**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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sky Blue 11 Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



SKYBLUE 11
天璽曜11有限公司

# Sky Blue 11 Company Limited

*(formerly known as Balk 1798 Group Limited 巴克1798集團有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1010)**

## (1) PROPOSED RE-ELECTION OF DIRECTORS;
## (2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
## AND
## (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**Annual General Meeting**") of Sky Blue 11 Company Limited to be held at Suite 6504, 65/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 6 June 2024 at 3:00 p.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (www.skyblue11.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 4 June 2024). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish. References to time and dates in this circular are to Hong Kong time and dates.

13 May 2024

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# DEFINITIONS

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

| | |
|---|---|
| "Annual General Meeting" | the annual general meeting of the Company to be held at Suite 6504, 65/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 6 June 2024 at 3:00 p.m. |
| "Board" | the board of Directors of the Company |
| "Bye-laws" | the bye-laws of the Company currently in force |
| "Company" | Sky Blue 11 Company Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |
| "Director(s)" | the director(s) of the Company |
| "HK$" | Hong Kong dollars, the lawful currency for the time being of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Issue Mandate" | a general and unconditional mandate proposed to be granted to the Directors to allot, issue or otherwise deal with additional Shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting |
| "Latest Practicable Date" | 3 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "PRC" | the People's Republic of China |

| | |
|---|---|
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time |
| "Share(s)" | ordinary share(s) of HK$0.1 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company |
| "Share Buy-back Mandate" | a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting |
| "Shareholder(s)" | holder(s) of Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Codes" | the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time |
| "%" | per cent |

# Sky Blue 11 Company Limited

*(formerly known as Balk 1798 Group Limited 巴克1798集團有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1010)**

*Executive Directors:*
Li Weina
Zhang Fumin
Zhang Yu

*Independent Non-executive Directors:*
Ching Ching
Song Donglin
Zhang Shengdong

*Registered Office:*
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal Place of Business in Hong Kong:*
Suite 6504, 65/F., Central Plaza
18 Harbour Road, Wanchai
Hong Kong

13 May 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

## 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 6 June 2024 at 3:00 p.m. and to give you the notice of the Annual General Meeting at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

## 2. PROPOSED RE-ELECTION OF DIRECTORS

The nomination committee of the Board (the "**Nomination Committee**") is responsible for reviewing the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. It is also responsible for, among others, assessing the independence of independent non-executive Directors and reviewing and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors, so as to ensure that all nominations, appointments and re-election are fair and transparent.

When formulating a recommendation to the Board for appointment of a Director (including an independent non-executive Director), the Nomination Committee shall consider various criteria in evaluating and selecting candidates for directorships, including, among others, (i) character, integrity and reputation; (ii) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Group's business and corporate strategy; (iii) the merit and contribution that the candidate will bring to the Board with due regard to the board diversity policy of the Company; (iv) the number of existing directorships and other commitments that may demand the attention of the candidate; (v) the requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the requirements under the Listing Rules; (vi) the board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board, which including but not limited to sex, age, culture and education background, ethnicity, professional experience, skills, knowledge and terms of service; and (vii) such other perspective appropriate to the Group's business.

The Board currently consists of six Directors, namely Ms. Li Weina, Mr. Zhang Fumin, Dr. Zhang Yu, Ms. Ching Ching, Dr. Song Donglin and Dr. Zhang Shengdong.

In accordance with Bye-laws 99, Mr. Zhang Fumin and Dr. Zhang Shengdong shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

In recommending Mr. Zhang Fumin to stand for re-election as an executive Director, the Nomination Committee has considered the profile, academic background, experience and other factors of Mr. Zhang Fumin as set out in Appendix I to this circular. Mr. Zhang Fumin has extensive experience in financial management, risk control and internal control. The Nomination Committee is satisfied that Mr. Zhang Fumin possesses the required character, integrity and experience to continuously fulfil his role as an executive Director effectively. The Board believes that the re-election of Mr. Zhang Fumin as the executive Director would be in the best interest of the Company and the Shareholders as a whole.

In recommending Dr. Zhang Shengdong to stand for re-election as an independent non-executive Director, the Nomination Committee has considered the profile, experience and other factors of Dr. Zhang Shengdong as set out in Appendix I to this circular. Dr. Zhang Shengdong has extensive experience and technological knowledge in electronic and computer engineering. The Nomination Committee is satisfied that Dr. Zhang Shengdong possesses the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. In addition, the Board has received annual written confirmation from Dr. Zhang Shengdong, confirming his independence in accordance with Rule 3.13 of the Listing Rules. The Board has assessed and reviewed his independence and believes Dr. Zhang Shengdong has satisfied the independence requirements. Therefore, the Board believes that the re-election of Dr. Zhang Shengdong as the independent non-executive Director would be in the best interest of the Company and the Shareholders as a whole.

Details of the Directors proposed for re-election are set out in Appendix I to this circular.

## 3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 6 June 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 44,429,417 Shares may be repurchased pursuant to the Share Buy-back Mandate on the basis that no further Shares are issued before the Annual General Meeting). The Directors wish to state that at the Latest Practicable Date, they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

## 4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 6 June 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue or otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 88,858,834 Shares may be issued pursuant to the Issue Mandate on the basis that no further Shares are issued before the Annual General Meeting). An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

## 5. CLOSURE OF REGISTER OF MEMBERS

The Annual General Meeting is scheduled to be held at 3:00 p.m. on Thursday, 6 June 2024. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of Shares of the Company will be registered.

In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 31 May 2024.

## 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 18 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (www.skyblue11.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 4 June 2024). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

## 7. RECOMMENDATION

The Directors consider that the proposed (i) re-election of Directors; (ii) granting of the Share Buy-back Mandate; and (iii) granting of the Issue Mandate; are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions in relation to the above matters as set out in the notice of the Annual General Meeting. As at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of the resolutions as stated in the notice of the Annual General Meeting.

## 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 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 misleading.

Yours faithfully,
For and on behalf of the Board
**Sky Blue 11 Company Limited**
**Li Weina**
*Executive Director*

Stated below are the details of the Directors proposed to be re-elected at the Annual General Meeting:

(i) Mr. Zhang Fumin ("**Mr. Zhang**"), Executive Director

Mr. Zhang Fumin, aged 52, was appointed as the executive Director on 16 April 2021. He obtained a master's degree in business administration from Dalian Maritime University. He served as (i) director of the transaction centre at Dalian Branch of Bank of China from December 1994 to November 2002; (ii) president of Dalian Software Park sub-branch of Bank of China from November 2002 to June 2006; (iii) director of consumer loan department at Dalian High-tech Park sub-branch of Bank of China from June 2006 to July 2013; (iv) general manager of Dalian Zhongying Shipbuilding Co., Ltd.（大連中盈船業製造有限公司）from 2015 to March 2016; (v) general manager of Dalian Wanjin Investment Co., Ltd.*（大連萬錦投資有限公司）from March 2016 to November 2018; (vi) general manager of Liaoning Jinlong Super Yacht Manufacturing Co., Ltd.*（遼寧錦龍超級遊艇製造有限公司）from December 2018 to January 2020; (vii) employee of Zhongying Int'l Holding Group Limited, a substantial shareholder of the Company, from November 2020 to January 2021; and (viii) general manager of Dalian Zhongying Lianhai Yacht Management Limited（大連中盈聯海遊艇管理有限公司）from January 2021 to present. He has extensive experience in financial management, risk control and internal control.

Mr. Zhang has entered into a contract with the Company in relation to his appointment as the executive Director, which may be terminated by either party giving to the other not less than 30 days prior notice in writing. He is entitled under the contract to a director fee of HK$10,000 per month, which was determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. His directorship will be subject to retirement by rotation and re-election pursuant to the Bye-laws. He will hold office until the Annual General Meeting at which he will be eligible for re-election in accordance with the Bye-laws.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang has confirmed that (i) he has not hold any directorship in other public listed companies in Hong Kong or overseas in the past three years; (ii) he does not hold any other position with the Company or subsidiaries of the Company; (iii) he does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (iv) he does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO; and (v) there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor there is any other matter that needs to be brought to the attention of the Shareholders.

* *For identification purpose only*

(ii) Dr. Zhang Shengdong ("**Dr. Zhang**"), Independent non-executive Director

Dr. Zhang Shengdong, aged 59, was appointed as the independent non-executive Director on 4 March 2019. He graduated in Peking University (北京大學) with doctoral degree in Sciences in 2002. He is currently a professor of the School of Electronic and Computer Engineering of Peking University (北京大學一信息工程學院).

Dr. Zhang was a director of Shenzhen Topray Solar Co., Ltd (深圳拓日新能源科技股份有限公司) from February 2010 to May 2016, which is listed on the Shenzhen Stock Exchange in the People's Republic of China (the "**PRC**"). He was a director of Shenzhen Refond Optoelectronics Co., Ltd (深圳市瑞豐光電子股份有限公司) from December 2019 to January 2023, which is listed on the Shenzhen Stock Exchange in the PRC.

Dr. Zhang has entered into a contract with the Company in relation to his appointment as an independent non-executive Director. Dr. Zhang is entitled to a director fee of HK$10,000 per month, which was determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. His directorship will be subject to retirement by rotation and re-election pursuant to the Bye-laws. He will hold office until the Annual General Meeting at which he will be eligible for re-election in accordance with the Bye-laws.

Save as disclosed above, as at the Latest Practicable Date, Dr. Zhang has confirmed that (i) he has not hold any directorship in other public listed companies in Hong Kong or overseas in the past three years; (ii) he does not hold any other position with the Company or subsidiaries of the Company; (iii) he does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (iv) he does not have any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO; and (v) there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor there is any other matter that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide you with requisite information reasonably necessary for you to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

## 1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 444,294,170 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued before the Annual General Meeting, the Directors would be authorised under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 44,429,417 Shares, representing 10% of the total number of issued Shares as at the date of the Annual General Meeting.

## 2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

## 3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with the Bye-laws and the applicable laws and regulations of Bermuda.

## 4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Buy-back Mandate is exercised in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. MARKET PRICES OF SHARES

The highest and lowest closed prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

| | **CLOSED PRICE PER SHARE** | |
|---|---|---|
| **Month** | **Highest** | **Lowest** |
| | *HK$* | *HK$* |
| **2023** | | |
| May | 0.870 | 0.830 |
| June | 0.890 | 0.790 |
| July | 0.870 | 0.790 |
| August | 0.860 | 0.850 |
| September | 1.290 | 0.840 |
| October | 3.890 | 1.010 |
| November | 4.330 | 1.180 |
| December | 0.920 | 0.550 |
| **2024** | | |
| January | 0.800 | 0.330 |
| February | 0.630 | 0.355 |
| March | 0.650 | 0.435 |
| April | 0.530 | 0.475 |
| May *(up to the Latest Practicable Date)* | 0.540 | 0.420 |

## 6. UNDERTAKING

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs in accordance with the Listing Rules, the Bye-laws and the applicable laws and regulations of Bermuda.

## 7. TAKEOVERS CODES

If as a result of a repurchase of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the interest of the Company, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, the substantial Shareholders of the Company (as defined in the Listing Rules) and their respective interests in the Shares were as follows:

| Name of substantial Shareholders | Number of Shares held | Approximate percentage of existing total issued Shares | Approximate percentage of total issued Shares if the Share Buy-back Mandate is exercised in full |
|---|---|---|---|
| Arrab Chalid | 68,500,000 | 15.42 | 17.13 |
| LLOYDS INVESTMENT GROUP FZCO | 68,500,000 | 15.42 | 17.13 |
| Zhongying Int'l Holding Group Limited *(Note 1)* | 52,321,012 | 11.78 | 13.09 |
| Mr. Duan Hongtao *(Note 1)* | 52,321,012 | 11.78 | 13.09 |

*Note:*

1. Mr. Duan Hongtao owned 99% of the issued shares of Zhongying Int'l Holding Group Limited which beneficially owned 52,321,012 shares of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Buy-Back Mandate, the total interests of the respective Shareholders would be increased to approximately the percentage shown in the respective last column as above.

Based on the information known as at the Latest Practicable Date, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Proposal.

The Directors have no present intention to repurchase Shares to such extent which will result in the aggregate number of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company or such other minimum percentage as prescribed by the Listing Rules from time to time.

## 8. SHARE BUY-BACK MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

# Sky Blue 11 Company Limited

*(formerly known as Balk 1798 Group Limited 巴克1798集團有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1010)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Sky Blue 11 Company Limited (the "**Company**") will be held at Suite 6504, 65/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 6 June 2024 at 3:00 p.m. for the following purposes:

### ORDINARY RESOLUTIONS

#### Ordinary business

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2023.

2. (a) To re-elect Mr. Zhang Fumin as executive director of the Company.

   (b) To re-elect Dr. Zhang Shengdong as independent non-executive director of the Company.

   (c) To authorise the board of directors of the Company to fix the directors' remuneration.

3. To re-appoint Prism Hong Kong and Shanghai Limited as independent auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

#### Special business

As special business, to consider and, if thought fit, to pass with or without modification, the following resolutions of the Company:

4. "**THAT**:

(a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (the "**Directors**") to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase ordinary shares in the capital of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") or of any other stock exchange as amended from time to time;

(b) the aggregate number of Shares of the Company is authorised to repurchase pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from 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 laws and regulations of Bermuda or the bye-laws and memorandum of association of the Company; and

(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."

5. "**THAT**:

(a) subject to paragraph (c) below, and pursuant to the Listing Rules, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) during the Relevant Period (as defined below) which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares;

(iii) an issue of Share as scrip dividends pursuant to the bye-laws of the Company from time to time; or

(iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company issued or any securities issued by the Company which are convertible into Shares,

shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from 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 laws and regulations of Bermuda or the bye-laws of the Company to be held; and

(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.

"**Right Issue**" means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (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 territory outside Hong Kong applicable to the Company)."

6. "**THAT**:

conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution."

By order of the Board
**Sky Blue 11 Company Limited**
**Li Weina**
*Executive Director*

Hong Kong, 13 May 2024

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 3:00 p.m. on Tuesday, 4 June 2024). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares 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 Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2024, being the last registration date.

5. References to time and dates in this Notice are to Hong Kong time and dates.

6. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

7. If tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons or a "black" rainstorm warning signal is in force at 12:00 noon on 6 June 2024, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

*As at the date of this notice, the Board of the Company comprises six directors. The executive Directors are Ms. Li Weina, Mr. Zhang Fumin and Dr. Zhang Yu; and the independent non-executive Directors are Ms. Ching Ching, Dr. Song Donglin and Dr. Zhang Shengdong.*