

**IN THE SUPREME COURT OF BERMUDA  
CIVIL JURISDICTION  
COMMERCIAL COURT  
2021: No. 88  
IN THE MATTER OF  
ZHUHAI HOLDINGS INVESTMENT GROUP LIMITED  
AND  
IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981 OF  
BERMUDA, AS AMENDED**

**SCHEME OF ARRANGEMENT BETWEEN  
ZHUHAI HOLDINGS INVESTMENT GROUP LIMITED AND  
THE SCHEME SHAREHOLDERS**

**NOTICE OF COURT MEETING**

**NOTICE IS HEREBY GIVEN** that, by an order (the “**Order**”) dated 8 April 2021 made in the above matter, the Supreme Court of Bermuda (the “**Court**”) has directed a meeting (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme mentioned below) to be convened and held for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme**”) proposed to be made between Zhuhai Holdings Investment Group Limited (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held at Salon I, II & III, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 May 2021 at 12:00 p.m. (Hong Kong time) at which all Scheme Shareholders are invited to attend.

The Scheme and the explanatory statement required by Section 100 of the Bermuda Companies Act 1981, as amended, are part of the composite scheme document, which also includes this notice and other information, a copy of which are incorporated in the document of which this Notice forms part and can be obtained by Scheme Shareholders from the Hong Kong branch share registrar of the Company, Tricor Tengis Limited.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, as their proxy to attend, speak and vote in their stead. A **PINK** form of proxy for use at the Court Meeting is enclosed with the composite scheme document.

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding. In the case of a Scheme Shareholder which is a corporation, the Scheme Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the Court Meeting and exercise the same powers on behalf of the corporate Scheme Shareholder as if the corporate Scheme Shareholder was an individual Scheme Shareholder of the Company.

**PINK** forms appointing proxies should be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by 12:00 p.m. (Hong Kong time) on Sunday, 16 May 2021, but if the **PINK** forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting who has absolute discretion whether or not to accept them.

By the Order, the Court has appointed Mr. Hui Chiu Chung, or failing him, any other director of the Company, to act as chairman of the Court Meeting and has directed the chairman to report the results of the Court Meeting to the Court.

The Scheme is subject to the subsequent sanction of the Court.

Dated: 21 April 2021

By order of the Court  
Appleby (Bermuda) Ltd  
Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda  
Attorneys for the Company

*Notes:*

Taking into account the novel coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Court Meeting to protect the attending Scheme Shareholders, staff and stakeholders from risk of infection including, without limitation:

- (a) compulsory body temperature checks will be conducted for every Scheme Shareholder, proxy or other attendee at each entrance of the venue. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue;
- (b) each attending Scheme Shareholder or proxy or other attendee is required to wear a surgical face mask properly throughout the Court Meeting and to maintain a safe distance between seats;
- (c) no refreshments will be served at the Court Meeting; and
- (d) each attendee may be asked whether (i) he/she has travelled outside of Hong Kong within the 14-day period immediately before the Court Meeting; and (ii) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the venue or be required to leave the venue but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine, may be denied entry into the venue. In view of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (as amended, supplemented and/or modified from time to time) and the requirements for social distancing to ensure the health and safety of attendees, there will be limited capacity for Scheme Shareholders to attend the Court Meeting. The attending Scheme Shareholders (or their proxies) will be admitted to the venue on a first-come first-served basis.

The Company reminds all Scheme Shareholders that they may exercise their right to vote at the Court Meeting by appointing the chairman of the Court Meeting as their proxy to vote on the relevant resolutions at the Court Meeting as an alternative to attending the Court Meeting in person. Physical attendance by a Scheme Shareholder is not necessary for the purpose of exercising their voting rights. Completion and return of the forms of proxy in respect of the Court Meeting will not preclude the Scheme Shareholders from attending and voting in person at the Court Meeting or any adjournment thereof should they subsequently so wish.

The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong Government, and if necessary, will make further announcements in case of any update regarding the precautionary measures to be carried out at the Court Meeting.