



天禧海嘉控股集團有限公司
SKY CHINA FORTUNE HOLDINGS GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Annual General Meeting**”) of Sky Chinafortune Holdings Group Limited (the “**Company**”) will be held at Suite 2703, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, on Friday, 27 June 2025 at 11:00 a.m. for the following purposes:

- (1) To receive and consider the financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and the auditor of the Company for the year ended 31 December 2024.
- (2) (a) To re-elect Mr. GONG Biao as a Director; and
(b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2025.
- (3) To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration.
- (4) To grant a general mandate to the Directors to allot, issue, or deal with additional shares of the Company (the “**Shares**”) not exceeding 30% of the total number of issued Shares at the date of the passing of this resolution at an issue price between HK\$0.180 and HK\$1.063 per Share.

By Order of the Board
Sky Chinafortune Holdings Group Limited
JIANG Tian
Chairman of the Board

Hong Kong, 4 June 2025

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent the member.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which the form of proxy is signed, or a certified copy thereof, must be deposited with the Company’s share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours (exclusive of any part of a day that is public holiday) before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be).

3. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting if the member so desires and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, 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.
5. The register of members of the Company will be closed from Friday, 20 June 2025 to Friday, 27 June 2025, both days inclusive, during which period no transfers of Shares shall be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Thursday, 19 June 2025.
6. In respect of the resolution numbered 4 above, the Company proposes to seek authorization at the Annual General Meeting for the Directors to allot, issue, or deal with additional Shares under specific conditions. This authorization shall remain valid until the earliest of the following: (i) the conclusion of the next annual general meeting; (ii) the revocation or amendment of the authorization by an ordinary resolution passed by shareholders at a general meeting; and (iii) the expiration of the statutory or constitutional deadline for the next annual general meeting. The price for the allotment, issuance, or dealing of Shares will be determined with reference to the Company's last closing price on The Stock Exchange of Hong Kong Limited before delisting and the net asset value per Share as at 31 December 2024, with a price range between HK\$0.180 and HK\$1.063 per Share. According to the audited consolidated financial statements as at 31 December 2024, the Company's net asset value was approximately HK\$367,229,000, with a total of 345,374,910 issued Shares, resulting in a net asset value of HK\$1.063 per Share. An ordinary resolution will be proposed at the Annual General Meeting to grant a general mandate to the Directors to allot, issue, or deal with additional Shares not exceeding 30% of the total number of issued Shares as at the date of passing the resolution.
7. If a Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning or extreme conditions caused by super typhoon is in effect in Hong Kong any time after 8:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post a notice on the website of the Company at www.skychinafortune.com to notify members of the date, time and place of the rescheduled meeting.