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CHINA RENAISSANCE HOLDINGS LIMITED
華興資本控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1911)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Meeting**”) of China Renaissance Holdings Limited (the “**Company**”) and together with its subsidiaries the “**Group**”) will be held at Units 8107–08, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on July 27, 2022 at 9:30 a.m. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. “**That:**

- (a) a specific and unconditional mandate be and is hereby granted to the board of directors of the Company (the “**Board**”) to issue, allot, procure the transfer of and otherwise deal with 18,000,000 new Shares that may be awarded pursuant to the Share Award Scheme (the “**Scheme Mandate**”);
- (b) any one director of the Company be and is hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the Scheme Mandate and the transactions respectively contemplated thereunder or in connection therewith; and
- (c) for the purposes of this resolution:

“Award(s)” means an award granted under the Share Award Scheme by the Board to a Selected Participant, which may vest in the form of Award Shares or the actual selling price of the Award Shares in cash in accordance with the Scheme Rules and the terms of the Award;

“Award Shares” means the Shares granted to a Selected Participant in an Award;

“Eligible Person” means any person, being an employee, a director (including executive directors, non-executive directors and independent non-executive directors), officer, consultant, of any member of the Group (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its delegate considers, in their sole discretion, to have contributed or will contribute to the Group; provided however, no such person who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person, shall be entitled to participate in the Scheme and such person shall therefore be excluded from the term Eligible Person;

“Shares” means ordinary share(s) in the share capital of the Company with a par value of US\$0.000025 each;

“Share Award Scheme” means the share award scheme governed by the Scheme Rules and adopted by the Company on May 27, 2022 pursuant to a resolution of the Board;

“Selected Participant(s)” means any Eligible Person approved for participation in the Share Award Scheme and who has been granted any Award in accordance with the Scheme Rules; and

“Scheme Rules” means the rules governing the Share Award Scheme.

By Order of the Board
China Renaissance Holdings Limited
Bao Fan
Chairman and Executive Director

Hong Kong, July 12, 2022

<i>Registered Office:</i>	<i>Headquarters and principal place of business in the PRC:</i>	<i>Principal place of business in Hong Kong:</i>
PO Box 309		
Ugland House	Pacific Century Place,	Units 8107–08, Level 81
Grand Cayman	Gate 1, Space 8	International Commerce Centre
KY1-1104	No. 2A Workers’ Stadium North Road	1 Austin Road West
Cayman Islands	Chaoyang District	Kowloon, Hong Kong
	Beijing 100027	
	PRC	

Notes:

- (i) A Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, 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/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 9:30 a.m. on July 25, 2022) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from July 22, 2022 to July 27, 2022, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on July 21, 2022.
- (v) Taking into account the recent development of the coronavirus disease 2019 (COVID-19), the Company will implement the following prevention and control measures at the Meeting to protect our Shareholders from the risk of infection, including, without limitation:
 - compulsory body temperature screening;
 - mandatory use of surgical face masks during the Meeting;
 - mandatory health declaration — anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the Meeting ("**recent travel history**"), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the Meeting;
 - maintaining an appropriate social distancing between seats;
 - no corporate gift will be distributed and no refreshments will be served; and
 - limiting attendance in person at the Meeting or implementing any other additional precautionary measures in accordance with the prevailing requirements or guidelines published by the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

- (vi) Shareholders are advised to read the leaflet attached to this notice of the Meeting for further detail and are reminded to follow any guidelines or requirements of the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the Meeting. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further notice(s) on such measures as appropriate.

- (vii) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the Meeting through video conference or similar electronic means.



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PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Please note that China Renaissance Holdings Limited (the “**Company**”) will implement the following prevention and control measures at the EGM to safeguard the health and safety of the Company’s shareholders (the “**Shareholders**”), investors, directors, staff and other participants of the EGM which include without limitation:

- (1) All Shareholders, proxies and other attendees are required to **wear surgical mask** before they are permitted to attend, and during their attendance of the EGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the EGM venue. Per guidelines issued by the management services office at the International Commerce Centre (ICC) where the EGM will be held, body temperature screening is now implemented. Any personnel once checked to have fever at any ICC entering checkpoints will be denied entry to the building. Denied entry to ICC also means the person will not be allowed to attend the EGM.
- (3) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the EGM (“**recent travel history**”); (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; (iii) he/she is subject to the Government’s prescribed testing requirement or direction and has not tested negative and (iv) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the EGM venue or be required to promptly leave the EGM venue. Anyone who has recent travel history, is subject to quarantine, or has any flu-like symptoms or close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM.
- (4) Seating at the EGM will be arranged so as to allow for appropriate social distancing.
- (5) Limiting attendance in person at the EGM or implementing any other additional precautionary measures in accordance with the prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the EGM venue depending on prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities at the time of the EGM. Shareholders are strongly encouraged to appoint the chairman of the EGM as their proxy to vote on the resolution, instead of attending the EGM in person. Subject to the development of the COVID-19 pandemic, the Company may implement and/or adjust the precautionary measures for the EGM or change the EGM arrangements on short notice.

As at the date of this notice, the Board comprises Mr. Bao Fan as Chairman and Executive Director, Mr. Xie Yi Jing and Mr. Wang Lixing as Executive Directors, Mr. Li Eric Xun, Mr. Liu Xing and Mr. Lin Ning David as Non-executive Directors, and Ms. Yao Jue, Mr. Ye Junying and Mr. Zhao Yue as Independent Non-executive Directors.