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## **IBO TECHNOLOGY COMPANY LIMITED**

### **艾伯科技股份有限公司**

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

**(Stock Code: 2708)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of IBO Technology Company Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 17 May 2019 at 23/F, Sunshine Plaza, 353 Lockhart Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the First Stage Subscription (as defined in the Subscription Agreement) under the subscription agreement dated 17 February 2019 entered into between the Company as issuer and Shine Well Holdings Limited as subscriber in respect of the issue of a total of 100,000,000 new shares (the “**Subscription Shares**”) of the Company (the “**Subscription Agreement**”) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Second Stage Subscription (as defined in the Subscription Agreement) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) subject to fulfilment of the conditions precedent set out in the Subscription Agreement, the allotment and issue of the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved;
- (d) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement, whereby such Subscription Shares shall rank *pari passu* in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The Specific Mandate 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 prior to the passing of this resolution; and

- (e) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transaction contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. **“THAT:**

- (a) the grant of share options to Mr. Lai Tse Ming (the “**Grantee**”), who is the chairman of the Board, executive Director and controlling shareholder of the Company, for him to subscribe for an aggregate of 20,000,000 ordinary shares of HK\$0.01 each (the “**Share Options**”) in the share capital of the Company at the exercise price of HK\$1.6 per share of the Company (the principal terms and conditions of such grant are set out in the circular of the Company dated 25 April 2019) under and pursuant to the share option scheme of the Company adopted on 6 December 2017 and refreshed on 26 September 2018 be and is hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of the Share Options to the Grantee and the issue of shares of the Company upon the exercise of the Share Options by the Grantee.”

By order of the Board  
**IBO Technology Company Limited**  
**Pang Chun Yip**  
*Company Secretary*

Hong Kong, 25 April 2019

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the Meeting will be taken by way of poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of the Hong Kong Exchange and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company in accordance with the Listing Rules.
3. Where there are joint registered holders of any share of the Company, any one such person may vote at the Meeting, 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 Meeting 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. 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.

4. 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 certified copy thereof must be delivered to the office of the Company's branch share registrar in Hong Kong, 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 holding the Meeting or any adjournment thereof (as the case may be).
5. A form of proxy for use at the Meeting is being despatched to the shareholders of the Company together with a copy of this notice.
6. The register of members of the Company will be closed from 14 May 2019 to 17 May 2019 (both days inclusive) to determine the entitlement to attend and vote at the Meeting. During such period no transfer of shares of the Company will be registered. In order to qualify for entitlement to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 10 May 2019 for registration.

*As of the date of this announcement, the Board of the Company comprises Mr. Lai Tse Ming, Mr. Gao Weilong, Mr. Teng Feng, Mr. Yu Kin Keung and Mr. Lyu Huiheng as executive Directors; and Dr. He Tianxiang, Dr. Wong Kwok Yan and Mr. Hung Muk Ming as independent non-executive Directors.*