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NEW CONCEPTS HOLDINGS LIMITED

創業集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HERE BY GIVEN that an extraordinary general meeting (the “**EGM**”) of New Concepts Holdings Limited (the “**Company**”) will be held at Office B, 3/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong on Friday, 10 October 2025 at 10:00 a.m., to consider and, if thought fit, pass with or without amendments the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the issued and unissued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”), with effect from the second business day immediately following the date on which this resolution is passed:
 - (a) every ten (10) issued and unissued ordinary shares of HK\$0.1 each (the “**Existing Share(s)**”) in the share capital of the Company be consolidated into one (1) consolidated ordinary share of HK\$1.0 each (the “**Consolidation Share(s)**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
 - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders (“**Shareholder(s)**”) of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company;

- (c) any one or more director(s) of the Company be and are hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Share Consolidation and the transactions contemplated thereunder, as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.”

2. “THAT

- (a) the capitalisation agreement (the “**Capitalisation Agreement**”) (a copy of which has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting for identification purpose) dated 25 August 2025 entered into between the Company as the issuer and Mr. Zhu Yongjun (the “**Subscriber**”) in relation to the subscription of 100,000,000 Existing Shares (equivalent to 10,000,000 Consolidated Shares after the Share Consolidation becomes effective) (the “**Capitalisation Shares**”) at the price of HK\$0.10 per Existing Share (equivalent to HK\$1.00 per Consolidated Share after the Share Consolidation becomes effective) for the settlement of part of the Outstanding Sum (as defined in the Circular) in the amount of HK\$10,000,000 owed by the Company to the Subscriber and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Stock Exchange having approved the listing of and dealing in the Capitalisation Shares, the Directors be and are hereby granted the specific mandate (the “**Specific Mandate**”) to allot and issue the Capitalisation Shares in accordance with the terms of the Capitalisation Agreement, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Capitalisation Agreement and the transactions contemplated thereunder, including the allotment and issue of the Capitalisation Shares to the Subscriber.”

SPECIAL RESOLUTION

3. “**THAT** subject to and conditional upon (i) the granting of approval by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective, and (ii) the passing of the ordinary resolution in relation to the Share Consolidation set out above, when the Share Consolidation becomes effective:

(a) paragraph 7 of the Company’s amended and restated memorandum of association is deleted in its entirety and replaced with the following paragraph:

“7. The authorised share capital of the Company is HK\$200,000,000 consisting of 200,000,000 shares of HK\$1.00 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.”

(b) article 6 of the Company’s amended and restated articles of association is deleted in its entirety and replaced with the following article:

“6. The authorised share capital of the Company is HK\$200,000,000 divided into 200,000,000 Shares of HK\$1.00 each.””

By the order of the Board
New Concepts Holdings Limited
Mr. Zhu Yongjun
Chairman and Executive Director

Hong Kong, 24 September 2025

Registered office:
c/o Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Headquarters, head office and
principal place of business in Hong Kong:*
Office B, 3/F
Kingston International Centre
19 Wang Chiu Road
Kowloon Bay
Hong Kong

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and, on a poll, vote in his stead. A member holding two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong at least 48 hours before the time for holding the above meeting.
3. In the case of joint holders of a share (a "Share") of the Company, any one of such persons may vote at the meeting either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any 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.
4. The register of members of the Company will be closed from Monday, 6 October 2025 to Friday, 10 October 2025 (both days inclusive) for determining Shareholders' entitlement to attend and vote at the EGM, during which no transfer of Shares will be registered. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Friday, 10 October 2025. In order to qualify for attending and voting at the EGM, all completed transfer forms, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration, not later than 4:30 p.m. on Friday, 3 October 2025.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.primeworld-china.com/> and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Zhu Yongjun and Mr. Pan Yimin; and the independent non-executive Directors are Ms. Du Yun, Mr. Lo Chun Chiu, Adrian, Dr. Tong Ka Lok and Mr. Choy Wai Shek, Raymond, MH., JP.