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**萬城控股有限公司**  
**MILLION CITIES HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2892)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Million Cities Holdings Limited (the “**Company**”) will be held at Lion Rock, 6/F, Sha Tin Clubhouse, The Hong Kong Jockey Club, Sha Tin, New Territories, Hong Kong on Thursday, 18 November 2021 at 10:30 a.m. to consider and, if thought fit, pass the following ordinary resolutions (with or without modification) and special resolution:

Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 28 October 2021 to the Shareholders (the “**Circular**”) unless otherwise specified.

**ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the Subscription Agreement (a copy of the Subscription Agreement marked “**A**” and signed by the chairman of this meeting for identification purpose is produced to this meeting) and all transactions contemplated thereunder and in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed and ratified; and

- (b) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts, deeds and things and to sign, execute and deliver all such documents (including the affixation of the common seal of the Company where required) as he may, in his absolute discretion, consider necessary, desirable or appropriate to give effect, implement and complete any matters relating to or in connection with paragraph (a) of this resolution no. 1.”
2. “**THAT** subject to and conditional upon the passing of the ordinary resolution no. 1 in this notice,
- (a) the grant of a specific mandate to the Directors with the power and authority to allot and issue the Non-Convertible Preference Shares in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved; and
- (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as he may consider necessary, desirable or appropriate in connection with paragraph (a) of this resolution no. 2.”

### **SPECIAL RESOLUTION**

3. “**THAT**:
- (a) the Proposed Amendments as set out in Appendix I to the Circular be approved; and
- (b) subject to the passing of resolution no. 3(a) above, the adoption of an amended and restated M&A (incorporating amendments stated in the resolution no. 3(a) above, a copy of which has been produced to this meeting and marked “**B**” and signed by the chairman of this meeting for identification purpose is produced to this meeting) in substitution for and to the exclusion of the existing M&A with immediate effect after the close of this meeting be and is hereby approved and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated M&A.”

By order of the Board  
**Million Cities Holdings Limited**  
**Wong Ting Chung**  
*Chairman and executive Director*

Hong Kong, 28 October 2021

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business  
in Hong Kong:*  
Unit D, 21/F., Block 1  
Tai Ping Industrial Centre  
57 Ting Kok Road  
Tai Po, New Territories, Hong Kong

*Notes:*

1. For the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from 15 November 2021 to 18 November 2021, both days inclusive. During such period, no transfer of the Ordinary Shares will be registered. In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 12 November 2021.
2. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his or her proxy to attend and vote on behalf of him or her. A Shareholder who is the holder of two or more Ordinary Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
3. Where there are joint registered Shareholders, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Ordinary Shares as if he or she was solely entitled to do so. However, if more than one of such joint Shareholders be present at any meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.
4. In order to be effective, the proxy form in prescribed form 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 Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting no later than 10:30 a.m. on 16 November 2021 (Hong Kong time), or adjournment thereof.
5. If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 7:30 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on its website ([www.millioncities.com.cn](http://www.millioncities.com.cn)) and designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the chairman and executive Director is Mr. Wong Ting Chung; the executive Directors are Mr. Lau Ka Keung and Mr. Li Wa Tat Benedict; and the independent non-executive Directors are Mr. Ip Shu Kwan, Stephen, Mr. Li Yinquan and Dr. Wu Wing Kuen.*