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## **ZHUHAI HOLDINGS INVESTMENT GROUP LIMITED**

### **珠海控股投資集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00908)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Zhuhai Holdings Investment Group Limited (the “**Company**”) will be held at Salon I, II & III, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 May 2021 at 12:30 p.m. (or immediately after the conclusion or adjournment of the Court Meeting convened at the direction of the Supreme Court of Bermuda for the same day and place), for the purpose of considering and, if thought fit, passing (with or without modifications) the following as a special resolution and an ordinary resolution, respectively:

### **SPECIAL RESOLUTION**

1. “**THAT**, for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (the “**Scheme**”) as set out in the composite scheme document dated 21 April 2021 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting, on the Effective Date, any reduction of the issued share capital of the Company by the cancellation of the Scheme Shares be and is hereby approved.”

### **ORDINARY RESOLUTION**

2. “**THAT**:
  - (A) subject to and simultaneously with the cancellation of the Scheme Shares, the issued share capital of the Company shall be restored by the application of the credit arising in the books of account of the Company by the cancellation of the Scheme Shares being applied in paying up in full at par the new shares of the Company to be issued to the Offeror be and is hereby approved and the directors of the Company be and are hereby authorised to allot and issue the new shares of the Company accordingly;
  - (B) subject to the Scheme taking effect, the withdrawal of listing of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be and is hereby approved; and
  - (C) the directors of the Company be and are hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by them to be necessary or desirable for or in connection with the implementation of the

Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the shares of the Company on the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of issued share capital of the Company; (iii) the allotment and issue of the shares of the Company referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Supreme Court of Bermuda may see fit to impose and to do all other acts and things and/or sign such documents considered by them to be necessary for or desirable in connection with the implementation of the Scheme and in relation to the proposed privatisation of the Company by the Offeror by way of the Scheme as a whole.”

By order of the Board  
**Zhuhai Holdings Investment Group Limited**  
**Zeng Jianping**  
*Chairman*

Hong Kong, 21 April 2021

*As at the date of this notice, the Board comprises Mr. Zeng Jianping, Mr. Jin Tao, Mr. Ye Yuhong and Mr. Li Wenjun as executive Directors; Mr. Zou Chaoyong as non-executive Director; and Mr. Hui Chiu Chung, Mr. Chu Yu Lin, David, Mr. Albert Ho and Mr. Wang Yijiang as independent non-executive Directors.*

*Notes:*

- (1) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the composite scheme document dated 21 April 2021 shall have the same meanings when used in this notice.
- (2) All resolutions at the Meeting will be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.0908.hk](http://www.0908.hk)) in accordance with the Listing Rules.
- (3) Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (4) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 12:30 p.m. on Sunday, 16 May 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 13 May 2021 to Tuesday, 18 May 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 May 2021.

- (6) If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above or post-super typhoon extreme conditions in force at or after 10:00 a.m. on Tuesday, 18 May 2021, the Meeting shall automatically be postponed to the next Business Day on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted and no post-super typhoon extreme conditions are in force between the hours from 10:00 a.m. to 12:00 p.m. and in such case the Meeting shall be held at 12:30 p.m. on that Business Day at Units 3709-10, 37/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong. The Meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force.

Shareholders should make their own decision as to whether to attend the Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.

- (7) Taking into account the COVID-19 pandemic, the Company will implement the following precautionary measures at the Meeting to protect the attending Shareholders, staff and stakeholders from risk of infection including, without limitation:
- (a) compulsory body temperature checks will be conducted for every 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 Shareholder or proxy or other attendee is required to wear a surgical face mask properly throughout the Meeting and to maintain a safe distance between seats;
  - (c) no refreshments will be served at the 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 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 Regulation and the requirements for social distancing to ensure the health and safety of attendees, there will be limited capacity for Shareholders to attend the Meeting. The attending Shareholders (or their proxies) will be admitted to the venue on a first-come first-served basis.

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

- (8) The Meeting will be conducted in Chinese and no translation will be provided.
- (9) References to time and dates in this notice are to Hong Kong time and dates.