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The 13 Holdings Limited

十三集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00577)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of The 13 Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 9th February, 2018 at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments), the following resolutions of the Company:

SPECIAL RESOLUTION

1. “**THAT**, subject to and conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as defined below); (ii) the compliance by the Company with the requirements applicable to the Capital Reduction (as defined below) pursuant to the Companies Act 1981 of Bermuda (the “**Companies Act**”); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from the first business day immediately following the passing of this resolution (the “**Effective Date**”):
 - (a) every ten (10) existing shares of HK\$2.00 each in the issued and unissued share capital of the Company be consolidated into one (1) share of HK\$20.00 (the “**Consolidated Shares**”) in the issued and unissued share capital of the Company (the “**Share Consolidation**”);

- (b) all of the Consolidated Shares resulting from the Share Consolidation shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the bye-laws of the Company;
- (c) all fractional Consolidated Shares shall be disregarded and not be issued to the shareholders of the Company (the “**Shareholders**”) and any fractional entitlements to the issued Consolidated Shares arising as a result of the Share Consolidation will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company by an agent appointed by the Company’s board of directors (the “**Board**”) for that purpose;
- (d) subject to and forthwith upon the Share Consolidation taking effect, the issued share capital of the Company be reduced by way of cancellation of the paid-up capital of the Company to the extent of HK\$19.80 on each issued Consolidated Share so that the nominal value of each issued Consolidated Share be reduced from HK\$20.00 to HK\$0.20 (each such reduced share, an “**Adjusted Share**”) and any liability of the holders of Adjusted Shares to make any further contribution to the capital of the Company on each Adjusted Share shall be treated as satisfied (the “**Capital Reduction**”);
- (e) subject to and forthwith upon the Capital Reduction taking effect, each of the then authorised but unissued Consolidated Shares (including those arising from the Capital Reduction) be subdivided into one hundred (100) shares of HK\$0.20 nominal value each (the “**Share Subdivision**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);
- (f) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act and that the directors of the Company (the “**Directors**”) or a committee thereof be and are hereby authorised to apply the balance in the contributed surplus account in any manner permitted by the Companies Act and the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the Shareholders, including but not limited to setting off against the accumulated losses of the Company, and all such actions in relation thereto be approved; and
- (g) any one or more Directors be and is/are hereby authorised for and on behalf of the Company to do all such acts and things and approve, sign and execute such documents, including under seal where applicable, and to take all steps which he/they may consider necessary, desirable or expedient to implement and/or give effect to the Capital Reorganisation.”

ORDINARY RESOLUTION

2. **“THAT** subject to the passing of the resolution numbered 1 above and conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Rights Issue Shares (as defined below) to be allotted and issued to the Shareholders pursuant to the terms and conditions of the Rights Issue (as defined below); and (ii) the Underwriting Agreement (as defined below) becoming unconditional and not being terminated in accordance with its terms:
- (a) the issue by way of rights (the **“Rights Issue”**) of not less than 920,867,010 new Adjusted Shares (assuming no change in the number of issued Shares on or before the Record Date (as defined below)) and not more than 1,048,593,270 new Adjusted Shares (assuming no change in the number of issued Shares up to the Record Date other than the issue of new Shares upon the exercise in full of the subscription rights attaching to the Non-undertaken Convertible Securities (as defined in the Circular, as defined below) on or before the Record Date (as defined below)) (each a **“Rights Issue Share”**) to the Shareholders (the **“Qualifying Shareholders”**) whose names appear on the register of members of the Company on Friday, 23rd February, 2018 (or such other date as the Company may agree with the Underwriter (as defined below) in writing) (the **“Record Date”**) other than those Shareholders whose registered addresses as shown on the register of members of the Company on the Record Date are in any place outside Hong Kong and whom the Board, based on the enquiries made by the Board, consider it necessary or expedient not to offer the Rights Issue Shares to such Shareholders (the **“Excluded Shareholders”**) on account of the legal restrictions under the laws of the relevant overseas place(s) and/or the requirements of the relevant regulatory body or stock exchange in such place(s), on the basis of ten (10) Rights Issue Shares for every one (1) Adjusted Share then held on the Record Date at the subscription price of HK\$1.10 per Rights Issue Share and otherwise on the terms and conditions set out in the circular of the Company dated 24th January, 2018 (the **“Circular”**) be and is hereby approved;

- (b) the underwriting agreement dated 19th October, 2017 (as amended and supplemented by a supplemental agreement dated 6th December, 2017) (the “**Underwriting Agreement**”) entered into between the Company as issuer and Get Nice Securities Limited (the “**Underwriter**”) as underwriter (a copy of the Underwriting Agreement, which has been produced to the SGM marked “A” and initialed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the underwriting of the Rights Issue Shares by the Underwriter) be and are hereby approved, confirmed and ratified;
- (c) the Board or a committee thereof be and is hereby authorised to allot and issue the Rights Issue Shares (in both nil-paid and fully-paid forms) pursuant to or in connection with the Rights Issue on the terms and conditions set out in the Circular and to make such exclusions or other arrangements in relation to the Excluded Shareholders (if any) and to make such arrangements for application by the Qualifying Shareholders for the Rights Issue Shares in excess of their entitlement under the Rights Issue, as it may, at its absolute discretion, deem necessary, desirable or expedient; and
- (d) the performance of all transactions contemplated under the Rights Issue be and is hereby approved, confirmed and ratified and any one or more Directors be and is/are hereby authorised to do all acts, deeds and things and to sign and execute all documents as he, or they may, at his, or their absolute discretion, deem necessary, desirable or expedient to carry out or to give effect to the Rights Issue, the Underwriting Agreement and any or all transactions contemplated thereunder.”

By order of the Board of
The 13 Holdings Limited
Mui Ching Hung, Joanna
Company Secretary

Hong Kong, 24th January, 2018

Principal Place of Business:
2901 AIA Central
1 Connaught Road Central
Hong Kong

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

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his, or her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
2. Any member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote instead of him, or her. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged at the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the SGM or any adjournment thereof should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he, or she, or it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. 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.
6. The votes to be taken at the meeting for the resolution will be by way of a poll.
7. The register of members of the Company will be closed from Thursday, 8th February, 2018 to Friday, 9th February, 2018 (both dates inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 7th February, 2018.

As at the date of this notice, the directors of the Company are:

Mr. Stephen Hung	: Joint Chairman (Executive Director)
Mr. Peter Lee Coker Jr.	: Joint Chairman (Executive Director)
Mr. Lau Ko Yuen, Tom	: Deputy Chairman (Executive Director)
Mr. Walter Craig Power	: Chief Executive Officer (Executive Director)
Ir James Chiu, <i>OBE, JP</i>	: Independent Non-Executive Director
Professor Lee Chack Fan, <i>GBS, SBS, JP</i>	: Independent Non-Executive Director
Mr. Iain Ferguson Bruce	: Independent Non-Executive Director
Mr. Francis Goutenmacher	: Independent Non-Executive Director
Mr. Chan Kok Chung, Johnny	: Independent Non-Executive Director