

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

BEXCELLENT GROUP HOLDINGS LIMITED

精英匯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1775)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of BExcellent Group Holdings Limited (“**Company**”) will be held at Units 01-03 & 05-06, 12/F, CDW Building, 388 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong on 28 September 2020 (Monday) at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company (unless otherwise specified, capitalised terms defined in the circular dated 7 September 2020 issued by the Company (“**Circular**”) shall have the same meanings when used herein):

ORDINARY RESOLUTIONS

- (1) “**THAT** subject to and conditional upon the other conditions precedent (as detailed in the Circular) to the grant of 20,000,000 share options (“**Share Options**”) under the share option scheme adopted by the Company on 21 June 2018 (“**Share Option Scheme**”) becoming unconditional having been fulfilled, the grant of the 20,000,000 Share Options under the Share Option Scheme (in which (i) 5,600,000 Share Options are under the existing mandate limit of the Share Option Scheme; and (ii) 14,400,000 Share Options are beyond the existing mandate limit) to Dr. Lam, Yat Ming (“**Dr. Lam**”) entitling him to subscribe for an aggregate of 20,000,000 ordinary shares of nominal value of HK\$0.01 each in the share capital of the Company (“**Share(s)**”) at the exercise price of HK\$0.60 per Share, the terms of grant are set out in the Circular, a copy of which has been submitted to this meeting marked “A” and initialed by the chairman of this meeting for identification purposes, be and is hereby approved; and any director or the company secretary of the Company be and is hereby authorised to do such things and acts for and on behalf of the Company as may be necessary or expedient in order to give full effect to or otherwise in connection with such grant of the Share Options to Dr. Lam, the issue of Shares upon the exercise of the Share Options by Dr. Lam and the transactions contemplated thereunder.”

- (2) “**THAT** subject to and conditional upon the Listing Division of the Stock Exchange granting the approval for the listing of and permission to deal in the Shares which may be allotted and issued pursuant to the exercise of the share options which may be granted under the New Scheme Mandate Limit (as hereinafter defined), the refreshment of the maximum number of Shares which may be issued upon exercise of all share options which may be granted pursuant to the Share Option Scheme and all other share option scheme(s) of the Company, up to 10% of the total number of Shares in issue as at the date of the passing of this resolution (the “**New Scheme Mandate Limit**”) be and is hereby approved; and any director or the company secretary of the Company be and is hereby authorised to do such things and acts for and on behalf of the Company as may be necessary or expedient in order to give full effect to or otherwise in connection with the New Scheme Mandate Limit, including without limitation to make all relevant applications, registrations and filings with the Stock Exchange and sign and execute further documents, and to allot, issue and deal with the Shares to be issued pursuant to the exercise of such share options.”

By order of the Board of
BExcellent Group Holdings Limited
Leung Ho Ki, June
Chairman

Hong Kong, 7 September 2020

Notes:

- (1) Dr. Lam and any other Shareholders and their respective associates who are involved or materially interested in the grant of the Share Options will or will be required to abstain from voting on the resolution to be proposed for approving the grant of the Share Options and the transactions contemplated thereunder at the EGM.
- (2) All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”). The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk in accordance with the Listing Rules.
- (3) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if the member holds two or more shares) to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each proxy is so appointed.
- (4) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office (“**Registrar**”), Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude a member from attending in person and voting at the EGM (or any adjournment thereof) if the member so desires, and in such event, the form of proxy previously submitted by such member shall be deemed to be revoked. In order to lower the risk of spread of COVID-19, the Company encourages members to consider appointing the chairman of the EGM as his/her proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

- (5) Where there are joint registered holders of any share(s) in the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if such person was solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of 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(s) shall be accepted to the exclusion of the votes of the other joint holders.
- (6) For the purposes of determining members' eligibility to attend, speak and vote at the EGM (or at any adjournment of it), the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration with
the Registrar At 4:30 p.m. on
Tuesday, 22 September 2020

Closure of register of members From Wednesday, 23 September 2020
to Monday, 28 September 2020
(both dates inclusive)

Record date Monday, 28 September 2020

During the above closure period, no transfer of shares will be registered. To be eligible to attend, speak and vote at the EGM (or any adjournment of it), all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than the aforementioned latest time.

As at the date of this notice, the Executive Directors of the Company are Ms. Leung Ho Ki, June (Chairman), Mr. Tam Wai Lung (Chief Executive Officer), Mr. Chan Tsz Ying, Wister and Mr. Li Man Wai; the Non-Executive Director of the Company is Dr. Shen Simon (formerly known as Dr. Shen Xu Hui); and the Independent Non-Executive Directors of the Company are Mr. Kwan Chi Hong, Mr. Li Kai Sing and Professor Wong Roderick Sue Cheun.