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Narnia (Hong Kong) Group Company Limited

納尼亞(香港)集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8607)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Narnia (Hong Kong) Group Company Limited (the “**Company**”) will be held at the Head Office conference room, Jiapu Economic Development Area, Changxing County, Huzhou City, Zhejiang Province, the PRC on Tuesday, 14 November 2023 at 11:00 am for the purpose of considering and, if thought fit, pass with or without modification the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** the proposed amendments to the existing amended and restated articles of association of the Company (the “**Proposed Amendments**”) as set out in the Appendix to the circular of the Company dated 27 October 2023 (the “**Circular**”) be and are hereby approved and the second amended and restated articles of association of the Company consolidating all the Proposed Amendments in the form of the document marked “**A**” and produced to this meeting and for the purpose of identification initialled by the chairman of this meeting, be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of this meeting and that any Director be and is hereby authorised to do all things necessary to implement the adoption of the second amended and restated articles of association of the Company.”

Yours faithfully,

By Order of the Board

Narnia (Hong Kong) Group Company Limited

Mr. Dai Shunhua

Chairman

Zhejiang, the PRC, 27 October 2023

Executive Directors:

Mr. Dai Shunhua (*Chairman*)
Ms. Song Xiaoying
Mr. Yeung Yiu Wah Francis

Independent Non-executive Directors:

Mr. Song Jun
Dr. Liu Bo
Mr. Yu Chung Leung

Notes:

- (a) A Shareholder entitled to attend and vote at the above meeting may appoint one or more proxies, if he is the holder of two or more Shares, to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
- (b) Where there are joint registered holders of any Share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (c) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (d) The above resolution will be put to vote at the meeting by way of poll.
- (e) The Register of Members of the Company will be closed from Thursday, 9 November 2023 to Tuesday, 14 November 2023 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the meeting, all transfer document, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:00 p.m. (Hong Kong Time) on Wednesday, 8 November 2023.
- (f) Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
- (g) If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on the date of meeting, the meeting will be adjourned in accordance with the memorandum and articles of association of the Company, and further announcement for details of the adjourned meeting 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.
- (h) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

Shareholders are strongly encouraged to appoint the chairman of the extraordinary general meeting of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the extraordinary general meeting of the Company in person.

As at the date of this notice, the executive Directors are Mr. Dai Shunhua, Ms. Song Xiaoying and Mr. Yeung Yiu Wah Francis, and the independent non-executive Directors are Dr. Liu Bo, Mr. Song Jun and Mr. Yu Chung Leung.

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 Information" page of the Stock Exchange's website at <http://www.hkexnews.hk> for at least 7 days from the date of its publication and on the Company's website at www.narnia.hk.