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**宏华集团**  
HONGHUA GROUP

**Honghua Group Limited**

**宏華集團有限公司**

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

**(Stock Code: 196)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**Meeting**”) of Honghua Group Limited (the “**Company**”) will be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 25 October 2022 at 10:00 a.m. for the following purposes:

### **Ordinary Resolution**

**“THAT:**

1. (a) To approve the Purchase Framework Agreement and the transactions contemplated thereunder;
- (b) To approve the relevant proposed annual caps under the Purchase Framework Agreement for the periods concerned under the Circular; and
- (c) To authorise any one director on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with or to give effect to the Purchase Framework Agreement and the transactions contemplated thereunder (including the relevant proposed annual caps).
2. (a) To approve the Sales Framework Agreement and the transactions contemplated thereunder;
- (b) To approve the relevant proposed annual caps under the Sales Framework Agreement for the periods concerned under the Circular; and
- (c) To authorise any one director on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with or to give effect to the Sales Framework Agreement and the transactions contemplated thereunder (including the relevant proposed annual caps).

3. (a) To approve the Finance Lease Framework Agreement and the transactions contemplated thereunder;
- (b) To approve the relevant proposed annual caps under the Finance Lease Framework Agreement for the periods concerned under the Circular; and
- (c) To authorise any one director on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with or to give effect to the Finance Lease Framework Agreement and the transactions contemplated thereunder (including the relevant proposed annual caps).
4. (a) To approve the Financial Services Framework Agreement and the transactions in relation to Deposit Services and Lending Services contemplated thereunder;
- (b) To approve the relevant proposed annual caps in relation to Deposit Services and Lending Services under Financial Services Framework Agreement for the periods concerned under the Circular; and
- (c) To authorise any one director on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with or to give effect to the financial services framework Agreement and the transactions in relation to Deposit Services and Lending Services contemplated thereunder (including the relevant proposed annual caps).
5. (i) (a) To elect Mr. Zhu Hua as an executive Director;
- (b) To elect Mr. Yang Yong as a non-executive Director;
- (c) To elect Mr. Zhang Shiju as an independent non-executive Director; and
- (ii) To authorize the Board of Directors to fix Directors' remuneration."

**On behalf of the Board**  
**Jin Liliang**  
*Chairman*

PRC, 6 October 2022

*Notes:*

1. A member of the Company who is entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company but must attend in person to represent the member. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. Every member present in person or by proxy shall be entitled to one vote for each share held by him.
2. In order to be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney or authority, must be deposited with the Company's Branch Share Registrar and Transfer Office 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 not less than 48 hours before the time appointed for the above Meeting (i.e. not later than 10:00 a.m. on Sunday, 23 October 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above Meeting, the Register of Members of the Company will be closed from Thursday, 20 October 2022 to Tuesday, 25 October 2022, both dates 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 transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office 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 Wednesday, 19 October 2022.
4. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the executive directors of the Company are Mr. Jin Liliang (Chairman) and Mr. Zhu Hua; the non-executive directors of the Company are Mr. Zhang Mi and Mr. Yang Yong; and the independent non-executive directors of the Company are Mr. Chen Guoming, Ms. Su Mei, Mr. Chang Qing, Mr. Wei Bin and Mr. Zhang Shiju.*