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第七大道
7ROAD.COM

7Road Holdings Limited

第七大道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 797)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of 7Road Holdings Limited (the “Company”) will be held at the conference room of the Company at 4/F, Building 1-A, Tingwei Industrial Park, No. 6 Liufang Road, Baoan District, Shenzhen, the PRC on Monday, 23 May 2022 at 11 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution of the Company.

Words and expressions that are not expressly defined in this notice of EGM shall bear the same meaning as that defined in the circular dated 29 April 2022, a copy of which is marked “A” and tabled before the EGM and initialled by the chairman of the EGM for identification purpose.

ORDINARY RESOLUTION

“THAT:

- (a) the Equity Transfer Agreement entered into by the Purchaser and the Vendor (a copy of which is marked “B” and tabled before the EGM and initialled by the chairman of the EGM for identification purpose) and any other transaction documents in connection therewith and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Equity Transfer Agreement.”

By order of the Board
7Road Holdings Limited
Meng Shuqi
Chairman

Wuxi, the PRC, 29 April 2022

Registered office:
Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay Avenue
P.O. Box 2547
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen’s Road East
Wanchai, Hong Kong

Notes:

1. The resolution set out in this notice of EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or at any adjourned meeting (as the case may be) should they so wish. If the relevant member attends the EGM, the form of proxy shall be deemed to be revoked.
5. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. no later than 11 a.m. on Saturday, 21 May 2022) or any adjourned meeting (as the case may be).
6. Whether or not you are able to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.

7. Where there are joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the EGM, whether in person or by proxy, the joint registered holders present whose name stands first on the register of members of the Company in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
8. The register of members of the Company will be closed, for the purpose of determining the identity of members who are entitled to attend and vote at the EGM, from Wednesday, 18 May 2022 to Monday, 23 May 2022, both days inclusive, during which period no transfers of shares will be affected. In order to be eligible to attend and vote at the EGM, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, 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 Tuesday, 17 May 2022. Shareholders whose names appear on the register of members of the Company on Monday, 23 May 2022 will be eligible to attend and vote at the EGM.

PRECAUTIONARY MEASURES AT THE EGM

The Company will implement the following preventive measures at the EGM to prevent and control the spread of the Novel Coronavirus (COVID-19):

- compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue;
- every Shareholder or proxy is required to wear surgical face mask throughout the meeting;
- no refreshment will be served; and
- no souvenir will be distributed.

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. The Company wishes to remind all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the EGM as their proxy to vote on the resolution at the EGM as an alternative to attending the EGM in person.

As at the date of this notice, the executive directors of the Company are Mr. Meng Shuqi, Mr. Li Zhengquan and Mr. Yang Cheng; and the independent non-executive directors of the Company are Mr. Xue Jun, Ms. Li Yiqing and Mr. Lui Chi Ho.