



天禧海嘉控股集團有限公司
SKY CHINA FORTUNE HOLDINGS GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Sky Chinafortune Holdings Group Limited (the “**Company**”) will be held at 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 27 December 2023 at 11:00 a.m. for the following purpose:

AS ORDINARY RESOLUTION

1. PROPOSED APPOINTMENT OF AUDITORS

To appoint BDO LIMITED as auditors of the Company (“**Auditors**”) and to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company (the “**Board**”) be authorised to fix their remuneration.

The reasons for the change of Auditors are as follows:-

KPMG has resigned as the Auditors with effect from 7 December 2023, as the Company and KPMG could not reach a consensus on the proposed audit fee for the financial year ending 31 December 2023. KPMG has confirmed in writing that there are no matters in relation to its resignation which should be brought to the attention of the Shareholders. The Board also confirmed that there are no disagreements between the Company and KPMG and there are no matters in relation to the proposed change of Auditors that need to be brought to the attention of the Shareholders.

The Board has resolved to propose the appointment of BDO LIMITED as the Auditors until the conclusion of the next annual general meeting of the Company following the resignation of KPMG, subject to the approval of the Shareholders at the extraordinary general meeting. The Company took into account that BDO LIMITED is a sizeable and experienced accounting firm which is able to cope with the Company’s future development. In addition, change of Auditors would enhance the cost-effectiveness of the Company’s audit and is in the interest of the Company and its Shareholders as a whole.

By Order of the Board
Sky Chinafortune Holdings Group Limited
JIANG Tian
Chairman of the Board

Hong Kong, 11 December 2023

Notes:

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent the member.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which the form of proxy is signed, or a certified copy thereof, must be deposited with the Company's share registrar, Union Registrars Limited, at Suites 3301– 04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours (exclusive of any part of a day that is public holiday) before the time appointed for holding the extraordinary general meeting or any adjournment thereof (as the case may be).
3. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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.
5. The register of members of the Company will be closed from Thursday, 21 December 2023 to Wednesday, 27 December 2023, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the above meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with the Company's share registrar, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Wednesday, 20 December 2023.
6. If a Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning or extreme conditions caused by super typhoon is in effect in Hong Kong any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post a notice on the website of the Company at www.skychinafortune.com to notify members of the date, time and place of the rescheduled meeting.