



Merkanti Holding p.l.c.
Aragon House Business Centre
Dragonara Road
St. Julians, STJ 3140
Malta

COMPANY ANNOUNCEMENT

Reference: (08/2020)

Notice of Extraordinary General Meeting

This a company announcement issued by Merkanti Holding p.l.c. (C 70823) (the "**Company**") pursuant to Listing Rule 5.16.18 of the Listing Rules issued by the Listing Authority.

An extraordinary general meeting of the Company has been scheduled for 10th September 2020 for the Shareholders to consider and, if appropriate, adopt the following ordinary and extraordinary resolutions:

Ordinary Resolution:

To issue and allot 20,000 Ordinary 'A' Shares at nominal value, 25% paid up, to Merchants Employees Incentive Corp. of Room 2409, 2299 Shanghai Mart Tower Yan An Road West, Changning District, Shanghai, China 200336 in consideration of payment received in cash for 25% of the nominal value of the said shares (the "**Share Issue**"); and to authorize any one director and/or the company secretary the power to do all that is necessary and/or desirable to implement the Share Issue.

Extraordinary Resolutions:

- a) To resolve that the pre-emption rights enjoyed by the Company's shareholders in connection with the Share Issue, be and are unanimously waived to the fullest extent possible;
- b) To resolve that the Board of Directors of the Company be authorized to exercise the power of the Company to issue and allot shares up to the amount of the authorized but unissued share capital of the Company from time-to-time (in respect of each class), to issue any options which may be convertible into such shares and to issue any other rights and/or securities, by whatever name referred to, which may entitle the holder thereof to subscribe to shares in the Company (up to the amount of the authorized but unissued share capital of the Company from time-to-time), and the Board of Directors may offer, allot, grant, or otherwise dispose of such shares, options, rights and/or securities to such persons on such terms and in such manner as they think fit, provided that any authority given under this resolution to the Board of Directors will expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed. This authority supersedes any previous authority granted by the shareholders under Article 85 of the Companies Act);
- c) To resolve that subject to the provisions of article 88 of the Companies Act, the Board of Directors of the Company be generally authorised to restrict or withdraw any and all pre-emption rights of the Company's shareholders for as long as the Board of Directors remains authorised to



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issue and allot shares or options which may be convertible into such shares, or any other rights or securities by whatever name referred to, which may entitle the holder thereof to subscribe to shares in the Company in terms of the resolution adopted by the Shareholders at this extraordinary general meeting and article 85 of the Companies Act.

The Shareholders of the Company signified their consent for this meeting of Shareholders of the Company to be held notwithstanding that the meeting is called by shorter notice than that specified in Article 58 of the Company's Articles of Association and Section 130 of the Companies Act (Chapter 386 of the Laws of Malta).

By order of the Board.

Name: *Dr. Louis Cassar Pullicino*
For and on behalf of
Ganado Services Limited
Company Secretary

07 September 2020