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China Electronics Optics Valley Union Holding Company Limited

中電光谷聯合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 798)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of China Electronics Optics Valley Union Holding Company Limited (the “**Company**”) will be held at Chalet, Lower Lobby Level, The Langham Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 13 June 2024 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions. Unless otherwise stated, terms used herein shall have the same meanings as those defined in the circular of the Company dated 16 April 2024.

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements, directors’ report and auditors’ report of the Company for the year ended 31 December 2023.
2. To declare a final dividend of HKD2.5 cents per Share for the year ended 31 December 2023.
3. To re-elect Mr. Liu Guilin as a non-executive director of the Company.
4. To re-elect Mr. Xiang Qunxiong as a non-executive director of the Company.
5. To re-elect Mr. Zhang Jie as a non-executive director of the Company.
6. To re-elect Ms. Zeng Yumei as a non-executive director of the Company.
7. To authorise the board of directors of the Company to fix the remuneration of each of the directors.
8. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.

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

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased according to 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 must be the same; and
- (c) 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 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 other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at general meeting.”

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

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company, and during or after the Relevant Period (as defined below) to make or grant offers, agreements and options which would or might require the exercise of such powers in accordance with all applicable laws, rules and regulations;

- (b) the mandate in paragraph (a) above shall authorise 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 aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of subscription or exchange option under the terms of any existing warrants, bonds, debentures, notes or other securities carrying the right to subscribe for or exchange into shares of the Company;
 - (iii) the issue of shares pursuant to 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 of this resolution, 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 must 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 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 other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at general meeting.”

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors 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 of the Company 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).”

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

“**THAT** conditional upon the passing of the resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate 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 aggregate number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the total issued shares of the Company as at the date of passing of this resolution.”

By order of the Board
China Electronics Optics Valley Union Holding Company Limited
Liu Guilin
Chairman

Hong Kong, the PRC, 16 April 2024

Notes:

1. All resolutions at the Annual General Meeting of the Company (the “**Meeting**”) (except those relating to procedural or administrative matters, which should be taken by a show of hands as the Chairman may decide) will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy (or more than one proxies) to attend and vote at the Meeting on behalf of him/her when the resolutions are taken by poll. A proxy needs not be a shareholder of the Company. If more than one proxies are so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed in the relevant form of proxy.

For a vote by poll, each shareholder attending by himself/herself or by proxy shall have one vote per share.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or is a certified copy of that power or authority, must be deposited at the Company's branch share registrar 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 the Meeting or any adjournment thereof (as the case may be) (i.e. not later than Tuesday, 11 June 2024 at 9:30 a.m. (Hong Kong time)). Completion and return of the form of proxy shall not preclude Shareholders of the Company from attending and voting in persons at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the eligibility to attend and vote at the above Meeting, the register of members of the Company will be closed from Monday, 10 June 2024 to Thursday, 13 June 2024, both dates inclusive, during which period no share transfers will be registered. Holders of shares of the Company whose names appear on the register of members of the Company on 13 June 2024 are entitled to attend and vote at the Meeting following completion of the registration procedures for share transfers. In order to be eligible to attend and vote at the Meeting, unregistered shareholders of the Company shall ensure that all transfer documents 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 Friday, 7 June 2024.
5. For determining the entitlement to the proposed final dividend (subject to the approval by the Shareholders at the Meeting), the register of members of the Company will be closed from Wednesday, 19 June 2024 to Friday, 21 June 2024, both dates inclusive, during which period no share transfers will be registered. In order to qualify for the proposed final dividend, unregistered shareholders of the Company shall ensure that all transfer documents 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 Tuesday, 18 June 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. No corporate gifts or gift vouchers will be provided at the Annual General Meeting.

As at the date of this notice, the Directors of the Company are Mr. Liu Guilin (Chairman), Mr. Xiang Qunxiong, Mr. Zhang Jie, Ms. Zeng Yumei and Mr. Hu Bin as non-executive Directors; Mr. Qi Min, Mr. Qiu Hongsheng and Mr. Qi Liang as independent non-executive Directors; Mr. Huang Liping as executive Director (President).