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China VAST Industrial Urban Development Company Limited

中國宏泰產業市鎮發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6166)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that that an extraordinary general meeting (“**China VAST EGM**”) of China VAST Industrial Urban Development Company Limited (“**China VAST**”) will be held at Theatre A, 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 23 November 2022 at 11:00 a.m. (Hong Kong time) (or as soon as practicable after the conclusion or adjournment of the Court Meeting convened at the direction of the Grand Court of the Cayman Islands for the same day and place, whichever is later), for the purpose of considering and, if thought fit, passing (with or without modifications) the following as a special resolution and ordinary resolutions, respectively:

SPECIAL RESOLUTION

1. “THAT AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS OF CHINA VAST:

for the purpose of giving effect to the scheme of arrangement dated 31 October 2022 (the “**Scheme**”) between China VAST and the Scheme Shareholders (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purpose of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme), any reduction of the issued share capital of China VAST as a result of the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme) be and is hereby approved.”

ORDINARY RESOLUTIONS

2. “THAT AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS OF CHINA VAST:

(A) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares, the issued share capital of China VAST will be restored to its former amount by allotting and issuing to China Jinmao Holdings Group Limited the same number of shares in the share capital of China VAST as the number of Scheme Shares cancelled and extinguished;

- (B) China VAST shall apply the credit arising in its books of account as a result of the cancellation and extinguishment of the Scheme Shares in paying up in full at par the new shares issued, credited as fully paid, to China Jinmao Holdings Group Limited and the directors of China VAST be and are hereby authorised to allot and issue the same accordingly;
- (C) any one of the directors of China VAST be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) any reduction of the issued share capital of China VAST and the giving of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose; and
- (D) any one of the directors of China VAST be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of China VAST, subject to the Scheme taking effect.”

3. “THAT AS AN ORDINARY RESOLUTION OF THE INDEPENDENT SHAREHOLDERS (AS DEFINED IN THE SCHEME):

the Rollover Arrangement, Controlling Shareholder Cancellation Price and Shareholder Arrangements (as defined in the Scheme), which constitutes a special deal under Rule 25 of the Takeovers Code be and is hereby approved.”

By order of the board of directors of
**China VAST Industrial Urban
Development Company Limited**
Song Liuyi
Chairman

Dated 31 October 2022

Registered Office:

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Cayman Islands

Principal place of business in Hong Kong:

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168-200 Connaught Road Central
Hong Kong

Notes:

- (a) Any member entitled to attend and vote at the China VAST EGM (or any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him. A proxy need not be a member of China VAST. If more than one proxy is so appointed, the appointment shall specify the number of shares of China VAST in respect of which each such proxy is so appointed.
- (b) In the case of joint registered holders of any share of China VAST, any one of such joint holders may vote at the China VAST EGM, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the China VAST EGM personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand in the register of members of China VAST in respect of the relevant joint holding, the first named shareholder being the most senior.
- (c) A **WHITE** form of proxy for use at the China VAST EGM is enclosed.
- (d) In order to be valid, the **WHITE** form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be completed and deposited with China VAST'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, not later than 11:00 a.m. (Hong Kong time) on Monday, 21 November 2022. The completion and return of a form of proxy for the China VAST EGM will not preclude any member from attending and voting in person at the China VAST EGM. In the event that a member of China VAST attends the meeting after having lodged his form of proxy, the returned form of proxy will be deemed to have been revoked.
- (e) Shareholders whose names appear on the register of members of China VAST on Wednesday, 23 November 2022 are entitled to attend and vote at the China VAST EGM. The register of members of China VAST will be closed from Friday, 18 November 2022 to Wednesday, 23 November 2022, both days inclusive, and during such period no share transfer will be registered. In order to qualify to attend and vote at the meeting convened by the above notice, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with China VAST'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, no later than 4:30 p.m. (Hong Kong time) on Thursday, 17 November 2022. A subsequent purchase of shares of China VAST will need to obtain a proxy form from the transferor if he or she wishes to attend or vote at the China VAST EGM.
- (f) The special resolution and the ordinary resolutions as set out above will be determined by way of a poll.
- (g) **In view of the recent development of the epidemic caused by the coronavirus disease (COVID-19), China VAST will implement the following prevention and control measures at the China VAST EGM to protect shareholders from the risk of infection:**
 - (i) **compulsory body temperature checks will be conducted for every attending shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius or other flu-like symptoms may be denied entry into the venue;**
 - (ii) **every attending shareholder or proxy is required to scan the "LeaveHomeSafe" venue and vaccination record QR codes, comply with the requirements of the "Vaccine Pass Direction" and wear a surgical mask throughout the China VAST EGM;**
 - (iii) **each attendee may be asked whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the China VAST EGM and (b) he/she is subject to any Hong Kong Government prescribed quarantine. To the extent permissible under applicable Laws, anyone who responds positively to any of these questions may be denied entry into the China VAST EGM venue or be required to leave the China VAST EGM venue;**
 - (iv) **appropriate distancing and spacing in line with the guidance from the Hong Kong Government will be maintained; and**
 - (v) **no refreshments will be served and no corporate gifts will be distributed at the China VAST EGM.**

Furthermore, China VAST wishes to advise all of the shareholders, particularly any shareholders who are subject to any Hong Kong Government prescribed quarantine in relation to COVID-19, that they may appoint any person or the chairman of the China VAST EGM as a proxy to attend and vote on any of the resolutions, instead of attending the China VAST EGM in person. Physical attendance by a shareholder is not necessary for the purpose of exercising their voting rights.

China VAST will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong Government, and if necessary, will make further announcements in case of any update regarding the precautionary measures to be carried out at the China VAST EGM.

- (h) If a tropical cyclone warning signal No. 8 or above or “extreme conditions” caused by typhoons is or is expected to be hoisted or a black rainstorm warning signal is or is expected to be in force at any time after 8:00 a.m. on the date of the China VAST EGM, the China VAST EGM will be adjourned in accordance with the articles of association of China VAST. China VAST will post an announcement on the respective websites of the Stock Exchange and China VAST to notify its shareholders of the date, time and venue of the adjourned China VAST EGM.
- (i) As at the date of this notice, the board of directors of China VAST comprises Mr. Wang Jianjun, Mr. Zhao Lei, Mr. Yang Yun, Mr. Wang Yagang and Ms. Wang Wei as executive directors, Mr. Song Liuyi as non-executive director, and Dr. Wong Wing Kuen, Albert, Ms. Hsieh Yafang and Professor Wang Yijiang as independent non-executive directors.