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BOE

BOE VARITRONIX LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 710)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the hybrid special general meeting of BOE Varitronix Limited (the “**Company**”) will be held at Units A – F, 35/F., Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 14 October 2022 at 10 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the terms of the Shareholder Subscription Agreement (as defined in the circular of the Company dated 28 September 2022 (the “**Circular**”) of which this notice forms part) (a copy of which is tabled at the meeting and marked “A” for identification purposes) dated 1 September 2022 entered into by the Company and BOE(HK) (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved in all respects;
- (b) conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares (as defined in the Circular), the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Shareholder Subscription Agreement. This specific mandate so granted is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the directors by the shareholders of the Company at, before or after the passing of this resolution; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his/her/their absolute discretion consider necessary, appropriate, expedient or desirable in connection with or incidental to any of the matters to give effect to the transactions contemplated under the Shareholder Subscription Agreement.”

2. “**THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 divided into 800,000,000 Shares (as defined in the Circular) of HK\$0.25 each to HK\$1,250,000,000 divided into 5,000,000,000 Shares by the creation of an additional 4,200,000,000 Shares, and that each such new Share, upon issue and fully paid, shall rank pari passu in all respects with the existing issued Shares; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his/her/their absolute discretion consider necessary, appropriate, expedient or desirable in connection with or incidental to any of the matters to give effect to the Increase in Authorised Share Capital (as defined in the Circular).”

By Order of the Board
BOE Varitronix Limited
Mr. Gao Wenbao
Chairman

Hong Kong, 28 September 2022

Notes:

1. A member of the Company entitled to attend and vote at the meeting (the “SGM”) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM 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.
3. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited (“Computershare”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the appointed time for holding the SGM or any adjourned meeting.
4. The register of members of the Company will be closed from Wednesday, 12 October 2022 to Friday, 14 October 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, all transfer of shares accompanied by the relevant share certificates must be lodged with Computershare, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 11 October 2022.
5. Whether or not you intend to attend and vote at the SGM, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish.
6. The Company will conduct a hybrid SGM using Computershare e-Meeting System. Shareholders of the Company (“Shareholders”) who wish to attend the SGM and exercise their voting rights can be achieved in one of the following ways:
 - (1) attend the SGM in person and vote via smartphones or designated mobile devices at the SGM venue; OR
 - (2) attend the SGM via Computershare e-Meeting System which enables live streaming and interactive platform for Q&A and submit their voting online; OR
 - (3) appoint Chairman of the SGM or other persons as your proxy to vote on your behalf.
7. Although Shareholders are welcome to attend the SGM physically in person if they so wish, the Company strongly encourages Shareholders to attend the SGM via Computershare e-Meeting System in view of the current development of COVID-19. Computershare e-Meeting System allows Shareholders to participate the SGM online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the SGM via their mobile phones, tablet, or computers. The live broadcast option can also broaden the reach of the SGM to Shareholders who do not wish to attend physically due to concerns on attending large scale events under the current COVID-19 situation, or for other overseas Shareholders who are unable to attend in person.
8. The Company will also be undertaking the following precautionary measures to safeguard the health and well-being of Shareholders (or their proxies) who are attending the SGM in person, including temperature screening, requiring all participants to wear surgical face mask, and safe distancing measures for queue management and seating at the meeting venue.
9. For online voting at the SGM, Shareholders can refer to our enclosed letter for details. If you have any queries on the above, please contact the Company’s Hong Kong branch share registrar and transfer office, Computershare, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
10. Your proxy’s authority and instruction will be revoked if you attend and vote in person at the SGM or via Computershare e-Meeting System.

11. Non-registered holders whose shares of the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may be able to attend the SGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.
12. For corporate Shareholders who wish to attend the SGM and to vote online, please contact the Company's Hong Kong branch share registrar and transfer office at (852) 2862 8555 on or before 10 October 2022 for arrangement.

As at the date of this announcement, the Board comprises nine Directors, of whom Mr. Gao Wenbao, Ms. Ko Wing Yan, Samantha and Mr. Su Ning are executive Directors, Mr. Shao Xibin, Mr. Jin Hao and Mr. Zhang Jianqiang are non-executive Directors, and Mr. Fung, Yuk Kan Peter, Mr. Chu, Howard Ho Hwa and Mr. Hou Ziqiang are independent non-executive Directors.