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**ERNEST  
BOREL**

1856

## **ERNEST BOREL HOLDINGS LIMITED**

**依波路控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1856)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“EGM”) of Ernest Borel Holdings Limited (the “**Company**”) will be held at Room A2, 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Tuesday, 17 April 2018 at 3:00 p.m. for the purpose of transacting the following businesses:

#### **ORDINARY RESOLUTION**

To consider and, if thought fit, to pass with or without modification the following ordinary resolution:

1. **“THAT:**

- (a) the sale and purchase agreement dated 30 November 2017 and the supplemental sale and purchase agreement dated 22 March 2018 (the “**Sale and Purchase Agreements**”) entered into between Swissmount Holdings Limited and Mr. Sit Yau Chiu, a copy of the Sale and Purchase Agreements has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and
- (b) any director(s) of the Company be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementations and completion of the Sale and Purchase Agreements and transactions contemplated thereunder; and/or (ii) any amendment, variation or modification of the Sale and Purchase Agreements and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.”

By order of the Board of  
**Ernest Borel Holdings Limited**  
**Sit Yau Chiu**  
*Chairman*

Hong Kong, 26 March 2018

*Principal place of business in Hong Kong:*

Unit 1612-18, Level 16  
Tower 1, Grand Century Place  
193 Prince Edward Road West  
Mongkok, Kowloon  
Hong Kong

*Registered office:*

P.O. Box 10008, Willow House  
Cricket Square  
Grand Cayman  
KY1-1001  
Cayman Islands

*As at the date of this notice, the Board comprises Mr. Sit Yau Chiu and Mr. Xiong Wei as executive Directors; Mr. Chan Kwan Pak Gilbert and Ms. Lou Liuqing as non-executive Directors; and Mr. Lui Wai Ming, Mr. To Chun Kei and Ms. Chan Lai Wa as independent non-executive Directors.*

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one proxy or more than one proxy (if he holds two or more shares) who must be an individual or individuals to attend and vote instead of him. A proxy does not need to be a shareholder of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.
3. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 13 April 2018 to Tuesday, 17 April 2018 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 12 April 2018.
4. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the Company's website at [www.ernestborel.ch](http://www.ernestborel.ch) and the HKExnews website at <http://www.hkexnews.hk> to notify shareholders of the date, time and place of the rescheduled meeting.
5. Shareholders are advised to read the circular of the Company dated 26 March 2018 which contains information concerning the resolution to be proposed at the EGM.