

Ngai Hing Hong Company Limited

毅興行有限公司*

(the “Company”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 1047)

SHAREHOLDERS COMMUNICATION POLICY

(the “Policy”)

1. Constitution

- 1.1 The latest updated version of the Policy was adopted by the board (the “Board”) of directors (the “Directors”) of the Company and became effective on 1 July 2022.

2. Principle

- 2.1 The Company aims at establishing a two-way relationship between the Company and the shareholders of the Company (the “Shareholders”) and promoting and facilitating continuous effective communication with the Shareholders. The objective of the Policy is to ensure that the Company provides timely, clear, reliable and material and comprehensive information for the Shareholders in exercising their rights as Shareholders in an informed manner.
- 2.2 The Board shall be responsible for maintaining an on-going dialogue with the Shareholders.
- 2.3 The Board shall communicate with the Shareholders through general meetings (the “GMs”), including annual general meetings (the “AGMs”), and other corporate communication.

2.4 “Corporate Communication” refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including, but not limited to:-

- (a) the directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report;
- (b) the interim report and, where applicable, its summary interim report;
- (c) an announcement;
- (d) a notice of meeting;
- (e) a listing document;
- (f) a circular; and
- (g) a proxy form.

2.5 The independent non-executive Directors shall be identified in all Corporate Communications that disclose the names of Directors.

3. Company’s Website

3.1 A dedicated section is available on the Company’s website (<http://www.nhh.com.hk>). The Company shall publish the Policy on its own website.

4. Shareholders’ Meetings (GMs, including AGMs)

4.1 Shareholders are encouraged to participate in GMs or to appoint proxies to attend and vote at GMs for and on their behalf if they are unable to attend the GMs.

4.2 The Company regards the AGM as an important event in the financial year. All Directors and senior executives shall make a special effort to attend the AGMs. The chairman of the Board (the “Chairman”) shall attend the AGMs.

4.3 The Chairman shall invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend the AGMs. In their absence, he shall invite another member of the committee or failing this his duly appointed delegate, to attend the AGMs. These persons shall be available to answer questions at the AGMs.

- 4.4 The chairman of the independent board committee (if any) shall be available to answer questions at the GMs to approve a connected transaction or any other transaction that requires independent shareholders' approval.
- 4.5 The management of the Company shall ensure the external auditor attend the AGMs to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.
- 4.6 For each substantially separate issue, in particular on the financial statements and election or re-election of Directors, at the GMs, a separate resolution shall be proposed. The Company shall avoid "bundling" resolutions unless they are interdependent and linked forming one significant proposal. Where the resolutions are "bundled", the Company shall explain the reasons and material implications in the notice of the GMs.
- 4.7 The Chairman shall ensure that an explanation is provided of the detailed procedures for conducting a poll and answer any questions from Shareholders on voting by poll.
- 4.8 The Company must announce the results of the poll.

5. Corporate Communication

A. Notice

- 5.A.1 The Company shall give the Shareholders reasonable notice of GMs. "Reasonable written notice" normally means at least 21 days for an AGM and at least 14 days for other GMs. This is unless it can be demonstrated that reasonable written notice can be given in less time.
- 5.A.2 Any notice to be given by the Company shall be in writing.
- 5.A.3 The Company shall send notices to all Shareholders whether or not their registered address is in Hong Kong.
- 5.A.4 The Company shall ensure that notice of the GMs is published on the websites of the Company and The Stock Exchange of Hong Kong Limited.

B. Circular

5.B.1 The Company shall despatch a circular to the Shareholders at the same time as (or before) the Company gives notice of the GMs to approve the transaction referred to in the circular.

5.B.2 The Company shall provide the Shareholders with any material information on the subject matter to be considered at a GM that comes to the Directors' attention after the circular is issued. The Company must provide the information either in a supplementary circular or by way of an announcement not less than 10 business days before the date of the relevant general meeting to consider the subject matter. The meeting must be adjourned before considering the relevant resolution to ensure compliance with this 10 business days requirement by the chairman or, if that is not permitted by the Company's constitutional documents, by resolution to that effect.

C. Annual Report and Interim Report

5.C.1 The Company shall send to the Shareholders a copy of its annual report including its annual accounts and, the group accounts, together with a copy of the auditors' report thereon, (or its summary financial report) not less than 21 days before the date of the Company's AGMs and in any event not more than 4 months after the end of the financial year to which they relate.

5.C.2 In respect of each of the first 6 months of each financial year, the Company shall send to the Shareholders a copy of its interim report (or its summary interim report) not later than 3 months after the end of that period of 6 months.

D. Proxy Form

5.D.1 The Company shall send with the notice convening a meeting of Shareholders to all persons entitled to vote at the meeting proxy forms, with provision for two-way voting ("for" or "against") on all resolutions intended to be proposed thereat.

6. Shareholders' Enquiries

6.1 Shareholders shall direct their questions about their shareholdings to the Company's share registrar or the Company's branch share registrar and transfer office in Hong Kong.

6.2 Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available.

7. The Bye-Laws of the Company (the "Bye-Laws")

7.1 The Policy shall not prevail over the Bye-Laws.

7.2 The Bye-Laws regulating the right of the Shareholders and the proceedings of the meetings of the Shareholders, so far as the same are applicable and not inconsistent with the provisions of these regulations, shall be applicable.

8. Procedures for Election of Directors

8.1 The Company shall disclose the details of any Directors proposed to be re-elected or proposed new Director in the notice or accompanying circular to the Shareholders of the relevant GM, if such re-election or appointment is subject to Shareholders' approval at that relevant GM (including, but not limited to, the AGMs).

9. Disclosure of the Policy

9.1 The Company shall disclose the summary of the Policy in the annual report annually.

10. Review

10.1 The Board shall review the implementation and effectiveness of the Policy annually.

11. Shareholder Privacy

11.1 The Company recognises the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by law to do so.