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WALNUT CAPITAL LIMITED
胡桃資本有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 905)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Original Notice**”) of annual general meeting (the “**AGM**”) of Walnut Capital Limited (the “**Company**”) dated 23 April 2024 and the announcement of the Company dated 24 May 2024 in relation to the adjournment of the AGM. This notice shall be read together with the Original Notice. Capitalised terms used herein shall have the same meanings as defined in the Original Notice unless the context requires otherwise.

NOTICE IS HEREBY GIVEN that the adjourned annual general meeting (the “**Adjourned AGM**”) of the Company will be held at Unit 3108, 31/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 21 June 2024 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the Original Notice as ordinary resolutions of the Company.

By order of the Board
Walnut Capital Limited
Mung Kin Keung
Chairman

Hong Kong, 30 May 2024

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business in
Hong Kong:*
Unit 3108, 31/F
West Tower, Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Adjourned AGM convened by this notice is entitled to appoint one or, if he/she/it is the holder of two or more Shares, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company, but must be present in person at the Adjourned AGM to represent the member.
2. In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.
3. The register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, in order to determine the entitlement to attend the Adjourned AGM. In order to qualify for attending and voting at the Adjourned AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 17 June 2024.
4. The forms of proxy (the "**Proxy Form(s)**") for the AGM, which have been despatched to the shareholders (the "**Shareholder(s)**") of the Company together with the circular of the Company dated 23 April 2024 and the Original Notice, will remain valid for the Adjourned AGM.
5. Shareholders who have yet to lodge the Proxy Form(s) but intend to appoint a proxy to attend the Adjourned AGM are required to lodge the Proxy Form(s) with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the Adjourned AGM (i.e. 11:00 a.m. on Wednesday, 19 June 2024). If a Shareholder who remains as a Shareholder on the date of the Adjourned AGM has already completed and submitted the Proxy Form in accordance with the instructions printed thereon, such Proxy Form will remain valid for the Adjourned AGM and such Shareholder is not required to submit the Proxy Form again. For any Shareholders who have submitted the Proxy Forms but are no longer in the register of members of the Company on the date of the Adjourned AGM, the Proxy Forms shall be treated as null and void.
6. If any Shareholder chooses to re-submit the Proxy Form, the last Proxy Form, if correctly completed, received by the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, not less than 48 hours before the time appointed for holding the Adjourned AGM or any adjournment thereof (as the case may be) will revoke and supersede the Proxy Form previously submitted by such Shareholder.
7. With respect of resolutions numbered 2 and 3 of the Original Notice, Mr. Mung Bun Man, Alan and Mr. Fung Wai Ching shall retire from the office of directorship by rotation and shall offer themselves for re-election in accordance with the Bye-laws. Details of the retiring Directors which are required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange are set out in the circular of the Company dated 23 April 2024.

As at the date of this Notice, the Board comprises two executive Directors, namely, Mr. Mung Kin Keung (Chairman) and Mr. Mung Bun Man, Alan; one non-executive Director, namely, Mr. Wang Mingmin; and three independent non-executive Directors, namely, Mr. Fung Wai Ching, Ms. Lui Sau Lin and Mr. Chung Wang Hei.