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Almana Limited

曼纳有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08186)

NOTICE OF AGM

NOTICE IS HEREBY GIVEN that the AGM of Almana Limited (the “Company”) will be held at 11:00 on Thursday, 20 June 2024 through live webcast for the following purpose:

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2023;
2. To re-elect Mr. Jin Guangwu as an executive Director;
3. To re-elect Mr. Hong Bingxian as an independent non-executive Director, who has served more than 9 years in the Company;
4. To re-elect Mr. Huang Zhe as an independent non-executive Director;
5. To authorise the board of Directors to fix the Directors’ remuneration;
6. To re-appoint the auditors of the Company and to authorise the board of Directors to fix their remuneration;
7. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “Shares”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined

below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of (aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of resolution no. 9), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of 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 bye-laws of the Company or any applicable laws of Bermuda to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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

8. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on GEM or any other stock exchange on which the Shares may be listed and recognised by 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 and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of the Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of 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 bye-laws of the Company or any applicable laws of Bermuda to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting

revoking or varying the authority given to the Directors by this resolution.”

9. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 7 above in respect of the number of Shares referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board
Almana Limited
Leung Ka Ho
Company Secretary

Hong Kong, 28 May 2024

Registered Office:
Clarendon House 2
Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
35/F, Two Pacific Place
88 Queensway, Admiralty
Hong Kong

Notes:

- (1) For determining the entitlement of the Shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 17 June 2024 to Thursday, 20 June 2024 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, Shareholders must lodge all properly completed transfer forms and the share certificates with the Company’s share registrar 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 Friday, 14 June 2024.
- (2) The AGM will be conducted through a live webcast which can be accessed by the Shareholders and/or their proxies from a computer, tablet or any browser enabled device from the start until its conclusion. To access the live webcast, the Shareholders will need to register with the Company by sending an email to mfpf@mfpf.com.hk to provide the following particulars: (a) full name; (b) registered address; (c) number of Shares held; (d) Hong Kong identity card number/passport number (in the case of natural person)/company registration number (in the case of body corporate); (e) contact telephone number; and (f) email address, at least 48 hours before the date of the AGM or any adjournment thereof to enable the Company to verify the Shareholders’ status. Authenticated Shareholders will receive an email confirmation which contains a link to join the live webcast of the AGM.

Shareholders who wish to vote on the resolutions should appoint the chairperson of the AGM as his/her/its proxy to vote at the AGM in accordance with his/her/its instructions. The proxy form is posted to Shareholders together with the circular and may also be downloaded from the Company’s website at www.mfpf.com.hk. Shareholders who are not registered Shareholders should consult their banks or brokers or custodians for assistance in the appointment of a proxy. The proxy forms should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.

As at the date of this notice, the board of directors of the Company comprises Mr. Jin Guangwu (Chairman) and Ms. Chan Ho Yee as executive directors; and Ms. Pang King Sze, Rufina, Mr. Hong Bingxian and Mr. Huang Zhe as independent non-executive directors.

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this notice 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 notice misleading. This notice will remain on the “Latest Listed Company Announcements” page of the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> for seven days from the date of its publication and on the website of the Company at <http://www.mfpf.com.hk>.