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**东胜智慧城市服务**

ORIENT VICTORY SMART URBAN SERVICES

**ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED**

**東勝智慧城市服務控股有限公司**

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

**(Stock Code: 265)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of Orient Victory Smart Urban Services Holding Limited (the “**Company**”) will be held at conference room of B03, 29/F., Tower 1 Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 28 June 2024 at 11:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and independent auditors of the Company for the year ended 31 December 2023.
2. To re-elect Mr. Mo Yueming as an executive Director.
3. To re-elect Mr. He Qi as an independent non-executive Director.
4. To appoint Mr. Xue Fei as an executive Director.
5. To appoint Ms. Hao Ying as an executive Director.
6. To appoint Mr. Lin Hua Rong Harry as an independent non-executive Director.
7. To authorise the board of the Directors (the “**Board**”) to fix the Directors’ remuneration.
8. To re-appoint Mazars CPA Limited as independent auditors of the Company and authorise the Board to fix their remuneration.

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

**(A) “THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares 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 sub-paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of Shares upon the exercise of any rights of subscription or conversion under the terms of any securities, warrants or options issued by the Company which carry the right to subscribe for or are convertible into Shares, or (iii) an issue of Shares upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of Shares or rights to acquire Shares, or (iv) an issue of Shares as scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier 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 any other applicable law 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 of the Company in general meeting;

“**Rights issue**” means an offer of Shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for Shares in the share capital of the Company open for a period fixed by the Directors to holders of Shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

**(B) “THAT:**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to the approval in subparagraph (a) of this Resolution, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier 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 any other applicable law 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 of the Company in general meeting.”

(C) “**THAT** conditional upon the Resolutions Nos. 9(A) and 9(B) set out in the notice convening this Annual General Meeting being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company after the date of the passing of this Resolution (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) as at the date of passing this Resolution) shall be added to the aggregate nominal amount of the share capital of the Company that may be issued, allotted or otherwise dealt with, or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution No. 9(A) set out in the notice convening this Annual General Meeting.”

## **SPECIAL RESOLUTIONS**

As special business to consider and, if thought fit, pass with or without amendments the following resolutions as special resolutions:

10. ”**THAT**”

- (i) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”) being obtained, the English name of the Company be changed from “ORIENT VICTORY SMART URBAN SERVICES HOLDING LIMITED” to “GANGYU SMART URBAN SERVICES HOLDING LIMITED”, and the Chinese name of the Company be changed from “東勝智慧城市服務控股有限公司” to “港譽智慧城市服務控股有限公司” (the “**Proposed Change of Company Name**”), with effect from the date on which the Registrar registers the new name of the Company in both English and Chinese in the Register of Companies in the Cayman Islands in place of the existing names and issues a certificate of incorporation on change of name, and

- (ii) any Director or officer of the Company be and is hereby authorised severally to do all such acts and things and execute such further documents and (where required) under the seal of the Company, and take all steps which, in their opinion, may be necessary, desirable or expedient to implement and give effect to the aforesaid Proposed Change of Company Name, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

11. **“THAT”**

- (a) the proposed amendments to the existing memorandum and articles of association of the Company (the **“Existing M&A”**), details of which are set out in Appendix IV to the circular issued by the Company on 21 May 2024 (the **“Amendments”**), be approved;
- (b) the third amended and restated memorandum and articles of association of the Company (incorporating the Amendments, a copy of which has been produced to this Annual General Meeting and marked “A” and initialled by the chairman of the Annual General Meeting for the purpose of identification) (the **“New M&A”**) be approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing M&A; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute and deliver all relevant documents for and on behalf of the Company as he/she consider(s) necessary, desirable, appropriate or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Amendments and the Company’s adoption of the New M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board  
**Orient Victory Smart Urban Services Holding Limited**  
**Lee On Wing**  
*Company Secretary*

Hong Kong, 21 May 2024

*Notes:*

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (if holding two or more Shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. Holders of treasury Shares of the Company, if any, shall abstain from voting at the Company’s general meeting in connection to such treasury Shares.

2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be), should he/she so wishes and in such event, the form of proxy shall be deemed to be revoked.
3. In case of joint shareholdings, any one of such joint shareholders may vote at the Annual General Meeting either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, provided that if more than one of such joint shareholders be present at the Annual General Meeting, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. With regards to the resolution set out in items 9(A) to 9(C) of the notice convening this Annual General Meeting, the Directors wish to state that they have no immediate proposals either to issue or repurchase any Shares. Approval is being sought from the members of the Company as general mandates pursuant to the Listing Rules.
5. The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all share transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 24 June 2024.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 8:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at ([www.orientvictory.com.hk](http://www.orientvictory.com.hk)) and the Stock Exchange at ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and venue of the rescheduled meeting.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this announcement, the Board comprises three executive Directors, being Mr. Shi Baodong, Mr. Zhao Huining and Mr. Mo Yueming, one non-executive Director, being Ms. Chang Meiqi, and three independent non-executive directors, being Mr. Dong Xiaojie, Mr. He Qi and Mr. Swei Feng-jih.*