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## DAIDO GROUP LIMITED

大同集團有限公司\*

*(Incorporated in Bermuda and its members' liability is limited)*

(Stock Code: 00544)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Daido Group Limited (the “**Company**”) will be held at Conference Room, 1st Floor, No. 8 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong on Monday, 14 July 2025 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional subscription agreement dated 20 April 2025 (the “**CB Subscription Agreement A**”) entered into between YuYu Future Investment Limited as subscriber (the “**CB Subscriber A**”) and the Company as issuer, in relation to, among other things, the issue of the convertible bonds in the principal amount of HK\$15,000,000 (the “**Convertible Bonds A**”) convertible into conversion shares (the “**Conversion Shares A**”) at the initial conversion price of HK\$0.04801, which shall be adjusted to HK\$0.4801 upon the Share Consolidation (as defined below) becoming effective, and the transactions contemplated thereunder (copies of the CB Subscription Agreement A having been produced to the Meeting and marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) and are ratified, confirmed and approved and any directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and give effect to the CB Subscription Agreement A and the transactions contemplated thereunder;
- (b) the Directors hereby be granted by a specific mandate to allot and issue the Conversion Shares A upon the exercise of the conversion rights attached to the Convertible Bonds A in accordance with the terms and conditions of the Convertible Bonds A; and

\* *for identification purposes only*

- (c) any Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the CB Subscription Agreement A and the transactions contemplated thereunder as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to give effect to the CB Subscription Agreement A and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, necessary or desirable.”

2. **“THAT**

- (a) the conditional subscription agreement dated 20 April 2025 (the “**CB Subscription Agreement B**”) entered into between Protoss Global Opportunities Fund as subscriber (the “**CB Subscriber B**”) and the Company as issuer, in relation to, among other things, the issue of the convertible bonds in the principal amount of HK\$15,000,000 (the “**Convertible Bonds B**”) convertible into conversion shares (the “**Conversion Shares B**”) at the initial conversion price of HK\$0.04801, which shall be adjusted to HK\$0.4801 upon the Share Consolidation (as defined below) becoming effective, and the transactions contemplated thereunder (copies of the CB Subscription Agreement B having been produced to the Meeting and marked “B” and initialed by the Chairman of the Meeting for the purpose of identification) be and are ratified, confirmed and approved and any Directors be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and give effect to the CB Subscription Agreement B and the transactions contemplated thereunder;
- (b) the Directors hereby be granted by a specific mandate to allot and issue the Conversion Shares B upon the exercise of the conversion rights attached to the Convertible Bonds B in accordance with the terms and conditions of the Convertible Bonds B; and
- (c) any Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the CB Subscription Agreement B and the transactions contemplated thereunder as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to give effect to the CB Subscription Agreement B and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, necessary or desirable.”

3. **“THAT**

- (a) the conditional subscription agreement dated 20 April 2025 (the “**CB Subscription Agreement C**”) entered into between Providence Discovery Fund as subscriber (the “**CB Subscriber C**”) and the Company as issuer, in relation to, among other things, the issue of the convertible bonds in the principal amount of HK\$15,000,000 (the “**Convertible Bonds C**”) convertible into conversion shares (the “**Conversion Shares C**”) at the initial conversion price of HK\$0.04801, which shall be adjusted to HK\$0.4801 upon the Share Consolidation (as defined below) becoming effective, and the transactions contemplated thereunder (copies of the CB Subscription Agreement C having been produced to the Meeting and marked “C” and initialed by the Chairman of the Meeting for the purpose of identification) be and are ratified, confirmed and approved and any Directors be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and give effect to the CB Subscription Agreement C and the transactions contemplated thereunder;
- (b) the Directors hereby be granted by a specific mandate to allot and issue the Conversion Shares C upon the exercise of the conversion rights attached to the Convertible Bonds C in accordance with the terms and conditions of the Convertible Bonds C; and
- (c) any Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the CB Subscription Agreement C and the transactions contemplated thereunder as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to give effect to the CB Subscription Agreement C and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, necessary or desirable.”

4. **“THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued arising from the Share Consolidation (as defined below) and with effect from the later of (i) the second business day immediately following the date of passing of this resolution; or (ii) the date on which such listing and permission to deal are granted:

- (a) every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be and are hereby consolidated into one (1) share of par value of HK\$0.10 (the “**Consolidated Shares**”) and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and

have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company (the “**Share Consolidation**”);

- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (c) any one of the Directors be and is hereby authorised to do all such acts and things and execute all documents he/she considers necessary, desirable or expedient to give effect to any or all of the foregoing arrangements, the Share Consolidation and the transactions contemplated thereunder.”

By order of the Board  
**Daido Group Limited**  
**Fung Pak Kei**  
*Executive Director*

Hong Kong, 27 June 2025

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal place of  
business in Hong Kong:*  
Unit No. 1301, Level 13  
Tower 1, Kowloon Commerce Centre  
N. 51 Kwai Cheong Road  
Kwai Chung  
New Territories  
Hong Kong

*Notes:*

1. For the purposes of determining members’ eligibility to attend, speak and vote at the Meeting (or at any adjournment thereof) to be held on Monday, 14 July 2025, the register of members of the Company will be closed. Details of such closure are set out below:

For determining eligibility to attend, speak and vote at the Meeting:

Latest time to lodge transfer documents for registration . . . . . 4:00 p.m. on  
Tuesday, 8 July 2025

Closure of register of members. . . . . Wednesday, 9 July 2025 to  
Monday, 14 July 2025 (both days inclusive)

Record date. . . . . Monday, 14 July 2025

During the above closure period, no transfer of shares of the Company (“Shares”) will be registered. To be eligible to attend, speak and vote at the Meeting (or at any adjournment thereof), all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration no later than the aforementioned latest time.

2. A member of the Company entitled to attend, speak and vote at the Meeting (or at any adjournment thereof) convened by the above notice is entitled to appoint one or more than one proxy (if holding two or more Shares) to attend, speak and vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the completed form of proxy must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, at least 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be). If a form of proxy is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to Union Registrars Limited together with the form of proxy. For the avoidance of doubt, form of proxy sent by facsimile or electronic means is not accepted.
4. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. In the case of joint holders of Shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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 in respect of the joint holding.
6. 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 Meeting, the Meeting will be rescheduled. The Company will post an announcement on the website of the Company at [www.irasia.com/listco/hk/daido/index.htm](http://www.irasia.com/listco/hk/daido/index.htm) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled Meeting.
7. Pursuant to the Listing Rules, all resolutions set out in the notice of the Meeting will be decided by poll at the Meeting.
8. As at the date hereof, the Board comprises executive Director, namely, Mr. Fung Pak Kei, non-executive Director, namely Ms. Kwan Nga Chung and independent non-executive Directors, namely, Mr. Leung Chi Hung, Mr. Lo Chi Wang and Mr. Tse Yuen Ming.