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Xiezhong International Holdings Limited

協眾國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3663)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of the shareholders of Xiezhong International Holdings Limited (the “**Company**”) will be held at 389 Kening Road, Science Park, Jiangning District, Nanjing, Jiangsu Province, PRC on Tuesday, 15 December 2020 at 4:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the entering into of the land resumption agreement dated 8 May 2020 and the supplemental agreement dated 10 August 2020 (the “**Land Resumption Agreement**” and the “**Supplemental Agreement**”, a copy of which has been produced to the EGM marked “**A**”) between Nanjing Xiezhong Auto-Airconditioner (Group) Co., Ltd.* (南京協眾汽車空調集團有限公司) and Nanjing Jiangning High and New Technology Industrial Development Zone Management Committee* (南京江寧高新技術產業開發區管理委員會) and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified.
- (b) any one of the directors of the Company (the “**Director(s)**”) be and is hereby authorised to do all such acts and things, and to sign, execute and seal (where required) all such further documents, instruments or agreements and to take all steps as such Director may in his/her absolute discretion consider necessary, appropriate,

desirable or expedient to implement and/or give full effect to or in connection with the Land Resumption Agreement, the Supplemental Agreement and the Land Resumption contemplated thereunder.”

* *For identification purposes only*

Yours faithfully,
By Order of the Board
Xiezhong International Holdings Limited
CHEN Cunyou
Chairman

Hong Kong, 24 November 2020

Notes:

1. The transfer books and register of members will be closed from Thursday, 10 December 2020 to Tuesday, 15 December 2020, both days inclusive, for the purpose of ascertaining shareholder’s entitlement to attend and vote at the extraordinary general meeting (the “EGM”), during which period no share transfers can be registered. In order to be eligible to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 9 December 2020.
2. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her stead. A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the person appointed as proxy in the space provided.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.

As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Mr. Chen Cunyou, Mr. Ge Hongbing, Ms. Chen Xiaoting and Mr. Shen Jun; one non-executive director, namely Mr. Guo Zhenjun; and two independent non-executive directors, namely Mr. Cheung Man Sang and Mr. Zhang Shulin.