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China Golden Classic Group Limited

中國金典集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8281)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of China Golden Classic Group Limited (the “**Company**”) will be held at Conference Room, No. 35 Yingbin Road, Xiake Town, Jiangyin City, Jiangsu Province, the PRC on Thursday, 18 May 2023 at 10:15 a.m. or, if later, immediately after the conclusion of the extraordinary general meeting of the Company to be held at 10:00 a.m. on the same day and at the same place, to consider and, if thought fit, pass, with or without modification, the following resolutions:

AS ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (each a “**Director**”) and the independent auditor of the Company for the year ended 31 December 2022.
2. (a) Each as a separate resolution, to re-elect the following retiring Directors:
 - (i) Mr. Pan Qingwei as an independent non-executive Director; and
 - (ii) Mr. Tang Wai Yau as an independent non-executive Director;(b) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of Directors to fix the auditor’s remuneration.
4. “**THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any

other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with any applicable law or the laws of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of the Shares in issue as at the date of the passing of this resolution and the mandate pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Companies Act of the Cayman Islands or the articles of association of the Company to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the GEM Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with any additional Shares and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry right to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the respective

approval and authorisation referred to in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of any options granted under the existing share option scheme or other option scheme or similar arrangements of the Company for the time being adopted by the Company from time to time; (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company and other relevant regulations in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of (i) 20% of the aggregate number of Shares in issue at the date of the passing of this resolution, and (ii) (if the Directors are so authorised by resolution numbered 6) the aggregate number of Shares that may have been bought back pursuant to the buy-back mandate referred to in resolution numbered 4 (up to a maximum equivalent to 10% of the number of issued Shares as at the date of passing resolution numbered 6); and

(d) for the purpose 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Companies Act of the Cayman Islands or the articles of association of the Company to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of shares in the Company on the register of members on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusion 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

6. “**THAT** subject to the passing of resolutions numbered 4 and 5 above, the authority of the Directors pursuant to resolution numbered 5 be and is hereby approved to extend to cover such amount representing the aggregate number of Shares bought back by the Company pursuant to the authority granted pursuant to resolution numbered 4, provided that such extended amount shall represent up to 10% of the number of issued Shares of the Company as at the date of passing of the said resolutions.”
7. “**THAT:**
- (a) the declaration and payment of a final dividend of RMB0.5 cents per Share out of the distributable reserves of the Company (the “**Final Dividend**”) for the year ended 31 December 2022 to the shareholders of the Company whose names appeared on the register of members of the Company on the record date fixed by the board of Directors for determining the entitlements to the Final Dividend be and is hereby approved; and
- (b) any Director be and is hereby authorised to take such action, do such things and sign and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.”

By order of the Board
China Golden Classic Group Limited
Li Qiuyan
Chairman

Hong Kong, 24 March 2023

Registered office:
Windward 3, Regatta Office Park
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Grand Cayman
KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Flat B, 19/F
Times Media Centre
133 Wan Chai Road
Wan Chai
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting may appoint one or, if he holds two or more Shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the most senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), 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.

3. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 12 May 2023 to Thursday, 18 May 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 11 May 2023. Shareholders whose names appear on the register of members on Thursday, 18 May 2023 are entitled to attend and vote at the AGM or any adjournment thereof.
4. In order to be valid, the completed proxy form, 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:15 a.m. on Tuesday, 16 May 2023) or adjourned meeting (as the case may be). The proxy form will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.goldenclassicbio.com).
5. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof in person should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. With respect to resolution numbered 2(a) of this notice, Mr. Pan Qingwei and Mr. Tang Wai Yau shall retire and, being eligible, offer themselves for re-election. Details of their information which are required to be disclosed under the GEM Listing Rules are set out in Appendix II to the circular of the Company dated 24 March 2023.
8. In relation to resolutions numbered 5 and 6 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares.
9. In relation to resolution numbered 4 above, the Directors wish to state that they will exercise the powers conferred thereby to buy back Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement as required by the GEM Listing Rules in connection with the buy-back mandate under resolution numbered 4 above is set out in Appendix I to the circular of the Company dated 24 March 2023.
10. Subject to the fulfilment of certain conditions set out in the circular of the Company dated 24 March 2023, the Final Dividend is payable to the shareholders of the Company whose names appear on the register of members of the Company on Thursday, 1 June 2023, being the record date for determination of entitlement to the Final Dividend. For determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Wednesday, 31 May 2023 to Thursday, 1 June 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 30 May 2023. The Final Dividend, subject to the conditions of the payment of the Final Dividend having been satisfied, is expected to be distributed on Friday, 16 June 2023.
11. Pursuant to Rule 17.47(4) of the GEM Listing Rules, all resolutions set out in this notice will be decided by poll at the Meeting.

As at the date of this notice, the executive Directors are Ms. Li Qiuyan, Mr. Tong Xing and Ms. Du Yongwei; and the independent non-executive Directors are Mr. Ye Jingzhong, Mr. Tang Wai Yau and Mr. Pan Qingwei.

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

This notice will remain on the “Latest Listed Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting. This notice will also be posted on the website of the Company at www.goldenclassicbio.com.