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## **Suoxinda Holdings Limited**

### **索信达控股有限公司**

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

**(Stock Code: 3680)**

## **NOTICE OF THE 2023 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Annual General Meeting**”) of Suoxinda Holdings Limited (the “**Company**”) will be held at 9A, Tower B, Tongfang Information Harbor, 11 Langshan Road, Nanshan District, Shenzhen, the People’s Republic of China on Thursday, 25 May 2023 at 3:00 p.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2022;
2. To re-elect Mr. Wu Xiaohua as an executive director of the Company;
3. To re-elect Mr. Shi Banchao as an executive director of the Company;
4. To re-elect Dr. Wu Fu-Shea as a non-executive director of the Company;
5. To re-elect Ms. Zhao Yue as a non-executive director of the Company;
6. To re-elect Dr. Chen Wei as an independent non-executive director of the Company;
7. To re-elect Mr. Yang Haifeng as an independent non-executive director of the Company;
8. To re-elect Ms. Dan Xi as an independent non-executive director of the Company;

9. To authorise the board of directors of the Company to fix the respective directors' remuneration;
10. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix the auditor's remuneration;
11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) the subscription agreements (the “**Subscription Agreements**”) dated 19 March 2023 (a copy of which is tabled at the Annual General Meeting and marked “A” and signed by the chairman of the Annual General Meeting for identification purpose) entered into between the Company and no less than 6 subscribers (the “**Subscribers**”) and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 175,500,000 new shares of the Company (the “**Subscription Shares**”) to the Subscribers, be and is hereby approved, confirmed and ratified;
- (b) subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in the 175,500,000 Subscription Shares, the directors of the Company (the “**Directors**”) be and are hereby granted the specific mandate (the “**Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to issue and allot 175,500,000 Subscription Shares to the Subscribers, on and subject to the terms and conditions of the Subscription Agreements entered into between the Company and the Subscribers, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one Director be and is hereby authorised, on behalf of the Company, to do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreements entered into between the Company and the Subscribers and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held”;

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
  - (iii) the exercise of options under a share option scheme of the Company; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)”;

14. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 12 and 13 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 13 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 12 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution” and

#### **SPECIAL RESOLUTION**

15. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the existing articles of association of the Company be amended in the manner as set out in the circular of the Company dated 24 April 2023 (the “**Circular**”) and the amended and restated articles of association of the Company in the form of the document marked “**B**” and produced to the Annual General Meeting and for the purpose of identification initialed by the chairman of the Annual General Meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the new amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that the directors of the Company be and are hereby authorized to do all things necessary to implement the adoption of the amended and restated articles of association of the Company, including but not limited to authorising any of the directors, company secretary or assistant company secretary of the Company to deal with all necessary filings in Hong Kong and the Cayman Islands in connection with the foregoing.”

By order of the Board  
**Suoxinda Holdings Limited**  
**Wu Fu-Shea**  
*Chairman of the Board*

Hong Kong, 24 April 2023

*Notes:*

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its 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.
- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar (i.e. Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 3:00 p.m. on Tuesday, 23 May 2023) or any adjournment thereof. 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 form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Monday, 22 May 2023, to Thursday, 25 May 2023 (both days inclusive) during which period no share transfer will be effected. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited (at its address shown in Note b above), for registration no later than 4:30 p.m. on Friday, 19 May 2023).
- d. References to time and dates in this Notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Wu Xiaohua and Mr. Shi Banchao, three non-executive Directors, namely, Dr. Wu Fu-Shea, Mr. Chen Zhenping and Ms. Zhao Yue, and three independent non-executive Directors, namely, Dr. Chen Wei, Mr. Yang Haifeng and Ms. Dan Xi.*