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TIAN CHANG GROUP HOLDINGS LTD.

天長集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2182)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of the shareholders of Tian Chang Group Holdings Ltd. (the “**Company**”) will be held in a combination of an in-room meeting at Unit 6, 13/F., Block B, Hoi Luen Industrial Centre, 55 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong and in the form of an online virtual meeting by way of electronic means on Monday, 30 May 2022 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (the “**Directors**”) and the auditor of the Company thereon for the year ended 31 December 2021;
2.
 - (a) To re-elect Ms. Poon Po Han Lisa as executive Director;
 - (b) To re-elect Mr. Ng Chi Wai as independent non-executive Director;
 - (c) To authorise the board of Directors to fix all of the Directors’ remuneration.
3. To re-appoint Tandem (HK) CPA Limited as the auditor of the Company, and to authorise the board of Directors to fix its remuneration; and
4. To declare and approve a final dividend of HK2.0 cents per share for the year ended 31 December 2021;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than by way of (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval be limited accordingly; and
- (d) for the purpose of this Resolution:
 - (aa) “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.
 - (bb) “Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period as defined in Resolution 5(d)(aa) of all powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” shall have the same meaning as in Resolution 5(d)(aa).”

7. **“THAT:** conditional upon Resolutions No. 5 and 6 above being passed, the general mandate granted to the Directors of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company pursuant to Resolution No. 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to Resolution No. 6.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT the amendments to the articles of association set out in Appendix III to the circular of the Company dated 26 April 2022 of which this notice forms part be and are hereby approved and the amended and restated articles of association (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.”

By Order of the Board
Tian Chang Group Holdings Ltd.
Chan Tsan Lam
Chairman

Hong Kong, 26 April 2022

Notes:

1. The resolutions are to be voted by poll at the Annual General Meeting.
2. In view of the current COVID-19 situation in Hong Kong and the epidemic controlling measures implemented by the Hong Kong Government, only the chairman and company secretary of the Annual General Meeting shall be present at the Principal Meeting Location, other Directors, shareholders, proxy or corporate representative may attend the Annual General Meeting held in the form of an online virtual meeting by way of electronic means. In accordance with the Articles, the participation at the Annual General Meeting conducted via electronic means shall constitute presence at the Annual General Meeting, and the Annual General Meeting shall be deemed to take place at the Principal Meeting Location.
3. A member of the Company (whether individual or corporate) may only exercise his/her/its voting rights at the Annual General Meeting by appointing the chairman of the Annual General Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting. In appointing the chairman of the Annual General Meeting as proxy, the member of the Company must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company before 11:00 a.m. on 28 May 2022, which is not later than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof.
5. Where there are joint holders of any shares, any one of such joint holders may vote by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders tender vote, the vote of the senior who tenders a vote 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.
6. The register of members will be closed from Wednesday, 25 May 2022 to Monday, 30 May 2022, both days inclusive, during which no transfer of shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company 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 Tuesday, 24 May 2022.
7. Shareholders may submit any questions they may have in advance in relation to any resolutions set out in the Notice of Annual General Meeting by 11:00 a.m. on 28 May 2022 (being not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting) via email to our Share Registrar, Tricor Investor Services Limited at is-enquiries@hk.tricorglobal.com or via telephone hotline at (852) 2980 1333. The Board will address the questions during the Annual General Meeting proceedings.
8. For the avoidance of doubt, the Board considers that the Annual General Meeting is an important opportunity for Shareholders to express their views by raising questions and voting. Shareholders' participation in the Annual General Meeting continues to be important. Shareholders are encouraged and welcomed to raise questions during the Annual General Meeting.

As at the date of this notice, the Board comprises Mr. Chan Tsan Lam, Ms. Poon Po Han Lisa and Ms. Chan Yin Yan as executive Directors; and Mr. Ng Chi Wai, Mr. Hung Chun Leung and Mr. Chan Bing Kai as independent non-executive Directors.