

THE COMPANIES ORDINANCE
(CHAPTER 622)

NOTICE OF PROPOSED AMALGAMATION

OF

FANS PRECISION (HONG KONG) CO., LIMITED

芳珠精密加工（香港）有限公司
(Company No.: 0583565)
(Business Registration No.: 20589876)

Sanwa Felt Hong Kong Limited

三和氈子香港有限公司
(Company No.: 1909817)
(Business Registration No.: 61460322)

NOTICE IS HEREBY GIVEN THAT a horizontal amalgamation (the “Proposed Amalgamation”) between each of the Amalgamating Subsidiaries, both are wholly owned by F&A Nonwovens Corporation, has been proposed pursuant to Division 3 of Part 13 of the Companies Ordinance (Chapter 622). Under the proposed amalgamation:

- i) Sanwa Felt Hong Kong Limited 三和氈子香港有限公司 and FANS PRECISION (HONG KONG) CO., LIMITED 芳珠精密加工（香港）有限公司 will merge together and continue as one company under the name of FANS PRECISION (HONG KONG) CO., LIMITED 芳珠精密加工（香港）有限公司 (the “Amalgamated Company”) with effect from 04 February 2025 under and in accordance with the terms of the Companies Ordinance;
- ii) the shares of Sanwa Felt Hong Kong Limited 三和氈子香港有限公司 will be cancelled without payment or other consideration;
- iii) the articles of association of the Amalgamated Company shall be the same as the articles of FANS PRECISION (HONG KONG) CO., LIMITED 芳珠精密加工（香港）有限公司;
- iv) the directors of each of the Companies are satisfied that the company is solvent and have confirmed that the conditions specified in Section 681(2)(c)(i) & (ii) of the Companies Ordinance are satisfied and none of the Section 681(2)(d)(i)(A) & (B) of the Companies Ordinance exists;
- v) the following persons would be the directors of the Amalgamated Company:-

MAEHARA Toyoteru 前原豐輝

NABETA Hiroaki

LING Wai Ling Celia 凌慧玲

KAWANO Akira

SEKINE Masaaki

- vi) each of the Amalgamating Subsidiaries will cease to exist as entities separate from the Amalgamated Company once the horizontal amalgamation becomes effective; and
- vii) the Amalgamated Company will succeed to all the property, rights, and privileges and all the liabilities and obligations, of each of the Amalgamated Subsidiaries once the horizontal amalgamation becomes effective.

On and after the effective date of the Amalgamation:

- a) any proceedings pending by or against each of the Amalgamating Subsidiaries may be continued by or against the Amalgamated Company;
- b) any conviction, ruling, order or judgement in favour of or against each of the Amalgamating Subsidiaries may be enforced by or against the Amalgamated Company; and
- c) any agreement entered into by each of the Amalgamating Subsidiaries may be enforced by or against the Amalgamated Company unless otherwise provided in the agreement.

Date this 13 December 2024

FANS PRECISION (HONG KONG) CO., LIMITED 芳珠精密加工（香港）有限公司 (Sd.)
Sanwa Felt Hong Kong Limited 三和氈子香港有限公司 (Sd.)