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信基沙溪集团股份有限公司

XINJI SHAXI GROUP CO., LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3603)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Xinji Shaxi Group Co., Ltd (the “**Company**”) will be held at the Conference Room, 2nd Floor, Xinjicheng Club, No. 250, Intersection of Nanda Road, Panyu District, Guangzhou, PRC on Wednesday, 8 June 2022 at 10:00 a.m. to consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional sale and purchase agreement dated 15 March 2022 (the “**Share Transfer Agreement I**”) (copy of which, signed by the chairman of the meeting for the purposes of identification, has been produced to the meeting marked “**A**”) entered into between Guangzhou Xinji Jiuxing Service Co., Ltd.* (廣州信基玖星服務有限公司) (the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company, as purchaser, Guangzhou Xinji Property Management Co., Ltd.* (廣州市信基物業管理有限公司), as vendor, Guangzhou Xinji Youxiang Property Co., Ltd.* (廣州信基優享物業有限公司) (the “**Target Company I**”), as target company, and Guangdong Yingbin Investment Management Co., Ltd.* (廣東迎賓投資管理有限公司), Mr. Cheung Hon Chuen (“**Mr. Cheung**”), Mr. Mei Zuoting (“**Mr. Mei**”) and Mr. Zhang Weixin (“**Mr. Zhang**”), as guarantors, in relation to the sale and purchase of the entire registered capital of Target Company I for the total consideration of RMB75.00 million and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Transfer Agreement I and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the conditional sale and purchase agreement dated 15 March 2022 (the “**Share Transfer Agreement II**”) (copy of which, signed by the chairman of the meeting for the purposes of identification, has been produced to the meeting marked “**B**”) entered into between the Purchaser, as purchaser, Foshan Xinji Plaza Management Co., Ltd.* (佛山信基廣場經營管理有限公司), as vendor, Foshan Xinji Youxiang Commercial Service Co., Ltd.* (佛山信基優享商業服務有限公司) (the “**Target Company II**”), as target company, and Xinji Group Company Limited* (信基集團有限公司), Mr. Cheung, Mr. Mei and Mr. Zhang, as guarantors, in relation to the sale and purchase of the entire registered capital of Target Company II for the total consideration of RMB24.00 million and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Transfer Agreement II and the transactions contemplated thereunder.”

By order of the Board
Xinji Shaxi Group Co., Ltd
Cheung Hon Chuen
Chairman

Guangzhou, PRC, 13 May 2022

Registered office:
71 Fort Street
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George Town
Grand Cayman KY1-1106
Cayman Islands

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Tsim Sha Tsui
Kowloon, Hong Kong

* For identification purpose only

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be 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 Meeting. A proxy need 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 authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised 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 authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. 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 thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than Monday, 6 June 2022 at 10:00 a.m. (Hong Kong time).
4. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Thursday, 2 June 2022 to Wednesday, 8 June 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Meeting, all properly 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 not later than 4:30 p.m. (Hong Kong time) on Wednesday, 1 June 2022.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. 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 were solely entitled thereto, but if more than one of such joint holders be present at any meeting 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.
7. The voting at the Meeting shall be taken by way of poll.

As at the date of this notice, the Board comprises Mr. Cheung Hon Chuen as chairman and executive Director; Mr. Mei Zuoting and Mr. Zhang Weixin as executive Directors; Mr. Yu Xuecong, Mr. Lin Lie and Ms. Wang Yixue as non-executive Directors; and Dr. Zeng Zhaowu, Mr. Tan Michael Zhen Shan and Dr. Zheng Decheng as independent non-executive Directors.