting [http://meetings.computershare.com/HongFokLand\\_SGM](http://meetings.computershare.com/HongFokLand_SGM) (the “**Online Platform**”), for the purposes of considering and, if thought fit, passing with or without modifications, the resolutions as set out in the original notice dated 19 January 2022, being:

### SPECIAL RESOLUTION

1. “**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 Court Meeting, on the Effective Date (as defined in the Scheme), the reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares be and is hereby approved.”

### ORDINARY RESOLUTIONS

2. “**THAT** subject to and immediately after the reduction of the issued share capital of the Company referred to in resolution 1 above taking effect, the restoration of the issued share capital of the Company to the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by allotting and issuing the same number of Shares (the “**New Shares**”) as is equal to the number of Scheme Shares cancelled and extinguished to the Joint Offerors (in the respective proportions as set out in the Scheme) be and is hereby approved;

3. **THAT** the credit arising in the books of account of the Company as a result of the cancellation and extinguishment of the Scheme Shares referred to in resolution 1 above be applied by the Company in paying up in full at par the New Shares to be allotted and issued to the Joint Offerors pursuant to resolution 2 above, and any one director of the Company be and is hereby authorised to allot and issue the same accordingly; and
4. **THAT** the directors of the Company be and are hereby authorised to do all acts and things and/or sign such documents as considered by them to be necessary or desirable for or in connection with the implementation of the Proposal, including (without limitation) (i) any reduction of the issued share capital of the Company; (ii) the allotment and issue of the New Shares; and (iii) the giving, on behalf of the Company, of consent to any modification of, or addition or condition to, the Scheme, which the Supreme Court of Bermuda may see fit to impose, and to do all other acts and things and/or sign such documents considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the proposed privatisation of the Company by the Joint Offerors by way of the Scheme as a whole.”

The adjourned SGM will be in the form of a hybrid meeting. In addition to the traditional physical attendances at the meeting, Shareholders have the option to participate in the adjourned SGM through the Online Platform.

Participation by a Shareholder (or by his/her duly appointed proxy/ proxies) in the adjourned SGM through the Online Platform shall constitute presence in person at the adjourned SGM.

Further details regarding the Online Platform arrangements (including the relevant login credentials to access the Online Platform and online voting) are included in the letter from the Company accompanying this notice.

Shareholders who are entitled to attend and vote at the adjourned SGM are those whose names appear on the register of members of the Company as at the Meeting Record Date, being 15 February 2022.

Shareholders may attend and vote in person or they may appoint another person as their proxy to attend and vote in their stead. A proxy need not be a member of the Company, but must attend the adjourned SGM either (i) physically at the Principal Place of Meeting or (ii) virtually through the Online Platform in order to represent the Shareholder. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his/her behalf at the SGM. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.

Shareholders who wish to attend and vote at the adjourned SGM by proxy should complete and sign the **WHITE** form of proxy enclosed with the Scheme Document despatched to the Shareholders on 19 January 2022. Shareholders who have already duly lodged a valid **WHITE** form of proxy are not required to submit a new form of proxy unless they wish to change their proxy and/or change their voting instructions. Where applicable, additional copies of the **WHITE** forms of proxy are available from the website of the SFC at (<https://www.sfc.hk/-/media/EN/files/CF/pdf/Unlisted-public-companies/Hong-Fok-Land--Proxy-for-SGM-EN.pdf>). To enable their proxies to access the Online Platform, the relevant Shareholders **MUST ALSO** contact the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, and provide the relevant email address of their proxies, by 10:30 a.m. (Singapore time/Hong Kong time) on Sunday, 20 March 2022 (Singapore time/Hong Kong time) (or not less than 48 hours before the time appointed for any further adjourned SGM), in order for the login credentials to be given to their proxies. Contact details of the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, are set out in Note 1 of this notice further below. If no such email address is provided, the proxy will not have access to the Online Platform. Please refer to the letter from the Company accompanying this notice for further detail.

In order to be valid, the **WHITE** forms of proxy, together with the power of attorney or other authority (if any) under which they are signed, or a certified copy thereof, must be lodged with the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 10:30 a.m. (Singapore time/Hong Kong time) on Sunday, 20 March 2022 (Singapore time/Hong Kong time) (or not less than 48 hours before the time appointed for any further adjourned SGM). Shareholders who wish to appoint another person other than the chairman of the SGM as their proxy **MUST ALSO** contact the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, and provide the relevant email address of their proxies, by 10:30 a.m. (Singapore time/Hong Kong time) on Sunday, 20 March 2022 (Singapore time/Hong Kong time) (or not less than 48 hours before the time appointed for any further adjourned SGM), in order for the login credentials to be given to their proxies. Contact details of the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, are set out in Note 1 of this notice further below. If no such email address is provided, the proxy will not have access to the Online Platform. Please refer to the letter from the Company accompanying this notice for further detail.

The completion and return of the **WHITE** form of proxy will not preclude a Shareholder from attending and voting in person (including through the Online Platform) at the adjourned SGM or any further adjournment thereof and in such event, the **WHITE** form of proxy will be revoked by operation of law.

Where there are joint holders of any Share, any one of such joint holder may vote, 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 adjourned SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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.

In the case of a Shareholder which is a corporation, the Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the adjourned SGM and exercise the same powers on behalf of the corporate Shareholder as if the corporate Shareholder was an individual shareholder of the Company.

By the order of the Board  
**Hong Fok Land International Limited**  
**Cheong Pin Chuan**  
*Director*

4 March 2022

*Notes*

1. Please contact Computershare Hong Kong Investor Services Limited in person, by phone or through the online form, details of which are set out below:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
(Monday to Friday, 9:00 am to 4:30 pm) (except public holidays)  
Telephone: (852) 2862 8555 (Monday to Friday, 9:00am to 6:00pm) (except public holidays)  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

2. Shareholders who have already duly lodged a valid **WHITE** form of proxy (the "**Initial Proxy**") are not required to submit a new form of proxy unless they wish to change their proxy and/or change their voting instructions. Such Initial Proxy will remain valid for the adjourned SGM unless:

- (i) the Shareholder duly complete, sign and lodge a new valid **WHITE** form of proxy bearing a subsequent date to the date of the Initial Proxy;
- (ii) the Shareholder revokes the Initial Proxy by lodging a written notice of revocation with the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong two (2) hours at least before the commencement of the adjourned SGM, or the taking of the poll; or
- (iii) the Shareholder attends and vote at the adjourned SGM in person (including through the Online Platform),

in each case, the Initial Proxy will be revoked.

3. Shareholders who have already duly lodged an Initial Proxy and wish to lodge a new **WHITE** form of proxy should ensure that any new **WHITE** form of proxy is duly completed and signed in accordance with instructions printed thereon and is duly lodged in the manner and by the time prescribed in this notice. If the new **WHITE** form of proxy is invalid for any reason, the Initial Proxy will remain valid.

*As at the date of this notice, the Directors are Mr. Cheong PC and Mr. Cheong SE and the independent non-executive Directors are Mr. Ng Lin Fung and Mr. Chan Yee Hoi.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the directors of the Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*

*As at the date of this notice, the directors of HF (Cayman) are Mr. Cheong PC and Mr. Cheong SE. The directors of HF (Cayman) jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*

*As at the date of this notice, the directors of HF Enterprises are Mr. Cheong PC and Mr. Cheong SE. The directors of HF Enterprises jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*

*As at the date of this notice, the directors of HF (HK) are Mr. Cheong PC and Mr. Cheong SE. The directors of HF (HK) jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*

*As at the date of this notice, the sole director of Barragan is Mr. Kuo Pao Chih, Keith. The sole director of Barragan accepts full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*

*As at the date of this notice, the sole director of Dekker is Mr. Lee Keng Seng. The sole director of Dekker accepts full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*

*As at the date of this notice, Cheong Zee Yee Ling, Helen accepts full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the Corporate Joint Offerors and Cheong Hooi Kheng) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*

*As at the date of this notice, Cheong Hooi Kheng accepts full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the Corporate Joint Offerors and Cheong Zee Yee Ling, Helen) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*

*As at the date of this notice, the directors of Hong Fok Corporation are Mr. Chan Pengee, Adrian, Mr. Cheong PC, Mr. Cheong SE, Cheong Hooi Kheng, Mr. Chow Yew Hon, Mr. Lim Jun Xiong Steven, Mr. Chong Weng Hoe and Mr. Cheong Tze Hong, Marc (Alternate director). The directors of Hong Fok Corporation jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company, Barragan and Dekker and the Individual Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of Barragan and Dekker and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.*