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CHINA GREENFRESH GROUP CO., LTD.

中國綠寶集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6183)

NOTICE OF FIRST MEETING OF CONTRIBUTORIES

BACKGROUND

On 7 May 2020, a winding-up petition was presented against **CHINA GREENFRESH GROUP CO., LTD.** (the “**Company**”) under HCCW 83/2020 pursuant to Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32, Laws of Hong Kong) (the “**Ordinance**”). The Company was ordered to be wound up on 26 July 2021 by the High Court and the Official Receiver by virtue of her office becomes the Provisional Liquidator of the Company.

Pursuant to section 194(1)(b) of the Ordinance, a provisional liquidator shall summon separate meetings of the creditors and contributories of the company for the purpose of determining whether or not an application is to be made to the Court for appointing a liquidator in place of the provisional liquidator.

Accordingly, the first meeting of contributories will be convened at which the contributories of the Company may amongst other things:-

- (a) By resolution determine whether or not an application shall be made to the Court to appoint a liquidator in place of the provisional liquidator and to recommend any special rate of remuneration for such liquidator.
- (b) By resolution determine whether or not an application shall be made to the Court for

the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the first meeting of contributories of the Company i.e. **CHINA GREENFRESH GROUP CO., LTD.** (the “**Meeting**”) will be held at Auditorium, Duke of Windsor Social Service Building, No. 15 Hennessy Road, Wanchai, Hong Kong on 24 September 2021, at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, each as a separate ordinary resolution of the Company.

ORDINARY RESOLUTIONS

The resolutions to be voted on are as follows:-

- (a) that an application be made to the Court to appoint (names) as Joint and Several Liquidators of the Company;
- (b) that an application be made to the Court for the appointment of a Committee of Inspection to act with the Liquidators;
- (c) that (names) be nominated to be members of the Committee of Inspection; and
- (d) that the Joint and Several Liquidators shall be entitled to remuneration charged on time-costs basis or such other basis as may be determined by the Court/Committee of Inspection under section 196(2) of the Ordinance and such remuneration shall be paid out of the assets of the Company.

Ms. Phyllis McKenna
Official Receiver and Provisional Liquidator of
China Greenfresh Group Co. Ltd. (In Liquidation)

Hong Kong, 3 September 2021

Notes:

- (a) Forms of general and special proxies are enclosed. If a contributory wishes to vote by proxy, he should fill up and return one of the forms of proxy, but not both. Proxies to be used at the Meeting must be lodged with the Official Receiver's Office of 10th Floor, High Block, Queensway Government Offices, 66 Queensway, Hong Kong not later than noon on 23 September 2021. The proxy form can also be lodged by way of facsimile transmission on line (852) 3105 1814. Completion and return of the proxy form will not preclude a contributory from attending and voting in person at the Meeting or any adjournment thereof should he so wish.*
- (b) Any contributory entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A contributory who is the holder of two or more shares of the Company ("the Share") may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy holder needs not be a member of the Company.*
- (c) In case of joint holders of any Share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, then one of the said persons present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.*
- (d) Pursuant to section 182 of the Ordinance, in a winding up by the court, any disposition of the property of the company, including things in action, and any transfer of shares, or alteration in the status of the members of the company, made after the commencement of the winding up, shall, unless the court otherwise orders, be void. The members of the Company will be entitled to vote at the Meeting if they are the registered members as at the date of presentation of the winding-up petition herein, i.e. 7 May 2020.*
- (e) If you wish to propose any person(s) for nomination for appointment as the joint and several liquidator(s), you must, before the Meeting, send to the Official Receiver's Office the disclosure statement(s) made by such person(s) under s.262C of the Ordinance.*

According to the information available from the previous announcement made by the Company, immediately before the making of winding up order against the Company by the Court, the Board of Directors of the Company comprised Mr. Zheng Qingtu as executive Director; and Mr. Zheng Liangjian as independent non-executive Director.

The affairs, business and property of the Company are being managed by the Official Receiver and Provisional Liquidator who acts as the agent of the Company only and is not subject to personal liability.

** For identification purposes only*

TO BE RETURNED TO THE PROVISIONAL LIQUIDATOR / LIQUIDATOR

Note:-Before filling up the Proxy Form, please read the instructions on the back hereof carefully.

FORM 80 (Rule 132)
IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
COMPANIES WINDING-UP PROCEEDINGS
NO. 83 OF 2020

IN THE MATTER of the Companies (Winding Up and Miscellaneous Provisions) Ordinance
And
IN THE MATTER of CHINA GREENFRESH GROUP CO., LTD.

GENERAL PROXY

I/We (Name) (Note 1).....
of (Address) (Note 1).....
and on telephone No.
being the registered holder(s) of (Note 2) shares (the "Shares") of CHINA GREENFRESH GROUP CO.,
LTD. (the "Company"), a contributory, hereby appoint (Note 3).....
as my/our general proxy to vote at the meeting of contributories to be held in the above matter on the
day of, or at any adjournment thereof.

Dated this day of

(Signed) (Note 4)
Contributory

NOTES

- 1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s). Where there are joint registered holders of any Shares, any one of such joint holders may vote at the First Meeting of Contributories, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the First Meeting of Contributories in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
3. The person appointed general proxy may be the Official Receiver, the liquidator (provisional liquidator for first meetings), or such other person as a contributory may approve, and the proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used.

TO BE RETURNED TO THE PROVISIONAL LIQUIDATOR / LIQUIDATOR

Note:-Before filling up the Proxy Form, please read the instructions on the back hereof carefully.

FORM 81 (Rule 132)
IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
COMPANIES WINDING-UP PROCEEDINGS
NO. 83 OF 2020

IN THE MATTER of the Companies (Winding Up and Miscellaneous Provisions) Ordinance
And
IN THE MATTER of CHINA GREENFRESH GROUP CO., LTD.

SPECIAL PROXY

I/We (Name) (Note 1).....

of (Address) (Note 1).....

..... and on telephone No.

being the registered holder(s) of (Note 2) shares (the "Shares") of CHINA GREENFRESH GROUP CO., LTD. (the "Company"), contributory, hereby appoint (Note 3).....

as my/our proxy at the meeting of contributories to be held on theday of.....

..... (the "Meeting"), or at any adjournment thereof, to vote for the resolutions (Note 4).....in Instruction (f) overleaf and

(Note 5).....

Dated this day of,

(Signed) (Note 6)
Contributory

NOTES

- 1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s). Where there are joint registered holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.

3. The person appointed special proxy may be the Official Receiver, the liquidator (provisional liquidator for first meetings), or such other person as the contributory may approve, and the proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used. A contributory may give a special proxy to any person to vote at any specified meeting or adjournment thereof on all or any of the following matters:-
 - (a) any of the resolutions in Instruction (f) below and
 - (b) on all questions relating to any matter, other than those above referred to, arising at a specified meeting or adjournment thereof.
4. Complete part (f) if you wish to vote.
5. Insert any other resolution, if any, or delete the word 'and' if you have no other resolution.
6. If a firm, sign the firm's trading title, and add "by A.B., a partner in the said firm". If the appointor is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorized in that behalf, and the fact that the officer is so authorized must be stated thus:-

For the Company
J.S. (duly authorized under the seal of the company)
7. This proxy form can also be lodged by way of facsimile transmission on line (852) 3105 1814.

INSTRUCTIONS FOR FILLING UP FORM OF SPECIAL PROXY

- (a) If the contributory proposes attending the meeting personally, or to be represented by a general proxy, it is not necessary for him to fill up this form.
- (b) A company can only vote:- (a) by means of a proxy under its common seal or signed by a person duly authorized under such seal; or (b) by a person authorized by resolution of its directors to act as its representative at the meeting. A copy of such resolution either under its common seal or certified to be a true copy by the secretary or a director of the company must be produced to the chairman of the meeting.
- (c) If the contributory wishes to appoint a special proxy, this form must be filled up by the contributory personally, or by any manager or clerk or any other person in the regular employment of the contributory, or by the solicitor employed by the contributory in connection with the matter.
- (d) This form must be signed by the contributory. (Where the contributory is a firm or a corporation, see Note (6) above).
- (e) A contributory may appoint the Official Receiver or any other person but not a minor, as his special proxy.
- (f) The resolutions to be voted on are as follows:-

No.	ORDINARY RESOLUTIONS	FOR <i>(Note (i))</i>	AGAINST <i>(Note (i))</i>
1	an application be made to the Court to appoint (names) as Joint and Several Liquidators of the Company <i>(Note (ii))</i>		
2	an application be made to the Court for the appointment of a Committee of Inspection to act with Joint and Several Liquidators.		
3	(name(s)) be nominated to be member(s) of the Committee of Inspection. (Only complete this resolution if you wish to nominate someone for the Committee of Inspection) <i>(Note (iii))</i>		
4	that the Joint and Several Liquidators shall be entitled to remuneration charged on time-costs basis or such other basis as may be determined by the Court/Committee of Inspection under section 196(2) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) and such remuneration shall be paid out of the assets of the Company.		

Note:

- (i) IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion.*
- (ii) Insert full names of any person(s) other than the Official Receiver.*
- (iii) Members of the Committee of Inspection, if appointed, should be between 3 to 7. They can be appointed only if they consent to act.*

EXTRACT FROM COMPANIES (WINDING-UP) RULES

Rule 138 No person acting either under a general or a special proxy shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the assets of the company otherwise than as creditor rateably with the other creditors of the company:

Provided that where any person holds special proxies to vote for an application to the court in favour of the appointment of himself as liquidator he may use the said proxies and vote accordingly.