

*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.*



**ZO FUTURE GROUP**

**大象未來集團**

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

**(Stock Code: 2309)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of ZO Future Group (the “Company”) will be held by way of electronic means on Friday, 28 June 2024 at 4:00 p.m. (the “EGM”) to consider, and if thought fit, pass the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the side letter dated 26 April 2024 (the “Side Letter”), a copy of which is marked “A” and signed by the chairperson of the EGM for the purposes of identification, entered into between Celestial Fame Investments Limited as lessor and Ever Depot Limited as lessee relating to the lease of properties in Cambodia and all transactions contemplated thereunder or in relation thereto be and are hereby approved, confirmed and/or ratified;
- (b) the annual caps for the continuing connected transactions constituted by the transactions contemplated under the Side Letter for the three years ending 30 June 2027 as set out in the circular of the Company dated 7 June 2024 be and are hereby approved; and

- (c) any one director of the Company (the “Director(s)”) be and is hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated under and for completion of the Side Letter, including but not limited to agree to such variation, amendment or waiver in relation thereto.”

By Order of the Board  
**ZO Future Group**  
**Zhao Wenqing**  
*Chairman*

Hong Kong, 7 June 2024

*Notes:*

- (1) Registered shareholders of the Company are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairperson of the EGM) for the proxy to receive the login access code to participate online in Tricor e-Meeting System.

Registered shareholders of the Company will be able to attend the EGM online to view the live broadcast, participate in voting, call to raise questions and submit questions in written form via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered shareholders of the Company whose shares of the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the EGM online to view the live broadcast, participate in voting, call to raise questions and submit questions in written form. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “Intermediary”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to them by the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited.

- (2) For the purpose of ascertaining shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive). In order to be eligible to attend and vote at the EGM, all unregistered holders of the shares 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 and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024. Shareholders of the Company whose names are recorded in the register of members of the Company on Tuesday, 25 June 2024 are entitled to attend and vote at the EGM.

- (3) Any shareholder of the Company entitled to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM (or any adjournment thereof). A proxy needs not be a shareholder of the Company.
- (4) The 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 lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the EGM (or any adjournment thereof), and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members from attending and voting at the EGM (or any adjournment thereof) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the above resolution will be voted by way of poll.
- (6) If tropical cyclone warning No. 8 or above, or a "black rainstorm warning signal" is in effect any time after 7:00 a.m. on the date of the EGM, the EGM may be postponed in accordance with the articles of association of the Company. The Company will publish an announcement on the website of the Company at [www.zogroup.com.hk](http://www.zogroup.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Company Announcements" page to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (7) In the event of any inconsistency, the English text of this notice shall prevail over the Chinese text.
- (8) As at the date of this notice, the board of the Company comprises eight Directors, Mr. Zhao Wenqing (*Chairman*), Mr. Huang Dongfeng (*Chief Executive Officer*), Mr. Yiu Chun Kong and Dr. Guo Honglin as Executive Directors; Mr. Sue Ka Lok as Non-executive Director; and Mr. Pun Chi Ping, Ms. Leung Pik Har, Christine and Mr. Yeung Chi Tat as Independent Non-executive Directors.