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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 an extraordinary general meeting (the “**EGM**”) of Xiezhong International Holdings Limited (the “**Company**”) 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 10:30 a.m. (or immediately after the conclusion or adjournment of the Court Meeting (as defined in the Scheme of Arrangement (as defined below)) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purposes of considering and, if thought fit, passing with or without amendment, the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) pursuant to the scheme of arrangement dated May 24, 2021 (the “**Scheme of Arrangement**”) between the Company and the Scheme Shareholders (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement) (the “**Capital Reduction**”); and
- (b) any one of the directors of the Company be and is hereby authorized to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the reduction of issued share capital of the Company pursuant to the Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of issued share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

2. **“THAT:**

- (a) Subject to the Scheme of Arrangement becoming effective, the withdrawal of the listing of the shares of the Company from The Stock Exchange of Hong Kong Limited be and is hereby approved; and
- (b) any one of the directors of the Company be and is hereby authorized to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

ORDINARY RESOLUTIONS

3. **“THAT:**

- (a) subject to and forthwith upon the Capital Reduction referred to in resolution 1(a) taking effect, the issued share capital of the Company be increased to its former amount by allotting and issuing to the Joint Offerors (as defined in the Scheme of Arrangement), credited as fully paid at par, the same number of new ordinary shares of par value HK\$0.01 each in the share capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished;
- (b) the credit arising in the books of account of the Company as a result of the Capital Reduction referred to in resolution 1(a) shall be applied by the Company in paying up in full at par the new ordinary shares of par value HK\$0.01 each in the share capital of the Company to be allotted and issued to the Joint Offerors, pursuant to resolution 3(a) above, and any one of the directors of the Company be and is hereby authorized to allot and issue the same accordingly; and
- (c) any one of the directors of the Company be and is hereby authorized to do all acts and things considered by him to be necessary or desirable in connection with the increase of issued share capital of the Company and the allotment and issue of shares as aforesaid.”

4. “**THAT:**

- (a) the Rollover Arrangement and the Share Swap Agreement (as defined in the Scheme of Arrangement) be and is hereby approved.”

By order of the Board
Xiezhong International Holdings Limited
Mr. Chen Cunyou
Chairman

Hong Kong, May 24, 2021

Registered office:

c/o Maples Corporate Services Limited
P.O. Box 309, Umland House
Grand Cayman, KY1-1104
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:

Room 1408, 14/F King's Commercial Building
2-4 Chatham Court, Tsim Sha Tsui
Kowloon
Hong Kong

Principal Place of Business in PRC:

389 Kening Road Science Park
Jiangning District
Nanjing
Jiangsu Province
PRC

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy needs not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. To be valid, the **white** form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (i.e. Monday, June 14, 2021 at 10:30 a.m. (Hong Kong time)) before the time fixed for holding the EGM or any adjournment thereof (as the case may be).
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he or she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The voting at the EGM shall be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Code on Takeovers and Mergers.
7. The register of members of the Company will be closed from Thursday, June 10, 2021 to Wednesday, June 16, 2021 (both days inclusive) for determining Shareholders' entitlement to attend and vote at the EGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by 4:30 p.m. (Hong Kong time) on Wednesday, June 9, 2021.
8. In the event that a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Wednesday, June 16, 2021, the EGM will be adjourned to Thursday, June 17, 2021 at 10:00 a.m. and 10:30 a.m. (or immediately after the Court Meeting shall have been concluded or adjourned) respectively, or at a time on an alternative day to be announced that falls within 14 days of the original date scheduled for the EGM. The Company will post an announcement on the respective websites of the Stock Exchange and the Company (www.xiezhonginternational.hk) to notify the Scheme Shareholders and Shareholders (as the case may be) of the date, time and venue of the rescheduled meetings. The EGM 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.
9. You should make your own decision as to whether you would attend the EGM under bad weather conditions bearing in mind your own situation and if you should choose to do so, you are advised to exercise care and caution.

10. In view of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (the “**Regulation**”) and in order to prevent and control the spread of the novel coronavirus (COVID-19) and to ensure the health and safety of all attendees, the Company will firmly implement precautionary measures at the EGM, including:
- (a) the shareholders attending in person at the venue of the EGM in excess of the 20 persons limit (or such other prevailing limit from time to time) under provision 11 of Schedule 1 of the Regulation will be accommodated in separate room(s) and/or partitioned area(s) at the venue of the EGM, with not more than 20 persons (or such other number of persons allowed under the Regulation) (including supporting staff for the EGM) in each such room and/or partitioned area. This arrangement is to take into consideration the current COVID-19 situation and the requirements under the Regulation to keep appropriate social distancing for the health and safety of the shareholders;
 - (b) compulsory body temperature checks will be conducted for each attendee at the entrance of the venue of the EGM. Any person with a body temperature of over 37.3 degrees Celsius may be denied entry into the venue and may 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;
 - (c) each attendee will be required to wear a surgical face mask at all times within the venue;
 - (d) no food or drinks will be served at the EGM; and
 - (e) any person who (a) has contracted COVID-19, has been tested preliminary positive of COVID-19; (b) has travelled outside Hong Kong within 14 days immediately before the EGM; (c) is subject to Hong Kong Government prescribed compulsory quarantine in relation to COVID-19; (d) has been in close contact with any person subject to (a), (b) or (c) above; or (e) has any flu-like symptoms shall not attend the EGM.

Any person who does not comply with the precautionary measures taken by the Company or is subject to any Hong Kong Government prescribed quarantine may be denied entry into and/or may be required to leave the venue of the EGM.

The Company would like to further remind the shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders are encouraged to consider appointing the chairman of the EGM as his/her/its proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

Subject to the development of the COVID-19 situation and any directive(s) that may be further issued by the Hong Kong Government, the Company may adjust precautionary measures for the EGM at short notice and may issue further announcement(s) on such measures as and when appropriate. In any event, the shareholders will not be deprived of their right of voting on the resolution(s) to be proposed at the EGM.

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>