
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Solomon Worldwide Holdings Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of Solomon Worldwide Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 circular 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 circular misleading.

Solomon

SOLOMON WORLDWIDE HOLDINGS LIMITED

所羅門環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8133)

(1) PROPOSED REFRESHMENT OF GENERAL MANDATE; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

**Independent financial adviser to the Independent Board Committee and
the Independent Shareholders**



Alliance Capital Partners Limited

同人融資有限公司

A notice convening the extraordinary general meeting (the “EGM”) of Solomon Worldwide Holdings Limited to be held at Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 17 November 2022 at 10:30 a.m. is set out on pages EGM-1 to EGM-6 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish.

This circular will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the Company’s website at www.solomon-worldwide.com.

PRECAUTIONARY MEASURES FOR THE EGM

To ensure the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

- (1) Compulsory temperature screening/checks
- (2) Submission of health declaration form
- (3) Mandatory wearing of surgical face mask
- (4) Maintaining an appropriate social distancing between seats
- (5) No provision of gifts, refreshments or drinks

Attendees who do not comply with the precautionary measures will be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law. Shareholders are strongly encouraged to exercise their rights and indicate how they would like the proxy to vote on their behalfs by submitting a form of proxy to appoint the Chairman of the EGM as their proxy for voting, and to return their form of proxy by the time specified above, instead of attending the EGM in person.

28 October 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company held on 29 June 2022 at which the Shareholders approved, among other things, the Existing General Mandate
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Solomon Worldwide Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose issued Shares are listed on GEM of the Stock Exchange (Stock Code: 8133)
“controlling shareholder”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:30 a.m. on Thursday, 17 November 2022 at Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong, or any adjournment thereof, notice of which is set out on pages EGM-1 to EGM-6 of this circular
“Existing General Mandate”	the general mandate granted by the Shareholders at the AGM to the Directors to allot, issue and deal with up to a maximum of 35,360,000 shares
“GEM”	GEM of the Stock Exchange
“GEM Listing Committee”	has the meaning as ascribed to it under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Independent Board Committee”	an independent committee of the Board comprising all the independent non-executive Directors of the Company to advise the Independent Shareholders in respect of the Proposed Refreshment of General Mandate
“Independent Financial Adviser” or “Alliance Capital”	Alliance Capital Partners Limited, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Proposed Refreshment of General Mandate
“Independent Shareholder(s)”	any Shareholders other than controlling shareholders of the Company and their associates or, if there are no controlling shareholders of the Company, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
“Latest Practicable Date”	21 October 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“New General Mandate”	the general mandate proposed to be granted to the Directors at the EGM to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution(s) at the EGM
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Refreshment of General Mandate”	the proposed refreshment of the Existing General Mandate by way of granting the New General Mandate
“Share(s)”	ordinary share(s) of HK\$0.08 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

Solomon

SOLOMON WORLDWIDE HOLDINGS LIMITED

所羅門環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8133)

Executive Directors:

Ms. Woo Lan Ying (*Chairman*)

Mr. Shang Ruisen (*Vice Chairman*)

Independent Non-executive Directors:

Ms. Leung Shuk Lan

Ms. Yuen Wai Man

Mr. Au Sui Keung Albert

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 1703–1704,

World-wide House,

19 Des Voeux Road Central,

Central, Hong Kong

28 October 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED REFRESHMENT OF GENERAL MANDATE;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in relation to (i) details of the Proposed Refreshment of General Mandate; (ii) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders on the Proposed Refreshment of General Mandate; (iii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders containing its advice and recommendation on the Proposed Refreshment of General Mandate; and (iv) a notice of the EGM.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF GENERAL MANDATE

Existing General Mandate

At the AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to issue, allot and deal with up to 35,360,000 shares, which is equivalent to 20% of the then issued share capital of the Company as at the date of the AGM.

Reference is made to the announcements of the Company dated 8 July 2022 and 2 August 2022. On 8 July 2022, the Company entered into a placing agreement in relation to the placing of 35,360,000 new shares (the “**Placing**”). The Placing was completed on 2 August 2022. As such, the Existing General Mandate had been fully utilised.

As at the Latest Practicable Date, the Company had not refreshed the Existing General Mandate since the AGM.

Proposed grant of the New General Mandate

The Company proposes to convene the EGM at which the ordinary resolutions will be proposed to the Independent Shareholders for approving the Proposed Refreshment of General Mandate that:

- (i) the Directors be granted the New General Mandate to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution at the EGM; and
- (ii) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the annual general meeting.

Based on the 212,160,000 Shares in issue as at the Latest Practicable Date and assuming that there are no changes in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM, the Directors will be authorized to allot and issue up to 42,432,000 new Shares under the New General Mandate.

The New General Mandate will, if granted at the EGM, remain effective until 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 to be held in accordance with the Articles of Association, or any other applicable laws of the Cayman Islands; and (iii) its revocation or variation by ordinary resolution(s) of the Shareholders in general meeting.

LETTER FROM THE BOARD

Reasons for the Proposed Refreshment of General Mandate

The Group is principally engaged in trading and manufacturing of metal casting parts and components in the PRC and provision of financial printing services in Hong Kong.

Although the Group is cautiously optimistic to the control of the COVID-19 pandemic and the rebounding of revenue in the financial printing business and metal casting business. In view of the global influence of the COVID-19 pandemic, it is expected that the global economy will remain sluggish at least in the coming months and the cash inflow of the Group might be adversely affected.

The Company had raised net proceeds of approximately HK\$4.1 million from the Placing completed on 2 August 2022. As at the Latest Practicable Date, the net proceeds of which approximately HK\$1.2 million has been used for repayment of borrowings of the Group, and the remaining proceeds approximately HK\$2.9 million has and will be utilised for general working capital in its ordinary and usual course of business of the Group. As at the Latest Practicable Date, the Group's major funding needs are for general working capital in its ordinary and usual course of business and repayment of interest-bearing borrowings of approximately HK\$2.2million repayable in January 2023. The Group has a cash level of approximately HK\$3.9 million as at 31 August 2022, of which approximately HK\$2.2 million was reserved for repayment of interest-bearing borrowings repayable in January 2023 (the "**Loan Repayment**") and the remainder of approximately HK\$1.7 million was intended to be used as the general working capital in its ordinary and usual course of business. The Directors having considered the current Group's cash level is only approximately HK\$3.9 million while the estimated general working capital for the Group's business operations is approximately HK\$1.4 million per month (the "**Monthly Working Capital Need**"), the Group may not have sufficient cash resources to maintain its operation for future three months if there is no addition capital injection or cash inflow generated from the operating activities, such as the settlement of trade and other receivables which was approximately HK\$36.0 million as at 30 June 2022 according to the 2022 Interim Report.

The Monthly Working Capital Need was estimated with below formula:

		<i>HK\$</i> <i>(Million)</i>	<i>Remark</i>
	Actual administrative expenses for the six months ended 30 June 2022	13.6	(A)
(Less)	Depreciation and non-recurring expenses for the six months ended 30 June 2022	5.0	(B)
	<u>Adjusted administrative expenses</u>	<u>8.6</u>	<u>(C) = (A)-(B)</u>
	Monthly Working Capital Need	1.4	(D) = (C)/6

LETTER FROM THE BOARD

Due to the rapid rate hikes in the United State and continued lock down measures in PRC, the Company considered the increased uncertainty on the current global economics due to the continuation of the Sino-US tensions, geopolitics deterioration and COVID-19, the Company found it difficult to ascertain market demand and to have certainty in successful equity fundraising, and therefore has no concrete fundraising plan as at the Latest Practicable Date. In this regard, the Company has no plan to raise funds through specific mandate fundraisings or pre-emptive issues for the Loan Repayment.

The Directors have considered the current cash level, regardless of whether the aforementioned HK\$2.2 million is reserved for the Loan Repayment, would not be sufficient to maintain the Group's operation until 30 November 2022 if there is no cash inflow generated from the operating activities or capital injection, therefore the Company has an imminent need to refresh the Existing General Mandate so that the Company could timely conduct equity fundraising for its future operations and business development need when the market condition turnaround from the current volatile situation or when there is no additional cash inflow for the period ending 30 November 2022.

As a result of the Placing, the Existing General Mandate had been fully utilized. The next annual general meeting of the Company is expected to be held until around June 2023, which is around eight months from the date of this circular.

The Directors consider that grant of the New General Mandate will provide the Group with the necessary flexibility to (i) fulfill any possible funding needs for general working capital and/or future business development which may arise at any time; and (ii) strengthen the capital base of the Group before the next annual general meeting. In addition, the Directors regarded equity financing as an important avenue of resources to the Group since it does not create any interest paying obligations on the Group.

The Directors will also consider other financing methods such as specific mandate, rights issue, open offer and debt financing, if appropriate, taking into account the then financial position, capital structure and cost of funding of the Group as well as the prevailing market condition, so as to meet its financing requirements for general working capital and/or future development of the Group.

LETTER FROM THE BOARD

However, as compared to the issue of Shares under general mandate:

- (i) Although specific mandate fundraisings will provide shareholder to vote on the fundraisings, the issue of Shares under specific mandate upon the relevant terms of the fund raising plan having been finalized, it may take at least eight weeks to allot and issue new Shares as compared with utilising the New General Mandate that generally takes three weeks to allot and issue new Shares, arising from, among others, the preparation, printing and despatch of the relevant circular and notice of extraordinary general meeting as well as the holding and convening of extraordinary general meeting for each occasion. Therefore, specific mandate fundraising is not the most suitable means of satisfying the financing need for future business development and prospective investment opportunity in a timely manner as the Group may anytime be exposed to the risk of facing a working capital shortfall.
- (ii) As for rights issue or open offer, it would require the Company to undergo a comparatively lengthy process, in order to (i) identify suitable underwriter(s) and to negotiate terms agreeable to the parties; (ii) prepare the requisite compliance and legal documentation, including but not limited to the underwriting agreement(s), announcement(s) and prospectus(es). For instance, the rights issue or open offer normally takes at least six to eight weeks (from announcement date). As regard to the rights issue or open offer which shareholders' approval is required, it may take over two months, this is primarily due to the time for the issuer to prepare a shareholder's circular and the notice period for the shareholders' meeting. As such, the Board is of the view that the lengthy period involved in a rights issue or an open offer may result in the Company facing uncertainty in being able to raise the requisite amount of funds.

Although both rights issue and open offer would allow the Shareholders to maintain their respective pro-rata shareholdings in the Company, rights issue and open offer will incur higher upfront cost while the result are lack of certainty due to the demand from the existing Shareholders is remote and may be not sufficient to raise the requisite amount of fund as compared to the equity financings through generate mandate or specific mandate that underwriters or placing agent could reach the potential investors directly to secure the demand of the new Shares and the upfront cost is lower than rights issue and open offer due to the relatively less documentation works and compliance procedures.

- (iii) Debt financing will usually incur interest burden on the Group and may be subject to, including but not limited to, lengthy due diligence, negotiations with the banks and the requirement of collateral.

The Directors believe that the grant of the New General Mandate is more cost-effective, efficient and less time consuming and will enhance the Company's financial flexibility to maintain and/or expand and develop the business of the Group.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has no concrete plan or has not entered nor proposed to enter into any agreement, arrangement, understanding or undertaking (is not in negotiation whether concluded or not) in respect of new business opportunities and/or issue of new Shares utilising the New General Mandate.

In view of the above, taking into account the current cash level would not be sufficient to maintain the Group's operation until 30 November 2022 if there is no cash inflow generated from the operating activities or capital injection and the Company has an imminent need to refresh the Existing General Mandate, in particular (i) the next annual general meeting of the Company is expected to be held until around June 2023, which is around eight months from the date of this circular; (ii) the Group's cash resources for its ordinary and usual course of business and repayment of short-term borrowings as discussed above; (iii) the COVID-19 pandemic has yet to be ended and the measures taken by the Hong Kong government has continued to impact the Group's financial printing services; and (iv) provides more flexibility and options of financing to the Group (without restricting its ability to conduct rights issue, open offer, issue of shares under specific mandate or debt financing) to satisfy immediate funding needs, for further business development in a timely and effective manner, where specific mandate or other pro rata equity fund raising activities could not serve this purpose as they require relatively longer lead time; the Directors consider that the Company has an imminent need to refresh the Existing General Mandate and the grant of the New General Mandate is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The following table summarises the fund raising activity by the Company in the past twelve months immediately prior to the Latest Practicable Date:

Date of announcement/ prospectus	Fund raising activity	Net proceeds to be raised (approximately)	Proposed use of net proceeds	Actual use of net proceeds
20 October 2021 and 22 December 2021	Rights issue on the basis of one (1) Rights Share for every two (2) shares held on the record date (the “Rights Issue”)	Approximately HK\$9.3 million	(i) Approximate HK\$2.0 million for staff cost; (ii) approximately HK\$3.5 million for rental expenses; (iii) approximately HK\$2.5 million for repaying account payables; and (iv) approximately HK\$1.3 million for other daily operating expenses of the Group	Used as intended
8 April 2022	Placing of 20,800,000 new Shares under general mandate	Approximately HK\$2.6 million	(i) Approximately HK\$2 million for repayment of the other borrowings of the Group; and (ii) approximately HK\$600,000 for investments in potential new projects to be identified by the Group in the future	(i) Approximately HK\$2 million for repayment of the other borrowings of the Group; and (ii) approximately HK\$600,000 for general working capital of the Group
8 July 2022	Placing of 35,360,000 new Shares under general mandate	Approximately HK\$4.1 million	(i) approximately HK\$1.2 million for repayment of borrowings of the Group; and (ii) approximately HK\$2.9 million to be used for general working capital of the Group and/or for investments in potential new projects to be identified by the Group in the future	(i) Approximately HK\$1.2 million for repayment of borrowings of the Group; and (ii) approximately HK\$1.7 million for general working capital of the Group (<i>Note 1</i>)

Note 1: As at the Latest Practicable Date, the remaining net proceeds from the placing was approximately HK\$1.2 million. Such net proceeds will be used for general working capital.

Save as disclosed above, the Company had not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

POTENTIAL DILUTION EFFECT

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and upon full utilisation of the New General Mandate (assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM), for illustrative and reference purpose:

	As at the Latest Practicable Date		Upon full utilisation of the New General Mandate	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Shareholders				
Mr. Fang Jinhua	26,611,500	12.54	26,611,500	10.45
Ms. Woo Lan Ying (<i>Note 1</i>)	15,375,000	7.25	15,375,000	6.04
Public Shareholders				
Maximum New Shares to be issued under the New General Mandate	—	—	42,432,000	16.67
Other public Shareholders	<u>170,173,500</u>	<u>80.21</u>	<u>170,173,500</u>	<u>66.84</u>
Total	<u>212,160,000</u>	<u>100</u>	<u>254,592,000</u>	<u>100</u>

Note:

1. Ms. Woo Lan Ying is an executive Director.
2. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

As illustrated in the table above, assuming that (i) the Proposed Refreshment of General Mandate is approved at the EGM; and (ii) no Shares will be issued or repurchased by the Company from the Latest Practicable Date up to and including the date of the EGM, upon full utilisation of the New General Mandate, 42,432,000 new Shares can be issued, which represent 20% of the aggregate number of issued Shares as at the Latest Practicable Date and approximately 16.66% of the issued share capital of the Company as enlarged by the issue of such new Shares.

Having considered the factors as set out in the section headed “Reasons for the Proposed Refreshment of General Mandate” above, in particular (i) the next annual general meeting of the Company is expected to be held until around June 2023, which is around eight months from the date of this circular; (ii) the Group’s cash resources for its ordinary and usual course of business and repayment of short-term borrowings as discussed above; (iii) the COVID-19 pandemic has yet to be ended and the measures taken by the Hong Kong government has continued to impact the Group’s financial printing services; (iv) provides more flexibility and options of financing to the Group (without restricting its ability to conduct rights issue, open offer, issue of shares under specific mandate or debt financing) to satisfy immediate funding needs, for further business development in a timely and effective manner, where specific mandate or other pro rata equity fund raising activities could not serve this purpose as they require relatively longer lead time; and (v) the issue of Shares

LETTER FROM THE BOARD

under the New General Mandate will not create any interest paying obligations on the Group, the Directors considers that the flexibility provided from the New General Mandate outweighs the aforesaid potential dilution impact.

EGM

The EGM will be convened and held for the purpose of considering, and, if thought fit, to approve the Proposed Refreshment of General Mandate.

The notice of the EGM is set out on pages EGM-1 to EGM-6 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in an event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting should you so wish.

Pursuant to Rule 17.42A(1) and 17.47(4) of the GEM Listing Rules, the Proposed Refreshment of General Mandate will be subject to the approval of the Independent Shareholders at the EGM taken on a vote by way of poll. Any controlling shareholders of the Company and their associates, or where there is no controlling shareholder of the Company, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates, shall abstain from voting in favour of the relevant resolution to approve the Proposed Refreshment of General Mandate. As at the Latest Practicable Date, (i) the Company has no controlling Shareholder as defined under the GEM Listing Rules; and (ii) Ms. Woo Lan Ying, being the Chairman and an executive Director of the Company, is beneficially interested in 15,375,000 Shares, representing approximately 7.25% of the issued share capital of the Company. As such, Ms. Woo Lan Ying and their respective associates are required to abstain from voting on the relevant resolution in respect of the Proposed Refreshment of General Mandate at the EGM.

The Company will announce the results of the poll in accordance with the GEM Listing Rules.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 14 November 2022 to Thursday, 17 November 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM to be held on Thursday, 17 November 2022, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 11 November 2022.

RECOMMENDATION

Your attention is drawn to the letter from the Independent Board Committee containing its recommendation to the Independent Shareholders set out on page 13 of this circular and the letter from the Independent Financial Adviser containing its recommendation to the Independent Shareholders and the principal factors which it has considered in arriving at its recommendation as set out on pages 14 to 21 of this circular, with regard to the Proposed Refreshment of General Mandate.

The Directors are of the view that the terms of the Proposed Refreshment of General Mandate are fair and reasonable, and the Proposed Refreshment of General Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders (or the Independent Shareholders, as the case may be) to vote in favour of the resolution(s) for approving the Proposed Refreshment of General Mandate, respectively.

GENERAL

The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they respectively appear.

RESPONSIBILITY STATEMENT

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

Yours faithfully,
By order of the Board
Solomon Worldwide Holdings Limited
Woo Lan Ying
Chairman



SOLOMON WORLDWIDE HOLDINGS LIMITED

所羅門環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8133)

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE

We refer to the circular of the Company dated 28 October 2022 (the “**Circular**”) of which this letter forms part. Capitalised terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We have been appointed by the Board as members to constitute the Independent Board Committee and to advise the Independent Shareholders as to (i) whether the terms of the Proposed Refreshment of General Mandate are fair and reasonable; (ii) whether the Proposed Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole; and (iii) how to vote at the EGM. Alliance Capital has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard. Details of its recommendation, together with the principal factors and reasons taken into consideration in arriving at such recommendation, are set out on pages 14 to 21 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 3 to 12 of the Circular.

Having considered the Proposed Refreshment of General Mandate and the recommendation of Alliance Capital, we consider that the terms of the Proposed Refreshment of General Mandate are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the Proposed Refreshment of General Mandate.

Yours faithfully,

For and on behalf of the Independent Board Committee

Ms. LEUNG Shuk Lan

Ms. YUEN Wai Man

Mr. AU Sui Keung Albert

Independent non-executive Directors

28 October 2022

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee and the Independent Shareholders for inclusion in this circular.



Alliance Capital Partners Limited
同人融資有限公司

Unit 06, 7/F,
Beautiful Group Tower,
77 Connaught Road Central,
Central, Hong Kong

28 October 2022

To the Independent Board Committee and the Independent Shareholders

Dear Sirs or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE

A. INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on whether the terms of the Proposed Refreshment of General Mandate are fair and reasonable, and in the interests of the Company and its Shareholders as a whole. Details of which are set out in the “Letter from the Board” (the “**Letter**”) contained in the circular issued by the Company to the Shareholders dated 28 October 2022 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

The Company proposes to convene the EGM at which the ordinary resolutions will be proposed to the Independent Shareholders for approving the Proposed Refreshment of General Mandate that (i) the Directors be granted the New General Mandate to allot and issue Shares not exceeding 20% of the issued share capital of the Company, as at the date of passing the relevant ordinary resolution at the EGM, and (ii) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the annual general meeting. Based on the 212,160,000 Shares in issue as at the Latest Practicable Date and assuming that there are no changes in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM, the Directors will be authorized to allot and issue up to 42,432,000 new Shares under the New General Mandate.

As at the Latest Practicable Date, (i) the Company has no controlling Shareholder as defined under the GEM Listing Rules; and (ii) Ms. Woo Lan Ying, being the Chairman and an executive Director of the Company, is beneficially interested in 15,375,000 Shares, representing approximately 7.25% of the issued share capital of the Company. As such, Ms. Woo Lan Ying and their respective associates are required to abstain from voting on the relevant resolution in respect of the Proposed Refreshment of General Mandate at the EGM. Pursuant to Rule 17.42A(1) of the GEM Listing Rules, the Proposed Refreshment of

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General Mandate will be subject to the approval of the Independent Shareholders at the EGM taken on a vote by way of poll. Any controlling shareholders and their respective associates, or where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates, shall abstain from voting in favour of the relevant resolution(s) to approve the Refreshment of General Mandate.

The Independent Board Committee comprising all independent non-executive Directors, namely Ms. Leung Shuk Lan, Ms. Yuen Wai Man and Mr. Au Sui Keung Albert, has been established by the Company to advise and make recommendations to the Independent Shareholders in respect of the terms of the Proposed Refreshment of General Mandate.

As at the Latest Practicable Date, we did not have any relationship with or interest in the Company or any other parties that could reasonably be regarded as relevant to our independence. In the past two years, there was no engagement between the Company and us. As at the Latest Practicable Date, we did not have any relationships or interests with the Company that could reasonably be regarded as hindrance to our independence as set out under Rule 17.96 of the GEM Listing Rules. Apart from normal professional fees paid or payable to us in connection with this appointment as the Independent Financial Adviser, no arrangements exist whereby we had received any fees or benefits from the Company. Accordingly, we are considered to be eligible to give independent advice in respect of the Proposed Refreshment of General Mandate.

B. BASIS OF OUR OPINION AND RECOMMENDATION

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in relation to the Proposed Refreshment of General Mandate, we have relied on (i) the information and representations contained or referred to in the Circular; (ii) the information and facts supplied by the Directors and/or the management of the Company (the “**Management**”); and (iii) our review of the relevant public information. We have assumed that all the information provided and representations and information that have been provided by the Management, for which they are solely and wholly responsible, are true, complete and accurate in all material aspects at the time when they were made and continue to be so as at the date of the dispatch of the Circular. We have also assumed that all statements of belief, opinion, expectation, and intention made by the Management in the Circular are reasonably made after due enquiries and careful considerations.

The Directors have jointly and severally accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquires, which to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading. We have no reasons to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Management, which have been provided to us.

We consider that we have reviewed sufficient information currently available to reach an informed view, and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation in compliance with Rule 17.92 of the GEM Listing Rules. We have not, however, carried out any independent verification of the information, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of the Company or its respective subsidiaries or associates.

C. PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation in respect of the Proposed Refreshment of General Mandate, we have taken into account the principal factors and reasons set out below:

1. Background and Reasons for the Proposed Refreshment of General Mandate

(i) Business information of the Group

The Group is principally engaged in the provision of financial printing services in Hong Kong (the “**Financial Printing Business**”) and trading and manufacturing of metal casting parts and components in the PRC (the “**Metal Casting Business**”).

As advised by the Management, the Group is optimistic to the future prospect of Financial Printing Business and expect there will be increasing demand for the financial printing services in Hong Kong, taking into account of (i) the Stock Exchange published consultation conclusions on the enhancement and streamlining of the listing regime in 2021 that overseas issuers could conduct dual primary listing in Hong Kong if they could meet certain conditions; and (ii) the Stock Exchange launched the listing regime for special purpose acquisition companies in early 2022 that allowing companies in innovative industries across the world to list in Hong Kong.

On the other hand, the Company also expect there will be increasing demand for the Group’s metal casting products considered the revenue from Metal Casting Business increased by approximately 67.88% as compared to the six months ended 30 June 2021 due to the release of certain lock down measures in Europe and the United States which are the core markets of the Metal Casting Business.

Although the Group is cautiously optimistic to the future business prospect of the Financial Printing Business and Metal Casting Business, it is expected that the global economy will remain sluggish and the cash inflow of the Group might be adversely affected. In addition, the Existing General Mandate had been fully utilised and the next annual general meeting of the Company is expected to be held around June 2023, which is around eight months from the date of the Circular.

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In view of the above, the Company is of the view that the grant of the New General Mandate would provide the Group with the necessary flexibility to (i) fulfil any possible funding needs for future business developments which may arise at any time, and (ii) strengthen the capital base of the Group before the next annual general meeting.

(ii) Financial information of the Group

In assessing whether the Company has an imminent need to refresh the Existing General Mandate, we have (i) reviewed the cash and cash equivalents as at 31 August 2022, (ii) discussed with the Management about the unutilised proceeds from the fund-raising activities of the Company in the past twelve months, and (iii) estimated general working capital need for the Group's business operations.

As advised by the Management, the Group has a cash level of approximately HK\$3.9 million as at 31 August 2022, of which approximately HK\$2.2 million was reserved for repayment of interest-bearing borrowings repayable in January 2023 (the "**Loan Repayment**") and the remainder of approximately HK\$1.7 million was intended to be used as the general working capital in its ordinary and usual course of business. Having considered the current Group's cash level is only approximately HK\$3.9 million while the estimated general working capital for the Group's business operations is approximately HK\$1.4 million per month (the "**Monthly Working Capital Need**"), the Group may not have sufficient cash resources to maintain its operation for future three months if there is no addition capital injection or cash inflow generated from the operating activities, such as the settlement of trade and other receivables which was approximately HK\$36.0 million as at 30 June 2022 according to the 2022 Interim Report. The Monthly Working Capital Need was estimated with below formula:

	<i>HK\$</i> <i>(Million)</i>	<i>Remark</i>
Actual administrative expenses for the six months ended 30 June 2022	13.6	(A)
(Less) Depreciation and non-recurring expenses for the six months ended 30 June 2022	5.0	(B)
<u>= Adjusted administrative expenses</u>	8.6	(C) = (A)-(B)
Monthly Working Capital Need	1.4	(D) = (C)/6

As advised by the Management, considered the increased uncertainty on the current global economics due to the continuation of the Sino-US tensions, geopolitics deterioration and COVID-19, the Company found it difficult to ascertain market demand and to have certainty in successful equity fundraising, and therefore has no concrete fundraising plan as at the Latest Practicable Date. In this regard, the Company has no plan to raise funds through specific mandate fundraisings or pre-emptive issues for the Loan Repayment.

However, considered the current cash level, regardless of whether the aforementioned HK\$2.2 million is reserved for the Loan Repayment, would not be sufficient to maintain the Group's operation until 30 November 2022 if there is no cash inflow generated from the operating activities or capital injection, therefore we concur with the Directors that the Company has an imminent need to refresh the Existing General Mandate so that the Company could timely conduct equity fundraising for its future operations and business development need when the market condition turnaround from the current volatile situation or when there is no additional cash inflow for the period ending 30 November 2022.

In view of the above, we concur with the Directors that it is prudent for the Group to have sufficient flexibility to (i) fulfil any possible funding needs for future business developments, and (ii) strengthen the capital base of the Group, which the refreshment of the General Mandate will serve this purpose and is in the interests of the Company and its Shareholders as a whole.

2. Other alternative financing options

In assessing whether financing by way of utilising the New General Mandate is in the interest of the Company and the Shareholders as a whole, we have compared the equity financing by way of utilising the New General Mandate with different alternative financing options, such as (i) debt financing, (ii) pre-emptive equity financing methods (i.e. rights issue or open offer), and (iii) equity financing by way of specific mandate:

(i) Debt financing

Debt financing shall inevitably impose interest payment obligations on the Group and it may be subject to lengthy due diligence process and negotiations on the terms (such as pledge of collateral and the interest rate) with banks or financial institutions as compared with the equity financing by way of utilising the New General Mandate. Per review of the published annual reports, interim reports of the Company and discussion with the Management, we noted that the Group (i) recorded net loss for eight consecutive years ended 31 December 2021 and for the six months ended 30 June 2022, and (ii) does not have substantial fixed assets (such as land and property) as collateral for applying debt financing. The Group's historical financial performance and current capital structure may affect the ability of the Group to obtain debt financing if and when necessary.

(ii) Pre-emptive equity financing

The issue of new shares under rights issue or open offer would require the Company to undergo a comparatively lengthy process as compared with the equity financing by way of utilising the New General Mandate. It may take at least six to eight weeks in order to (i) identify suitable underwriter(s) and to negotiate terms agreeable to the parties; (ii) prepare the requisite compliance and legal documentation (such as underwriting agreement and announcement) that would incur substantial costs in form of legal costs and underwriting commission. Moreover, the lengthy period involved in a rights issue or an open offer may result in the Company being subject to the adverse effects of the current volatile market, and therefore increase uncertainty in being able to raise the requisite amount of funds.

Although both rights issue and open offer would allow the Shareholders to maintain their respective pro-rata shareholdings in the Company, rights issue and open offer will incur higher upfront cost while the result are lack of certainty due to the demand from the existing Shareholders is remote and may be not sufficient to raise the requisite amount of fund as compared to the equity financings through generate mandate or specific mandate that underwriters or placing agent could reach the potential investors directly to secure the demand of the new Shares and the upfront cost is lower than rights issue and open offer due to the relatively less documentation works and compliance procedures.

(iii) Equity financing by way of specific mandate

The Company may consider seeking the Shareholders' approval for a specific mandate to issue new Shares, if appropriate. Although specific mandate fundraisings will provide shareholder to vote on the fundraisings, it may take at least eight weeks to allot and issue new Shares as compared with utilising the New General Mandate that generally takes three weeks to allot and issue new Shares and hence, specific mandate fundraising is not the most suitable means of satisfying the financing need for future business development and prospective investment opportunity in a timely manner as the Group may anytime be exposed to the risk of facing a working capital shortfall.

In light of the above, we consider that equity financing by way of utilising the New General Mandate will be more flexible, cost effective and time efficient than debt financing and other alternative equity financing methods given the Proposed Refreshment of General Mandate (i) does not incur any interest payment obligations on the Group as compared to debt financing, (ii) is less costly and time consuming than other pre-emptive fund raising methods and debt financing, and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity in a timely and effective manner as and when it arises. Therefore, we are of the view that the grant of the Proposed Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole.

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3. Potential dilution to Independent Shareholders' shareholdings

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and upon full utilisation of the New General Mandate (assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM), for illustrative and reference purpose:

Shareholders	As at the Latest Practicable Date		Upon full utilisation of the New General Mandate	
	No. of Shares	Approximate Percentage	No. of Shares	Approximate Percentage
		(%)		(%)
Mr. Fang Jinhua	26,611,500	12.54	26,611,500	10.45
Ms. Woo Lan Ying (Note 1)	15,375,000	7.25	15,375,000	6.04
Public Shareholders				
Maximum New Shares to be issued under the New General Mandate	—	—	42,432,000	16.67
Other public Shareholders	<u>170,173,500</u>	<u>80.21</u>	<u>170,173,500</u>	<u>66.84</u>
Total	<u>212,160,000</u>	<u>100.00</u>	<u>254,592,000</u>	<u>100.00</u>

Notes:

- Ms. Woo Lan Ying is an executive Director.
- Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

As illustrated in the table above, assuming that (i) the Proposed Refreshment of General Mandate is approved at the EGM; and (ii) no Shares will be issued or repurchased by the Company from the Latest Practicable Date up to and including the date of the EGM, upon full utilisation of the New General Mandate, 42,432,000 new Shares can be issued, which represent 20% of the aggregate number of issued Shares as at the Latest Practicable Date and approximately 16.66% of the issued share capital of the Company as enlarged by the issue of such new Shares.

Taking into account the current cash level would not be sufficient to maintain the Group's operation until 30 November 2022 if there is no cash inflow generated from the operating activities or capital injection and the Company has an imminent need to refresh the Existing General Mandate that the New General Mandate (i) allows the Company to raise capital by allotment and issue of new Shares before the next annual general meeting which is about eight months away from the date of the Circular and (ii) provides more flexibility and options of financing to the Group (without restricting its ability to conduct rights issue, open offer, issue of shares under specific mandate or

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debt financing) to satisfy immediate funding needs, for further business development in a timely and effective manner, where specific mandate or other pro rata equity fund raising activities could not serve this purpose as they require relatively longer lead time; we are of the view that the said financial flexibility outweigh the dilution effect of the existing Shareholders and that such potential dilution impact to the shareholding of the existing Shareholders is considered to be justifiable as compared to other fund raising alternatives.

D. RECOMMENDATION

Having taken into account the principal factors and reasons discussed above, we are of the opinion that the Proposed Refreshment of General Mandate is fair and reasonable so far as the Independent Shareholders are concerned, and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Proposed Refreshment of General Mandate.

Yours faithfully,
For and on behalf of
Alliance Capital Partners Limited
Ray Chan **Lok Lam**
Executive Director *Vice President*

Mr. Ray Chan and Mr. Lok Lam are licensed person under the SFO to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities and have participated in various initial public offerings and transactions involving companies listed in Hong Kong, including the provision of independent financial advisory services.



SOLOMON WORLDWIDE HOLDINGS LIMITED

所羅門環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8133)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Solomon Worldwide Holdings Limited (the “Company”) will be held at 10:30 a.m. on Thursday, 17 November 2022 at Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments) as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Share(s)**”) and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into the Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into the Shares) which would or might require the exercise of such power during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above otherwise than
 - (i) a Rights Issue (as hereinafter defined); or

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- (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into the Shares; or
 - (iii) an issue of Shares under any option scheme or similar arrangement for the grant or issue to the eligible participants under such option scheme or similar arrangement of Shares or rights to acquire the Shares; or
 - (iv) an issue of Shares as scrip dividends pursuant to the articles of association of the Company, from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the time 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 articles of association of the Company or any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of the Shares open for a period fixed by the Directors to holders of the Shares (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any relevant jurisdiction).”

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2. “**THAT** conditional upon the resolution numbered 1 set out above being passed, the general and unconditional mandate granted to the Directors pursuant to the resolution numbered 1 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares repurchased under the authority granted pursuant to resolution numbered 4 set out in the notice convening the annual general meeting of the Company dated 30 May 2022, provided that such amount shall not exceed 10% of the aggregate number of the issued shares as at the date of the annual general meeting of the Company held on 29 June 2022.”

Yours faithfully,
By order of the Board
Solomon Worldwide Holdings Limited
Woo Lan Ying
Chairman

Hong Kong, 28 October 2022

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Room 1703–1704,
World-wide House,
19 Des Voeux Road Central,
Central, Hong Kong

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Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the EGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy in respect of such Shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the EGM, 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.
5. For determining the entitlement to attend and vote at the EGM, the record date will be the close of business on Friday, 11 November 2022. In order to be eligible to attend and vote at the EGM, unregistered shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 11 November 2022.
6. A form of proxy for use at the EGM is attached herewith.
7. Any voting at the EGM shall be taken by poll.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 12:00 noon on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.solomon-worldwide.com and the website of the Stock Exchange at www.hkexnews.hk on to notify shareholders of the date, time and venue of the rescheduled meeting.

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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 Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, 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 above-mentioned 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.

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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 behalfs 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.solomon-worldwide.com or the website of the Stock Exchange at www.hkexnews.hk for further announcements and updates on the EGM arrangements.

10. As at the date of this notice, the executive Directors are Ms. Woo Lan Ying and Mr. Shang Ruisen, and the independent non-executive Directors are Ms. Leung Shuk Lan, Ms. Yuen Wai Man and Mr. Au Sui Keung Albert.