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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)

IN THE GRAND COURT OF THE CAYMAN ISLANDS FINANCIAL SERVICES DIVISION

Cause No. FSD 89 of 2021 (MRHJ)

IN THE MATTER of sections 15 and 86 of the Companies Act (2021 Revision)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995 (AS REVISED)

AND IN THE MATTER OF XIEZHONG INTERNATIONAL HOLDINGS LIMITED 協眾國際控股有限公司

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated May 12, 2021 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of holders of ordinary shares of HK\$0.01 each in the capital of XIEZHONG INTERNATIONAL HOLDINGS LIMITED (協眾國際控股有限公司) (the “**Company**”) other than the Rollover Shareholders as defined in the scheme document (the “**Holders**”), for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme) and that the Court Meeting will be held at Unit 1603-1604, 16/F Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Wednesday, June 16, 2021 at 10:00 a.m. (Hong Kong time) at which place and time all such Holders are requested to attend. A copy of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme are incorporated in the scheme document of which this Notice forms part.

A copy of the scheme document can also be obtained from the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited.

Such Holders (other than those required to abstain from voting as detailed in the Scheme) 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, to attend and vote in their stead. A **pink** form of proxy for use at the Court Meeting is enclosed with the scheme document dated May 24, 2021 despatched to members of the Company on May 24, 2021.

In the case of joint holders of a share, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding, the first named shareholder being the senior.

It is requested that **pink** form of proxy in respect of the Court Meeting be deposited at the Hong Kong branch share registrar of the Company in Hong Kong at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 10:00 a.m. (Hong Kong time) on Monday, June 14, 2021 or be handed to the Chairman of the Court Meeting at the Court Meeting (who shall have absolute discretion as to whether or not to accept it), and the **white** form of proxy in respect of the EGM shall be deposited no later than 10:30 a.m. (Hong Kong time) on Monday, June 14, 2021. By the Order, the Court has appointed Ms. Chen Xiaoting, an executive director of the Company, or failing her, any one of the directors of the Company as at the date of the Order, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

By Order of the Court
XIEZHONG INTERNATIONAL HOLDINGS LIMITED
(協眾國際控股有限公司)
Dated May 24, 2021

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c/o Maples Corporate Services Limited
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Cayman Islands

Principal Place of Business in Hong Kong
Room 1408, 14/F King's Commercial Building
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As at the date of this notice, the directors of the Company are as follows:

Mr. Chen Cunyou	<i>Chairman and Executive Director</i>
Mr. Ge Hongbing	<i>Executive Director</i>
Ms. Chen Xiaoting	<i>Executive Director</i>
Mr. Shen Jun	<i>Executive Director</i>
Mr. Guo Zhenjun	<i>Non-executive Director</i>
Mr. Kam, Eddie Shing Cheuk	<i>Independent non-executive Director</i>
Mr. Cheung Man Sang	<i>Independent non-executive Director</i>
Mr. Zhang Shulin	<i>Independent non-executive Director</i>