

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **Desun Real Estate Investment Services Group Co., Ltd.**

### **德商產投服務集團有限公司**

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

**(Stock Code: 2270)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Desun Real Estate Investment Services Group Co., Ltd. (the “**Company**”) will be held at the Conference Room, 18th Floor, Block A, Desun International, No. 1480, North Section of Tianfu Avenue, High-tech Industrial Development Zone, Chengdu, China on Tuesday, 20 February 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 31 January 2024:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

1. To approve the entering into of the Debts Settlement Agreements by Chengdu Desun with the respective Debtors and Vendors and the transactions contemplated thereunder.

1.01 The Debts Settlement Agreement I dated 22 December 2023 entered into among Yong Hong Real Estate as a Vendor, Rong He Real Estate as a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.

- 1.02 The Debts Settlement Agreement II dated 22 December 2023 entered into among Yong Hong Real Estate as a Vendor, Gao Xin Real Estate as a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 1.03 The Debts Settlement Agreement III dated 22 December 2023 entered into among Jia Tai Real Estate as a Vendor, DJXY as a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 1.04 The Debts Settlement Agreement IV dated 22 December 2023 entered into among Jia Tai Real Estate as a Vendor, Ding Chuang Real Estate as a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 1.05 The Debts Settlement Agreement V dated 22 December 2023 entered into among Jia Tai Real Estate as a Vendor, Bo Lang Real Estate as a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 1.06 The Debts Settlement Agreement VI dated 22 December 2023 entered into between Dekunda Real Estate as a Vendor and a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.

- 1.07 The Debts Settlement Agreement VII dated 22 December 2023 entered into among Dekunda Real Estate as a Vendor, Bo Lang Real Estate as a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 1.08 The Debts Settlement Agreement VIII dated 22 December 2023 entered into among Dekunda Real Estate as a Vendor, De Qian Real Estate as a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 1.09 The Debts Settlement Agreement IX dated 22 December 2023 entered into among Desun Da as a Vendor, Dekunda Real Estate as a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 1.10 The Debts Settlement Agreement X dated 22 December 2023 entered into between Desun Da as a Vendor and a Debtor and Chengdu Desun as a purchaser and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.”

Yours faithfully  
For and on behalf of the Board  
**Desun Real Estate Investment Services Group Co., Ltd.**  
**Zhang Zhicheng**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 31 January 2024

*Registered office:*  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

*Principal place of business in Hong Kong:*  
31/F., Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Head office and principal place of  
business in the PRC:*  
Room 1803, Block A  
Desun International  
No. 1480 North Section of  
Tianfu Avenue High-tech  
Industrial Development Zone  
Chengdu  
China

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any Share, any one of such joint holders may vote, 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 any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish. In such event, the instrument appointing such a proxy shall be deemed to be revoked.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
5. In order to be valid, the proxy form, 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 Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM (i.e. before 10:30 a.m. on Sunday, 18 February 2024) or any adjournment thereof (as the case may be).

6. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.
7. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 15 February 2024 to Tuesday, 20 February 2024 (both dates inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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, 14 February 2024.
8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for the resolutions set out in this notice will be taken by poll at the above meeting.

*As at the date of this notice, the executive Directors are Mr. Zhang Zhicheng, Ms. Xiong Jianqiu, Ms. Wan Hong, Mr. Liu Jun and Mr. Shao Jiazhen, the non-executive Director is Mr. Zou Kang, and the independent non-executive Directors are Mr. Fang Liqiang, Mr. Chen Di and Mr. Yan Hong.*