

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hong Kong Technology Venture Company Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Hong Kong Technology Venture Company Limited
香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 1137)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of Hong Kong Technology Venture Company Limited (“Company”) to be held at Ground Floor, HKTV Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong on Wednesday, 8 June 2022 at 10:00 a.m. is set out on pages 26 to 30 of this circular. A form of proxy is also enclosed.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

Please see pages 1 to 2 of this circular for measures being taken to try to prevent and control the spread of the Coronavirus Disease 2019 (“COVID-19”) at the AGM, including:

- mandatory screening of body temperatures
- mandatory wearing of surgical face masks and maintaining a safe distance between seats
- no distribution of refreshments
- disinfection of hands and footwear

The Company requires attendees to wear surgical face masks and reminds Shareholders that they may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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PRECAUTIONARY MEASURES FOR THE AGM

The health of our Shareholders and other stakeholders is of paramount importance to us. In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following measures at the AGM to protect attending Shareholders and other stakeholders from the risk of infection:

- (i) Mandatory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) The attendees must wear surgical face masks inside the AGM venue at all times, and shall maintain a safe distance between seats;
- (iii) No refreshments will be served; and
- (iv) There will be disinfection of hands and footwear at the entrance of the AGM venue.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to protect the health and safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for its prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to the AGM Circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the "Investor Engagement" section of the Company's website at ir.hktv.com.hk.

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy. If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company as follows:

Email: investor_engagement@hktv.com.hk
Telephone: +852 3145 6888
Fax: +852 2199 8354

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website (ir.hktv.com.hk) as and when appropriate.

PRECAUTIONARY MEASURES FOR THE AGM

If any Shareholder has any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's share registrar as follows:

Computershare Hong Kong Investor Services Limited

Address: 17M Floor, Hopewell Centre
183 Queen's Road East, Wan Chai, Hong Kong
Email: hkinfo@computershare.com.hk
Tel: +852 2862 8555
Fax: +852 2865 0990

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“2012 Share Option Scheme”	the existing share option scheme of the Company adopted and approved by the Shareholders on 31 December 2012
“AGM”	the annual general meeting of the Company to be held at Ground Floor, HKTVMultimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong on Wednesday, 8 June 2022 at 10:00 a.m.
“Annual Report”	the annual report of the Company for the year ended 31 December 2021
“Articles”	the articles of association of the Company
“Associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Hong Kong Technology Venture Company Limited
“Connected Person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate to be sought at the AGM as set out in the Notice of AGM
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate to allot, issue and deal with additional Shares not exceeding 20% of the number of the Shares in issue as at the date of passing of the resolution approving such mandate
“Latest Practicable Date”	28 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice convening the AGM set out on pages 26 to 30 of this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the number of the Shares in issue as at the date of the resolution approving such mandate
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Share Repurchase Rules”	the applicable provisions under the Listing Rules to regulate the repurchase by companies of their own securities listing on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the time being of the Company whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by Securities and Futures Commission
“%”	per cent.

LETTER FROM THE BOARD



Hong Kong Technology Venture Company Limited
香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 1137)

Executive Directors:

Mr. Cheung Chi Kin, Paul (*Chairman*)
Mr. Wong Wai Kay, Ricky
(*Vice Chairman and Group Chief Executive Officer*)
Ms. Wong Nga Lai, Alice
(*Group Chief Financial Officer and Company Secretary*)
Mr. Lau Chi Kong
(*Chief Executive Officer (International Business)*)
Ms. Zhou Huijing
(*Chief Executive Officer (Hong Kong)*)

Registered Office:

HKTV Multimedia and
Ecommerce Centre
No. 1 Chun Cheong Street
Tseung Kwan O Industrial Estate
New Territories
Hong Kong

Independent Non-executive Directors:

Mr. Lee Hon Ying, John
Mr. Peh Jefferson Tun Lu
Mr. Mak Wing Sum, Alvin

5 May 2022

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for (i) the grant to the Directors the General Mandates; (ii) the re-election of retiring Directors; and (iii) the proposed amendments to the memorandum and articles of association.

LETTER FROM THE BOARD

II. GENERAL MANDATES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the General Mandate as follows:

- (a) to grant to the Directors the Issue Mandate to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the number of the Shares in issues as at the date of the passing of such resolution;
- (b) to grant to the Directors the Repurchase Mandate to enable them to repurchase Shares up to a maximum of 10% of the number of the Shares in issue as at the date of the passing of such resolution; and
- (c) to increase the number of Shares to be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The general mandates will expire at the conclusion of the AGM and the purpose of this circular is to request your support to renew the General Mandates at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement as required by the Listing Rules is set out in Appendix I to this circular.

(a) Issue Mandate

At the AGM, an ordinary resolution will be proposed which, if passed, will give the Directors the Issue Mandate to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the number of the Shares in issue at the date passing of the resolution, details of which are set out in ordinary resolution No. 4 in the Notice of AGM. In addition, conditional upon the proposed ordinary resolution to grant to the Directors the Repurchase Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the aggregate number of the Shares repurchased by the Company in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

The Company had an aggregate of 921,053,293 Shares in issue as at the Latest Practicable Date. Subject to the passing of the ordinary resolution No. 4 for the approval of the Issue Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will therefore be allowed to allot and issue up to a maximum of 184,210,658 Shares, representing 20% of the number of the Shares in issue.

The Issue Mandate will expire on the day being 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 or any

LETTER FROM THE BOARD

applicable laws of Hong Kong to be held; and (iii) the date on which the authority set out in the resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution No. 5 in the Notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the number of the Shares in issue at the date of passing of the resolution approving the Repurchase Mandate.

The Company had an aggregate of 921,053,293 Shares in issue as at the Latest Practicable Date. Subject to the passing of the ordinary resolution No. 5 for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will therefore be allowed to repurchase up to a maximum of 92,105,329 Shares, representing 10% of the number of the Shares in issue.

The Repurchase Mandate will expire on the day being 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 or any applicable laws of Hong Kong to be held; and (iii) the date on which the authority set out in the resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Details of the above ordinary resolutions are set out in ordinary resolutions Nos. 4, 5 and 6 in the Notice of AGM.

III. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 96 and 99 of the Articles, Mr. Cheung Chi Kin, Paul, Mr. Peh Jefferson Tun Lu and Mr. Mak Wing Sum, Alvin will retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election.

The re-appointment of Directors has been reviewed by the nomination committee of the Company, which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the AGM.

Hence, the Board proposes to re-appoint Mr. Cheung Chi Kin, Paul, Mr. Peh Jefferson Tun Lu and Mr. Mak Wing Sum, Alvin as Directors at the AGM. Biographical details of each of these Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

IV. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 April 2022. The Board proposes to amend the Company's existing memorandum of association ("**Memorandum**") and articles of association ("**Articles**") to (i) reflect and align with the latest legal and regulatory requirements, including the relevant requirements of the Listing Rules and the Companies Ordinance; and (ii) make certain other housekeeping changes (collectively, "**Proposed Amendments**").

A summary of the Proposed Amendments is set out below:

Memorandum

1. To abolish the Memorandum and to migrate the mandatory clauses therein (namely, the name of the Company, the limited liability of the members and the initial subscribers with their respective number of shares taken) to the Articles;

Articles

2. To include the clauses as mentioned in paragraph 1 above;
3. To remove the restriction that the Company must hold general meetings only in Hong Kong;
4. To explicitly state extraordinary general meetings shall be convened on requisition as provided by the Companies Ordinance or the Listing Rules;
5. To explicitly state a member's participation in the business of a general meeting includes the right to speak, to vote, to be represented by proxy and to have access in printed or electronic form all documents of which are required by the Companies Ordinance for purpose of such meeting;
6. To allow a member who is a recognized clearing house to authorise such person or persons as it thinks fit to act as its proxy(ies), instead of only as its representative(s) at any general meeting or any separate meeting of any class of shareholders;
7. To allow a member who is the holder of two or more shares to appoint separate proxies to represent respectively the number of the shares held by him and vote at a general meeting or class meeting; and
8. To update certain defined terms and references to align with the relevant provisions in the Companies Ordinance.

A special resolution will therefore be proposed at the AGM to amend the Memorandum and the Articles. The Proposed Amendments are set out in Appendix III to this circular.

LETTER FROM THE BOARD

The Company's legal advisers have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the laws of Hong Kong. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

V. AGM

Notice of AGM is set out on pages 26 to 30 of this circular. The AGM to be held on, Wednesday, 8 June 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meetings should you so wish.

VI. VOTING PROCEDURES BY SHAREHOLDERS

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the shareholders at a general meeting must be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 71 of the Articles. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

VIII. RECOMMENDATION

The Directors consider that all the resolutions proposed in respect of the above, including the proposals for (i) the grant of the General Mandates; (ii) the re-election of the retiring Directors; and (iii) the Proposed Amendments are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of all the resolutions set out in the Notice of AGM.

LETTER FROM THE BOARD

IX. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

In the event of inconsistency, the English text of this circular and the enclosed form of proxy shall prevail over the Chinese text.

Yours faithfully,
By Order of the Board
Hong Kong Technology Venture Company Limited
Cheung Chi Kin, Paul
Chairman

This is the explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate. This explanatory statement also constitutes the memorandum required under Section 239 of the Companies Ordinance.

SHARE REPURCHASE RULES

The Share Repurchase Rules provide that all proposed repurchase of securities by a company with listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders in general meeting, either by way of a general mandate or by a specific approval of a particular transaction. A maximum of 10% of the fully paid-up securities of a company as at the date of the passing of the relevant resolution may be repurchased on the Stock Exchange.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 921,053,293.

Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 92,105,329 Shares, equivalent to 10% of the number of the Shares in issue during the Relevant Period (as hereinafter defined) in which the general mandate to repurchase Shares remains in force. Any Shares repurchased pursuant to the general mandate to repurchase Shares must be fully paid-up.

“Relevant Period” means the period from the date of the passing of the relevant ordinary resolution on the general mandate to repurchase Shares 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, or any applicable laws of Hong Kong to be held; or
- (iii) the date on which the authority set out in the relevant resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of Hong Kong, being profits available for distribution and the proceeds of a fresh issue of Shares made for the purpose of the repurchase. It is envisaged that the funds required for any repurchase would be derived from profits available for distribution.

In the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, there could be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Annual Report. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the exercise of the power of the Company to make repurchases pursuant to the Repurchase Mandate will be in accordance with the Listing Rules and the applicable laws of Hong Kong.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their Associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell their Shares to the Company or its Subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no Connected Persons of the Company have notified the Company that they have a present intention to sell their Shares to the Company or its Subsidiaries nor have they undertaken not to sell any of the Shares to the Company or its Subsidiaries in the event that the Company is authorised to make repurchases of Shares.

EFFECT OF THE TAKEOVERS CODE

If as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the controlling Shareholders, Mr. Wong Wai Kay, Ricky and Mr. Cheung Chi Kin, Paul, together with their Associates (including Top Group International Limited) beneficially owned 406,428,940 Shares representing approximately 44.13% of the total number of issued Shares and their shareholding will be increased to

approximately 49.03% of the total number of issued Shares if the Repurchase Mandate is exercised in full. The Directors believe that such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to effect a Share repurchase to the extent that it would trigger an obligation to make a mandatory offer under the Takeovers Code.

No repurchase would be made by the Company of the Shares without the Stock Exchange's prior approval if such repurchase would result in less than 25% of the number of the Shares in issue being in public hands.

REPURCHASES OF SHARES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months prior to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
April	12.06	10.26
May	10.90	8.53
June	10.58	9.30
July	12.06	9.50
August	11.36	9.01
September	11.68	9.97
October	12.58	10.54
November	12.06	8.26
December	9.06	7.33
2022		
January	9.50	6.82
February	9.00	7.22
March	9.21	6.00
April (up to the Latest Practicable Date)	7.24	6.18

The following are the particulars of the Directors to retire, and proposed to be re-elected at the AGM:

1. **Mr. CHEUNG Chi Kin, Paul**, aged 64, is the co-founder of the Group and has been the Chairman of the Group since 1 January 2020. Prior to that, Mr. Cheung was the Vice Chairman and Chief Executive Officer of the Group. He is a member of the Executive Committee and Investment Committee of the Company as well as a director of certain subsidiaries of the Group. Mr. Cheung is primarily responsible for overall strategic planning and direction of the Group. Mr. Cheung has extensive experience of over 30 years in the telecommunications and computer industries as well as corporate management. He had worked in several companies engaged in application software development and computer consultancy prior to co-founding the Group. Mr. Cheung graduated with a Diploma of Advanced Programming and System Concepts Design from Herzing Institute, Canada. Mr. Cheung is a first cousin of Mr. Wong Wai Kay, Ricky, the Vice Chairman, Group Chief Executive Officer and an Executive Director of the Group.

As at the Latest Practicable Date, Mr. Cheung has a personal interest in 26,453,424 Shares, corporate interest, through Worship Limited (of which Mr. Cheung owns 50% interest), in 24,924,339 Shares (representing approximately 5.58% of the issued share capital of the Company in aggregate), and a personal interest in 9,000,000 underlying Shares deriving from the share options granted under the 2012 Share Option Scheme. Save as disclosed above, Mr. Cheung does not have, nor is deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Cheung has entered into a service contract with the Company relating to his service as the Chairman and Executive Director of the Company. He has no fixed term of service with the Company and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under the service contract, he is currently entitled to receive a monthly basic salary of HK\$180,000.00 as the Chairman and Executive Director of the Company and such other emoluments and discretionary performance bonus at the discretion of Board. For the financial year ended 31 December 2021, the total remuneration for Mr. Cheung which comprises salary and allowances, discretionary performance bonuses, retirement scheme contributions and other benefits was HK\$8,654,000.00. Mr. Cheung is not entitled to receive any additional remuneration from the Company for being a member of the Executive Committee and Investment Committee of the Company as well as a director of certain subsidiaries of the Group. The remuneration package entitled by Mr. Cheung is recommended by the Remuneration Committee and determined by the Board with reference to his responsibilities, time commitment and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheung is not related to any directors, senior management, substantial or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

Save as disclosed herein, there is no other information related to Mr. Cheung to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

2. **Mr. PEH Jefferson Tun Lu**, aged 62, has been an Independent Non-executive Director of the Company since September 2004. He has also been appointed as a member of the Audit Committee, Remuneration Committee and Investment Committee as well as the chairman of the Nomination Committee of the Company. Mr. Peh is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. Mr. Peh holds a Master's Degree in Business from the University of Technology, Sydney. He has extensive experience in finance, accounting and management from listed and private companies in Hong Kong and Australia.

As at the Latest Practicable Date, Mr. Peh does not have, nor is deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Peh has entered into a service agreement with the Company relating to his service as the Independent Non-executive Director of the Company. The appointment of Mr. Peh as an Independent Non-executive Director is for a term of one year subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under the service agreement, he is currently entitled to receive an emolument of HK\$262,750.00 per annum as an Independent Non-executive Director, a member of the Audit Committee, Remuneration Committee and Investment Committee as well as the chairman of the Nomination Committee of the Company. For the financial year ended 31 December 2021, the total remuneration for Mr. Peh which comprises director's fee was HK\$228,480.00. The remuneration package entitled by Mr. Peh is recommended by the Remuneration Committee and determined by the Board with reference to his responsibilities, time commitment and prevailing market conditions.

Mr. Peh will have served the Board for more than 15 years at the time of AGM. The Board has received from Mr. Peh annual confirmation of his independence and taking into account the various matters as set out in Rule 3.13 of the Listing Rules and his actual contributions, his impartiality and independent judgement on various issues that he brings to the discussions during Board and Board committees meetings, the Board is satisfied with his independence and considers Mr. Peh continues to be independent.

The Nomination Committee has taken into account the skill mix of the Board, the professional knowledge, experience, time commitment and contribution of Mr. Peh, with reference to the nomination criteria and process set out in the Company's Board Diversity Policy and Nomination Policy as well as the Company's corporate strategy. The Board also believes that Mr. Peh, through his experience as a professional accountant, would contribute significantly to the strategy development and the continuous improvement on internal controls and other relevant financial and corporate governance matters of the Company. Therefore, the Board accepted the nomination from the Nomination Committee and recommended Mr. Peh to stand for re-election by Shareholders at the AGM.

Save as disclosed above, as at the Latest Practicable Date, Mr. Peh is not related to any directors, senior management, substantial or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

Save as disclosed herein, there is no other information related to Mr. Peh to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

3. **Mr. MAK Wing Sum, Alvin**, aged 69, was appointed as an Independent Non-executive Director of the Company in September 2013. Mr. Mak has also been appointed as a member of the Audit Committee, Nomination Committee, Remuneration Committee and Investment Committee of the Company. He is a Chartered Accountant and is a member of the Canadian Institute of Chartered Accountants as well as being a member of the Hong Kong Institute of Certified Public Accountants. Mr. Mak is currently an independent non-executive director of Crystal International Group Limited, Goldpac Group Limited, Lai Fung Holdings Limited and Luk Fook Holdings (International) Limited, all listed on the Stock Exchange. Mr. Mak had been an independent non-executive director of I.T Limited (a company listed on the Stock Exchange) until 2 December 2019. Mr. Mak is a member of Hong Kong Housing Society and is currently a member of its Human Resources Committee and Supervisory Committee. After working in Citibank for over 26 years, Mr. Mak retired in May 2012. He last served as the Head of Markets and Banking for Citibank Hong Kong, being the country business manager for its corporate and investment banking business. In Citibank, he had held various senior positions including the Head of Global Banking, where he was responsible for managing all the coverage bankers. Prior to that, he also managed Citibank's Hong Kong corporate finance business, regional asset management business and was the Chief Financial Officer of North Asia. Before joining Citibank in 1985, Mr. Mak was an audit group manager at Coopers & Lybrand (now known as PricewaterhouseCoopers). He worked for Coopers & Lybrand for eight years, five of which was in Toronto, Canada. He graduated from the University of Toronto with a Bachelor of Commerce degree in 1976.

As at the Latest Practicable Date, Mr. Mak does not have, nor is deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Mak has entered into a service agreement with the Company relating to his service as the Independent Non-executive Director of the Company. The appointment of Mr. Mak as an Independent Non-executive Director is for a term of one year subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under the service agreement, he is currently entitled to receive an emolument of HK\$262,750.00 per annum as an Independent Non-executive Director, a member of the Audit Committee, Nomination Committee, Remuneration Committee and Investment Committee of the Company. For the financial year ended 31 December 2021, the total remuneration for Mr. Mak which comprises director's fee was HK\$228,480.00. The remuneration package entitled by Mr. Mak is recommended by the Remuneration Committee and determined by the Board with reference to his responsibilities, time commitment and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Mak is not related to any directors, senior management, substantial or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

Save as disclosed herein, there is no other information related to Mr. Mak to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

The details of the Proposed Amendments are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

Memorandum

- (i) Abolishing the Memorandum in its entirety and migrating certain clauses therein to the Articles (see items (iii)(1), (iii)(2) and (iii)(11) below);

Articles

- (ii) Replacing all references to “the Companies Ordinance (Chapter 32)” with “the Companies Ordinance (Chapter 622)” in the Articles; and
- (iii) Amending certain articles as follows:

No.	Existing articles	Amended articles
(1)	N/A	<p><u>Article 1A</u></p> <p><u>The name of the Company is “HONG KONG TECHNOLOGY VENTURE COMPANY LIMITED 香港科技探索有限公司”.</u></p>
(2)	N/A	<p><u>Article 1B</u></p> <p><u>The liability of the Members is limited and limited to the extent of any amount unpaid on the shares held by the members.</u></p>
(3)	<p>Article 2</p> <p>“relevant financial documents” shall have the meaning ascribed to it under section 2(1) of the Companies Ordinance;</p> <p>“summary financial report” shall have the meaning ascribed to it under section 2(1) of the Companies Ordinance;</p>	<p>Article 2</p> <p>“relevant financial reporting documents” shall have the meaning ascribed to it under section 2(1) of the Companies Ordinance;</p> <p>“summary financial report” shall have the meaning ascribed to it under section 2(1) of the Companies Ordinance;</p>

No.	Existing articles	Amended articles
(4)	N/A	<u>References to a member's participation in the business of a General Meeting includes the right to speak, to vote, to be represented by proxy and to have access in printed or electronic form all documents of which are required by the Companies Ordinance for purpose of such meeting, and participate and participating in the business of a General Meeting shall be construed accordingly;</u>
(5)	Article 54 The Board shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of the Companies Ordinance at such times and places in Hong Kong as the Board shall appoint. Any general meeting of the Company other than an annual general meeting shall be called an extraordinary general meeting.	Article 54 The Board shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of the Companies Ordinance at such times and places in Hong Kong as the Board shall appoint. Any general meeting of the Company other than an annual general meeting shall be called an extraordinary general meeting.
(6)	Article 55 The Board may, whenever it thinks fit, convene an extraordinary general meeting.	Article 55 <u>Any general meeting of the Company other than an annual general meeting shall be called an extraordinary general meeting.</u> The Board may, whenever it thinks fit, convene an extraordinary general meeting. <u>An extraordinary general meeting shall be convened on requisition as provided by the Companies Ordinance or the Listing Rules.</u>

No.	Existing articles	Amended articles
(7)	<p>Article 82</p> <p>Where a Member is a recognised clearing house, it may authorise such person or persons as it thinks fit to act as its representative (or representatives) at any general meeting or any separate meeting of any class of shareholders provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house (or its nominees) could exercise if it were an individual shareholder of the Company.</p>	<p>Article 82</p> <p>Where a Member is a recognised clearing house, it may authorise such person or persons as it thinks fit to act as its representative (or representatives) <u>representative(s) or proxy(ies)</u> at any general meeting or any separate meeting of any class of shareholders provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house (or its nominees) could exercise if it were an individual shareholder of the Company.</p>

No.	Existing articles	Amended articles
(8)	<p>Article 84</p> <p>Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint up to two proxies to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. On a show of hands, votes must be given personally (or, in the case of a Member being a corporation, by its duly authorised representative) and on a poll, votes may be given either personally (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.</p>	<p>Article 84</p> <p>Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint up to two <u>separate</u> proxies to represent <u>respectively the number of the shares held by him</u> and vote on his behalf at a general meeting of the Company or at a class meeting. On a show of hands, votes must be given personally (or, in the case of a Member being a corporation, by its duly authorised representative) and on a poll, votes may be given either personally (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.</p>

No.	Existing articles	Amended articles
(9)	<p data-bbox="411 285 895 321">Article 148</p> <p data-bbox="411 348 895 672">(A) The directors shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and laid before the Company at every annual general meeting the relevant financial documents and such other reports and accounts as may be required by law.</p> <p data-bbox="411 732 895 1789">(B) Subject to paragraph (C) of this Article, the Company shall, in accordance with the Listing Rules and any other applicable law or regulations, deliver, at least twenty one days before the date of the annual general meeting and at the same time as the notice of an annual general meeting, the relevant financial documents or the summary financial report in printed form and/or using electronic means to every Member, every holder of debentures of the Company and every other person entitled to receive notices of general meetings of the Company, provided that the Company shall not be required to deliver such documents whether in printed form or by electronic means to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. Any such documents to be sent in printed form shall be sent by post to the registered addresses of those entitled to receive them as set out above.</p>	<p data-bbox="914 285 1398 321">Article 148</p> <p data-bbox="914 348 1398 704">(A) The directors shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and laid before the Company at every annual general meeting the relevant financial <u>relevant reporting</u> documents and such other reports and accounts as may be required by law.</p> <p data-bbox="914 732 1398 1821">(B) Subject to paragraph (C) of this Article, the Company shall, in accordance with the Listing Rules and any other applicable law or regulations, deliver, at least twenty one days before the date of the annual general meeting and at the same time as the notice of an annual general meeting, the relevant financial <u>reporting</u> documents or the summary financial report in printed form and/or using electronic means to every Member, every holder of debentures of the Company and every other person entitled to receive notices of general meetings of the Company, provided that the Company shall not be required to deliver such documents whether in printed form or by electronic means to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. Any such documents to be sent in printed form shall be sent by post to the registered addresses of those entitled to receive them as set out above.</p>

No.	Existing articles	Amended articles
	<p>(C) Where an entitled person, in accordance with the Listing Rules and any applicable law or regulations has consented to the publication of the relevant financial documents or the summary financial report using electronic means instead of in printed form, and / or has consented to receiving the summary financial report instead of the relevant financial documents, as discharging the Company's obligations under the Listing Rules and any other applicable law or regulations to send a copy of such relevant financial documents to such entitled person, then the publication of such relevant financial documents or the summary financial report using electronic means and/or the receipt of the summary financial report by such entitled person at least twenty one days before the date of the relevant general meeting, in each case in accordance with the Listing Rules and any applicable law or regulations, shall in relation to such entitled person be deemed to discharge the Company's obligations under paragraph (B) of this Article.</p>	<p>(C) Where an entitled person, in accordance with the Listing Rules and any applicable law or regulations has consented to the publication of the relevant financial <u>relevant reporting</u> documents or the summary financial report using electronic means instead of in printed form, and / or has consented to receiving the summary financial report instead of the relevant financial <u>relevant reporting</u> documents, as discharging the Company's obligations under the Listing Rules and any other applicable law or regulations to send a copy of such relevant financial <u>relevant reporting</u> documents to such entitled person, then the publication of such relevant financial <u>relevant reporting</u> documents or the summary financial report using electronic means and/or the receipt of the summary financial report by such entitled person at least twenty one days before the date of the relevant general meeting, in each case in accordance with the Listing Rules and any applicable law or regulations, shall in relation to such entitled person be deemed to discharge the Company's obligations under paragraph (B) of this Article.</p>

No.	Existing articles	Amended articles
(10)	<p data-bbox="411 293 895 583">Article 155</p> <p data-bbox="411 370 895 583">If the Company commences liquidation, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Companies Ordinance,</p> <p data-bbox="411 704 895 1178">(a) divide among the Members in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and for that purpose, set such value as he deems fair upon any property to be divided and determine how the division shall be carried out as between the Members or different classes of Members, or</p> <p data-bbox="411 1225 895 1442">(b) vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit</p> <p data-bbox="411 1489 895 1591">but no Member shall be compelled to accept any shares or other assets upon which there is any liability.</p>	<p data-bbox="914 293 1398 321">Article 155</p> <p data-bbox="914 370 1398 659">If the Company commences liquidation, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Companies <u>(Winding Up and Miscellaneous Provisions)</u> Ordinance <u>(Chapter 32 of the Laws of Hong Kong)</u>,</p> <p data-bbox="914 704 1398 1178">(a) divide among the Members in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and for that purpose, set such value as he deems fair upon any property to be divided and determine how the division shall be carried out as between the Members or different classes of Members, or</p> <p data-bbox="914 1225 1398 1442">(b) vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit</p> <p data-bbox="914 1489 1398 1591">but no Member shall be compelled to accept any shares or other assets upon which there is any liability.</p>

No.	Existing articles	Amended articles	<u>Number of Shares taken by each Subscriber</u>
(11)	Name, Addresses and Description of Subscribers	Name, Addresses and Description of Subscribers	
	(Sd.) CHOW SHIU CHUEN, RICHARD MR. CHOW SHIU CHUEN, RICHARD (周兆泉) 46A, Broadway, 11/F., Mei Foo Sun Chuen, Kowloon. Merchant	(Sd.) CHOW SHIU CHUEN, RICHARD MR. CHOW SHIU CHUEN, RICHARD (周兆泉) 46A, Broadway, 11/F., Mei Foo Sun Chuen, Kowloon. Merchant	<u>One</u>
	(Sd.) POON FU HUNG MR. POON FU HUNG (潘賦雄) 46A, Broadway, 11/F., Mei Foo Sun Chuen, Kowloon. Merchant	(Sd.) POON FU HUNG MR. POON FU HUNG (潘賦雄) 46A, Broadway, 11/F., Mei Foo Sun Chuen, Kowloon. Merchant	<u>One</u>
		<u>Total Number of Shares Taken...</u>	<u>Two</u>

In case of inconsistency between the Chinese and English versions of the Articles of Association, the English version shall prevail.

NOTICE OF AGM



Hong Kong Technology Venture Company Limited 香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 1137)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Hong Kong Technology Venture Company Limited (“**Company**”) will be held at Ground Floor, HKTV Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong on Wednesday, 8 June 2022 at 10:00 a.m. for the following purposes:

Ordinary Business

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Cheung Chi Kin, Paul as a director of the Company.
 - (b) To re-elect Mr. Peh Jefferson Tun Lu as a director of the Company.
 - (c) To re-elect Mr. Mak Wing Sum, Alvin as a director of the Company.
 - (d) To authorise the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint Messrs. KPMG as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions (with or without modification) as resolutions of the Company:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to sub-paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with additional shares in the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities and to make, issue or grant offers, agreements or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in sub-paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make, issue or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) Rights Issue (as defined below), (ii) the exercise of the rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company and from time to time outstanding, (iii) any share option scheme(s) or similar arrangement for the time being adopted for the grant or issue to eligible participants of rights to acquire shares of the Company, or (iv) any shares allotted in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the number of shares of the Company in issue as at the date of the passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution:

“**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 of Hong Kong to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange in, or any territory outside, Hong Kong).”

NOTICE OF AGM

5. **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and regulations, articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the number of shares 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 purposes of this resolution:

“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 of Hong Kong to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
6. **“THAT,** subject to the passing of ordinary resolutions Nos. 4 and 5 above, the authority granted to the directors of the Company pursuant to the ordinary resolution No. 4 above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such authority an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution No. 5 above, provided that such extended amount so repurchased shall not be more than 10% of the aggregate number of shares of the Company in issue as at the date of passing this resolution.”

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SPECIAL RESOLUTION

7. “**THAT** the existing memorandum and articles of association of the Company be hereby amended as detailed in Appendix III of the circular of the Company dated 5 May 2022 and that the new articles of association produced at the meeting and initialed by the chairman of this meeting for the purposes of identification be and is hereby generally and unconditionally approved, and that any of the directors of the Company shall be and is hereby authorised to do all such acts and things and execute all documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient to effect the said amendments.”

By Order of the Board
Hong Kong Technology Venture Company Limited
Wong Nga Lai, Alice
*Executive Director, Group Chief Financial Officer
and Company Secretary*

Hong Kong, 5 May 2022

Registered Office:

HKTV Multimedia and Ecommerce Centre
No. 1 Chun Cheong Street
Tseung Kwan O Industrial Estate
New Territories
Hong Kong

Notes:

1. Every member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint persons be present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarised copy thereof must be delivered to the Company’s share registrar (the “**Share Registrar**”), Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
4. For the purpose of ascertaining shareholders’ rights of attending and voting at the meeting, the register of members of the Company will be closed from Thursday, 2 June 2022 to Wednesday, 8 June 2022 (both days inclusive), during which period no transfer of shares shall be effected. In order to be entitled to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates, must be lodged with the Share Registrar, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 1 June 2022.

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5. With regard to item 2 in this notice, the board of directors of the Company proposes that the retiring directors, namely Mr. Cheung Chi Kin, Paul, Mr. Peh Jefferson Tun Lu and Mr. Mak Wing Sum, Alvin be re-elected as directors of the Company. The biographical details of these directors are set out in Appendix II to the circular of the Company to the shareholders dated 5 May 2022.
6. As at the date of this notice, the executive directors of the Company are Mr. Cheung Chi Kin, Paul (Chairman), Mr. Wong Wai Kay, Ricky (Vice Chairman and Group Chief Executive Officer), Ms. Wong Nga Lai, Alice (Group Chief Financial Officer and Company Secretary), Mr. Lau Chi Kong (Chief Executive Officer (International Business)) and Ms. Zhou Huijing (Chief Executive Officer (Hong Kong)) and the independent non-executive directors are Mr. Lee Hon Ying, John, Mr. Peh Jefferson Tun Lu and Mr. Mak Wing Sum, Alvin.