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## **ORIENT VICTORY TRAVEL GROUP COMPANY LIMITED**

### **東勝旅遊集團有限公司**

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

**(Stock Code: 265)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Orient Victory Travel Group Company Limited (the “**Company**”) will be held at the meeting room of 25/F, building number 1 of Zijingyuan, 158 Pinganbeidajie, Changan District, Shijiazhuang City, Hebei Province, the PRC\* (中國河北省石家莊市長安區平安北大街158號紫晶苑1號樓25層會議室) on Wednesday, 16 March 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution, which will be proposed as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT** (i) the framework agreement dated 1 December 2021 (the “**Framework Agreement**”) entered into among the Company and Orient Victory Property Development Group Co., Ltd.\* (東勝房地產開發集團有限公司) (“**OVPD**”) be and are hereby approved, confirmed and ratified; (ii) the proposed annual caps of RMB86.2 million (equivalent to HK\$103.4 million) for the year ending 31 December 2022 and RMB84.9 million (equivalent to HK\$101.9 million) for the year ending 31 December 2023, in respect of the transactions contemplated under the Framework Agreement be and are hereby approved, confirmed and ratified; and (iii) any one director of the Company be and is hereby authorised to do all such acts and things and sign all such documents (under seal, if necessary) and to take all such

steps as they consider necessary or expedient or desirable in connection with or to give effect to the Framework Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interests of the Company.”

By order of the Board  
**Orient Victory Travel Group Company Limited**  
**SHI Baodong**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 28 February 2022

*Notes:*

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be), should he/she so wishes and in such event, the form of proxy shall be deemed to be revoked.
- (3) To ascertain the member’s entitlement to attend and vote at the EGM, the register of members will be closed from Monday, 14 March 2022 to Wednesday, 16 March 2022, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 11 March 2022.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) In case of joint shareholdings, any one of such joint shareholders may vote at the EGM 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 shareholders be present at the EGM, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

- (6) In view of the ongoing novel coronavirus disease COVID-19 pandemic, the Company strongly recommends the shareholders to exercise their voting rights by appointing the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM as an alternative to attending the meeting in person.

The following prevention and control measures will be implemented at the EGM in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the shareholders and the participants of the meeting:

- (i) All participants (including shareholders or their proxy) in the EGM are required to wear appropriate face masks at all times during their attendance;
- (ii) Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with abnormal body temperature will not be admitted to the venue; and
- (iii) No refreshments will be served, and there will be no corporate gifts. Seating will be arranged to ensure adequate physical distancing between attendees in order to reduce person-to-person contact.

*As at the date of this announcement, the Board comprises three executive Directors, being Mr. Shi Baodong, Mr. Zhao Huining and Mr. Mo Yueming, one non-executive Director, being Ms. Song Sining, and three independent non-executive Directors, being Mr. Dong Xiaojie, Mr. He Qi and Mr. Swei Feng-jih.*

\* *For identification purpose only*