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**UNION ASIA
ENTERPRISE HOLDINGS LTD
萬亞企業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8173)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Union Asia Enterprise Holdings Limited (the “**Company**”) will be held at 120 function room, 3/F, Nina Hotel Kowloon East, 38 Chong Yip Street, Kwun Tong, Hong Kong on Tuesday, 31 August 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions of the Company as an ordinary resolution or a special resolution (as the case may be) of the Company:

AS AN ORDINARY RESOLUTION

1. “**THAT**

subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the paragraph headed “Conditions of the Share Consolidation” under the section headed “Proposed Share Consolidation and Proposed Change in Board Lot Size” in the Letter from the Board in the circular of the Company dated 13 August 2021 (the “**Circular**”), a copy of which has been tabled at the EGM marked “A” and initialed by the Chairman of the EGM for the purpose of identification:

- (a) with effect from the second Business Day (as such term is defined in the Circular) immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is the later):
 - (i) every five (5) issued and unissued shares of the Company be consolidated into one (1) share of the Company (each a “**Consolidated Share**”) and the number of the Consolidated Shares be rounded down to the nearest whole number by disregarding each and every fractional Consolidated Share which would otherwise arise (the “**Share Consolidation**”);

- (ii) no shareholder of the Company will be allocated with any fractional Consolidated Shares which they would otherwise be entitled to receive and are disregarded pursuant to paragraph (a)(i) of this resolution; and
 - (iii) all of the Consolidated Shares shall rank *pari passu* in all respects with each other; and
- (b) the directors (the “**Director(s)**”) of the Company and such person or persons authorised by the Directors be and are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

AS A SPECIAL RESOLUTION

2. “**THAT**

subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Union Asia Enterprise Holdings Limited” to “Hephaestus Holdings Limited”, and the Chinese name of “客思控股有限公司” be adopted and registered as the dual foreign name of the Company in place of its existing Chinese name of “萬亞企業控股有限公司” (the “**Change of Company Name**”) with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that 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, including under seal where appropriate, which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
Union Asia Enterprise Holdings Limited
Chan Norman Enrique
Chairman and Chief Executive Officer

Hong Kong, 13 August 2021

As at the date of this announcement, the Board comprised two executive Directors, Mr. Chan Norman Enrique and Mr. Lee Alex Kam-fai and three independent non-executive Directors, Mr. Kwong U Hoi Andrew, Mr. Wong Jonathan and Mr. Chi Chi Hung Kenneth.

This announcement, for which the Directors 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, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.

This announcement will remain on the website of the GEM of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.unionasiahk.com.

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said person as present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a certified copy thereof, must be lodged, at the office of the Company’s share registrar and transfer office in Hong Kong, 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 before the time appointed for holding the meeting (i.e. no later than 11:00 a.m. on Sunday, 29 August 2021 (Hong Kong time)) or any adjournment thereof.
4. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. Pursuant to Rule 17.47(4) of the GEM Listing Rules, the resolutions set out in this notice will be decided by poll at the EGM.

6. If Typhoon Signal No.8 or above, a “black” rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 7:00 a.m. on the date of the EGM, the chairman of the EGM will seek the consent of the shareholders present at the meeting to adjourn the EGM. If no quorum is present at the EGM within 15 minutes of the time appointed for the EGM, the EGM will be adjourned to the same day in the next week and at such time and place as shall be decided by the board of Directors. The Company will post an announcement on the website of Company at www.unionasiahk.com and on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com to notify shareholders of the date, time and place of the adjourned EGM.
7. The Chinese translation of this notice and the proxy form are for reference only, and in case of any inconsistency, the English Version shall prevail.
8. The register of members of the Company will be closed from Thursday, 26 August 2021 to Tuesday, 31 August 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Wednesday, 25 August 2021.
9. Due to the recent development of the epidemic caused by novel coronavirus pneumonia (“**COVID-19**”), to comply with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (the “**Regulation**”) and to safeguard the health and safety of shareholders who might be attending the EGM in person, the Company will also implement the following measures at the EGM:
 - (a) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of 120 function room, 3/F, Nina Hotel Kowloon East, 38 Chong Yip Street, Kwun Tong, Hong Kong (“**EGM Venue**”). Any person with a body temperature of over 37.3 degrees Celsius or is exhibiting flu-like symptoms may be denied entry into the EGM Venue and be requested to leave the EGM Venue. Please note that any person who is subject to health quarantine prescribed by the Hong Kong Government or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine will not be admitted to the EGM Venue.
 - (b) Every attendee will be required to submit a completed health declaration form prior to entry into the EGM Venue. Please note that the health declaration form will be available for your completion and signing at the entrance of the EGM Venue.
 - (c) Every attendee will be required to wear a face mask throughout the EGM and sit at a distance from other attendees. Please note that no masks will be provided at the EGM Venue and the attendees should wear their own masks.
 - (d) Every attendee will be assigned a designated seat at the time of registration to ensure appropriate social distancing. The number of seats in the EGM Venue will be limited to ensure social distancing. In order to comply with the Regulation, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding and possibly not all attendees could be accommodated.
 - (e) Any attendee who declines any of the abovementioned measures or cooperate with hotel or Company staff will be refused admission to the EGM Venue.
 - (f) No gifts, refreshments or drinks will be provided to attendees at the EGM.

- (g) Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the EGM Venue or require any person to leave the EGM Venue so as to ensure the health and safety of the attendees at the EGM.

Voting by proxy in advance of the EGM: The Company does not in any way wish to diminish the opportunity available to shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of shareholders, the Company reiterates that shareholders are strongly encouraged to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy instead of attending the EGM in person. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish.

Shareholders are reminded that physical attendance is not necessary for the purpose of exercising shareholders' rights. They are strongly encouraged to exercise their rights and indicate how they would like the proxy to vote on their behalves by submitting a form of proxy to appoint the Chairman of the EGM as their proxy for voting. The Company would like to further remind the shareholders that they should carefully consider the risks of attending the EGM, taking into account of their own personal circumstances.

Appointment of proxy by non-registered shareholders: non-registered shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited are strongly encouraged to consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may implement additional measures which will be announced closer to the date of the EGM. Shareholders should check the Company's website at www.unionasiahk.com or the website of the Stock Exchange at www.hkexnews.hk for further announcements and updates on the EGM arrangements.