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METaverse YUNJI TECHNOLOGY GROUP COMPANY LIMITED

元宇宙雲基科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Metaverse Yunji Technology Group Company Limited (the “**Company**”) will be held at Room 1101-04, 11/F., Harcourt House, 39 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 7 June 2023 at 9:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. to fix the maximum number of directors (the “**Directors**”) of the board (the “**Board**”) of the Company at nine and to authorise the Board to appoint additional Directors up to such maximum number;
2. to appoint Mr. Chan Wang Fai as an executive Director;
3.
 - (a) to re-elect Mr. Tang Yuxiao as an executive Director;
 - (b) to re-elect Mr. Zhao Xiuming as an executive Director;
 - (c) to re-elect Ms. Cai Peiyao as an executive Director;
 - (d) to re-elect Mr. Lam Chiu Chuen as an independent non-executive Director; and
4. to authorise the Board to fix the remuneration of the Directors.

SPECIAL RESOLUTIONS

As special business, to consider and, if thought fit, to pass the following resolutions as special resolutions of the Company:

5. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”) being obtained, the English name of the Company be changed from “Metaverse Yunji Technology Group Company Limited” to “ZIONCOM HOLDINGS LIMITED”, and the dual foreign name in Chinese of the Company, being “元宇宙雲基科技集團有限公司” be dispensed with (the “**Change of Company Name**”), with effect from the date on which the Registrar issues a certificate of incorporation on change of name, and any Director and the company secretary (the “**Company Secretary**”) of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and (where required) under seal of the Company, and take all steps which, in his/her/its opinion, may be necessary, desirable or expedient to implement and give effect to the aforesaid Change of Company Name, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

6. “**THAT** subject to and conditional upon the passing of the special resolution no. 5 as set out in this notice and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar in respect of the Change of Company Name (the “**Certificate Date**”):
 - (a) the proposed amendments to the existing articles of association (the “**Articles**”) of the Company (the “**Proposed Amendments**”) as set out in Appendix II to the circular of the Company dated 19 May 2023, be and are hereby approved;

 - (b) the amended and restated Articles (the “**New Articles**”, a copy of which is tabled at the Meeting and signed by the Chairman of the Meeting for identification purpose), which contains all the Proposed Amendments, be and are hereby adopted as the New Articles of the Company, in substitution for, and to the exclusion of, the existing Articles with effect from the Certificate Date; and

- (c) any Director or the Company Secretary be and is hereby authorised to attend to all the necessary filings in Hong Kong and in the Cayman Islands in relation to the adoption of the New Articles.”

By order of the Board
Metaverse Yunji Technology Group Company Limited
Tang Yuxiao
Executive Director

Hong Kong, 19 May 2023

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 9:00 a.m. on Monday, 5 June 2023) before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, 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 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. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so desire and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. For the purpose of determining shareholders' entitlements to attend and vote at the Meeting, the transfer books and the register of members of the Company will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 1 June 2023.
8. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Wednesday, 7 June 2023, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this notice, the Board currently comprises of six Directors, namely three executive Directors, being Mr. Tang Yuxiao, Mr. Zhao Xiuming and Ms. Cai Peiyao, and three independent non-executive Directors, being Mr. Ng Thiam Chye (Alias Huang Tiancai), Mr. Wang Yow Hsiong and Mr. Lam Chiu Chuen.

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.

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