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**apollo**

**APOLLO FUTURE MOBILITY GROUP LIMITED**

**APOLLO 智慧出行集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 860)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Apollo Future Mobility Group Limited (the “**Company**”) will be held at Room 1225, Prince’s Building, 10 Chater Road, Central, Hong Kong on Monday, 20 November 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendment(s) the following resolutions of the Company:

### **SPECIAL RESOLUTIONS**

1. “**THAT**

- (a) subject to the obtaining of all necessary governmental and regulatory consents, the change of the domicile of the Company (“**Change of Domicile**”) from the Cayman Islands to Bermuda by way of de-registration as a company under the laws of the Cayman Islands and continuation of the Company as an exempted company under the laws of Bermuda be and is hereby approved;

- (b) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the memorandum of continuance, a copy of which has been produced to the EGM marked “A” for the purpose of identification, be and is hereby adopted in substitution for the existing amended and restated memorandum of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (c) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the bye-laws of the Company, a copy of which has been produced to the EGM marked “B” for the purpose of identification, be and is hereby adopted in substitution for the existing amended and restated articles of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (d) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the maximum number of directors of the Company (the “**Directors**”) shall, for the time being, be fixed at twenty (20) and the Directors be and are hereby authorised to fill any vacancies on the board of Directors and to appoint additional Directors up to the maximum number determined herein or such other maximum number as may be determined from time to time by members of the Company in general meeting and to appoint alternate Directors at their discretion; and
- (e) any one Director be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Change of Domicile.”

2. “**THAT** subject to the passing of special resolution numbered 1 above:

- (a) the entire amount standing to the credit of the share premium account of the Company as at the date of passing this resolution be and is hereby cancelled and transferred to an account designated as the contributed surplus account of the Company (the “**Cancellation of Share Premium Account**”);

- (b) the account designated as the contributed surplus account of the Company be designated as the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (as revised) (the “**Contributed Surplus Account**”) upon the Change of Domicile (as defined in special resolution numbered 1 above) becoming effective and the amount standing to the credit of such designated account shall continue to stand to the credit of the Contributed Surplus Account upon the Change of Domicile becoming effective; and
  - (c) any one Director be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Cancellation of Share Premium Account.”
3. “**THAT** subject to (i) the Change of Domicile (as defined in special resolution numbered 1 above) becoming effective; (ii) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below); and (iii) compliance with the requirements of Section 46(2) of the Companies Act 1981 (as amended) of Bermuda, with effect from the 2nd business day after the effective date of the Change of Domicile:
- (a) every twenty (20) issued and unissued shares of par value of HK\$0.10 each in the existing share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) share of HK\$2.00 each (each a “**Consolidated Share**”);
  - (b) immediately following the Share Consolidation becoming effective, the issued share capital of the Company be reduced from an amount of HK\$961,309,856.20 by an amount of HK\$956,503,306.919 to an amount of HK\$4,806,549.28 such that the par value of each issued Consolidated Share be reduced from HK\$2.00 to HK\$0.01 each by (i) an elimination of any fraction of a Consolidated Share arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number; and (ii) a cancellation of HK\$1.99 of the paid-up capital of the Company on each issued Consolidated Share so that each issued Consolidated Share will be treated as one (1) fully paid-up share of par value HK\$0.01 each in the share capital of the Company (the “**New Share(s)**”) (the “**Capital Reduction**”);

- (c) each of the then authorised but unissued Consolidated Shares of HK\$2.00 each be sub-divided into two hundred (200) New Shares (the “**Share Sub-division**“, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”) so that immediately following the Capital Reorganisation, the authorised share capital of the Company shall be changed from HK\$2,000,000,000 divided into 20,000,000,000 shares of par value of HK\$0.10 each to HK\$2,000,000,000 divided into 200,000,000,000 New Shares;
- (d) the credit arising from the Capital Reduction be transferred to the Contributed Surplus Account (as defined in special resolution number 2 above);
- (e) the amount as may from time to time standing to the credit of the Contributed Surplus Account be applied to set off the accumulated losses of the Company from time to time by the amount of such credit or be applied in any other manner as may be permitted under the by-laws of the Company and all applicable laws of Bermuda (including paying dividend or making any other distribution out of the Contributed Surplus Account) from time to time without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (f) any one Director be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation.”

By order of the Board  
**Apollo Future Mobility Group Limited**  
**Hui Chun Ying**  
*Chairman and Executive Director*

Hong Kong, 3 November 2023

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

*Principal place of business in Hong Kong:*  
Units 2001–2002  
20/F, Li Po Chun Chambers  
189 Des Voeux Road Central  
Sheung Wan  
Hong Kong

*Notes:*

1. A form of proxy to be used for the meeting is enclosed with the circular of the Company despatched to the Shareholder on 3 November 2023.
2. Any member entitled to attend and vote at the EGM (and any adjournment of such meeting) shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM (and any adjournment of such meeting). A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/her/it/they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. In order to be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis 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 holding the EGM (or any adjournment of such meeting) (as the case may be) at which the person named in the instrument proposes to vote.
5. Completion and return of the proxy form does not preclude a member from attending and voting in person at the EGM (or any adjournment of such meeting) and, in such event, the proxy form shall be deemed to be revoked.
6. Where there are joint holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM (and any adjournment of such meeting), the most senior will alone be entitled to vote, whether in person or by proxy. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. The register of members of the Company will be closed from Tuesday, 14 November 2023 to Monday, 20 November 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the EGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 13 November 2023.

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. Hui Chun Ying (Chairman) and Ms. Chen Yizi; one non-executive Director, namely Mr. Freeman Hui Shen (Co-Chairman); and four independent non-executive Directors, namely Mr. Teoh Chun Ming, Mr. Peter Edward Jackson, Mr. Charles Matthew Pecot III and Ms. Hau Yan Hannah Lee.*