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## **XIMEI RESOURCES HOLDING LIMITED**

**稀美資源控股有限公司**

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

**(Stock code: 9936)**

### **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Ximei Resources Holding Limited (the “**Company**”) will be held at the conference room, 19th Floor, Building A3, Poly Tai To Wun, No. 290, East Hanxi Avenue, Panyu District, Guangzhou City, Guangdong Province, the People’s Republic of China on Monday, 5 December 2022 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

### **ORDINARY RESOLUTIONS**

1. “**THAT** the share award scheme of the Company (the “**Share Award Scheme**”), the rules of which are contained in the document marked “A” produced to this meeting and, for the purposes of identification, signed by the chairman of the meeting and disclosed in Appendix I to the circular of the Company (the “**Circular**”) dated 16 November 2022, be and is hereby approved and adopted and the directors of the Company (the “**Directors**”) be and are hereby authorised to do such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Award Scheme, without limitation:
  - (a) administering the Share Award Scheme and granting awards under the Share Award Scheme;
  - (b) modifying and/or amending the rules of the Share Award Scheme from time to time provided that such modification and/or amendment is effective in accordance with the provision of the Share Award Scheme relating to modifications and/or amendment and the requirements of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”);

- (c) issuing and allotting from time to time such number of shares in the capital of the Company as may be required pursuant to the awards granted under the Share Award Scheme; and
- (d) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any shares of the Company (the “**Shares**”) or any part thereof that may from time to time be issued and allotted pursuant to the granting of awards under the Share Award Scheme.”

2. **“THAT**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the share option scheme of the Company currently in force (the “**Share Option Scheme**”) as set out in Appendix II to the circular of the Company dated 16 November 2022 be and are hereby approved and adopted, and the Directors be and are hereby authorised to do such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Amendments; and
- (b) the amended share option scheme which incorporates all of the Proposed Amendments, a copy of which has been produced to this meeting and marked “B” and signed by the chairman of this meeting for identification purpose be and is hereby approved and adopted in substitution for, and to the exclusion of, the Share Option Scheme with immediate effect after the close of this meeting.”

By order of the Board  
**Ximei Resources Holding Limited**  
**Mr. Wu Lijue**  
*Chairman and executive Director*

Hong Kong, 16 November 2022

*Notes:*

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder 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 but must be present in person to represent him.
2. To be valid, the form of proxy together with a 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 offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting (i.e. not later than Saturday, 3 December 2022 at 11:00 a.m.) or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint registered holders of a share in the Company, any one of such joint holders may vote, either personally 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 are present at the meeting personally or by proxy, 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.
5. The register of members of the Company will be closed from 1 December 2022 to 5 December 2022 (both days inclusive) during which period no transfer of shares will be registered. To be qualified for attending and voting at the forthcoming extraordinary general meeting, all share transfer documents must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4: 30 p.m. on 30 November 2022.
6. All the resolutions set out in this notice shall be decided by poll.

*As at the date of this notice, the executive directors of the Company are Mr. Wu Lijue and Mr. Mao Zili, the non-executive director of the Company is Ms. Ouyang Ming, and the independent non-executive directors of the Company are Mr. Lau Kwok Fai Patrick, Mr. Zhong Hui and Mr. Yin Fusheng.*