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## **Shirble Department Store Holdings (China) Limited**

**歲寶百貨控股(中國)有限公司**

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

**(Stock code: 00312)**

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

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“**EGM**”) of the members of Shirble Department Store Holdings (China) Limited (“**Company**”) will be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 14 June 2019 at 11:30 a.m. or immediately after conclusion of the Company’s annual general meeting to be held on the same day, whichever is later, for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions each as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT** the consulting service agreement dated 8 April 2019 (the “**International Exhibition Center Project Consulting Service Agreement**”) entered into between Shenzhen Shirble Enterprise Management Co., Ltd and Shenzhen Shengrunfeng Investment & Development Co., Ltd (深圳市晟潤豐投資發展有限公司) (a copy of which having been produced at the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder and in connected therewith, be and are hereby approved, confirmed and ratified; **AND THAT** any director of the Company be and is hereby authorised to do all such further acts and things and execute such further documents on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the International Exhibition Center Project Consulting Service Agreement and the transactions contemplated thereunder and to make and agree with such changes in the terms of the International Exhibition Center Project Consulting Service Agreement as he may in his discretion consider necessary, desirable and expedient and in the interest of the Company.”

2. **“THAT** the consulting service agreement dated 8 April 2019 (the **“Peng Zhan Hui Project Consulting Service Agreement”**) entered into between Shenzhen Shirble Enterprise Management Co., Ltd and Shenzhen Hexinglong Industrial Co., Ltd. (深圳市禾興隆實業有限公司) (a copy of which having been produced at the meeting and marked **“B”** and initialed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder and in connected therewith, be and are hereby approved, confirmed and ratified; **AND THAT** any director of the Company be and is hereby authorised to do all such further acts and things and execute such further documents on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Peng Zhan Hui Project Consulting Service Agreement and the transactions contemplated thereunder and to make and agree with such changes in the terms of the Peng Zhan Hui Project Consulting Service Agreement as he may in his discretion consider necessary, desirable and expedient and in the interest of the Company.”

By order of the Board  
**Shirble Department Store Holdings (China) Limited**  
**YANG Xiangbo**  
*Co-Chairman and Executive Director*

Hong Kong, 21 May 2019

*Registered Office:*

Cricket Square  
Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong:*

Suite 1105-1112, 11/F  
Citic Tower  
1 Tim Mei Avenue  
Central, Hong Kong

*Notes:*

- (1) A form of proxy for the extraordinary general meeting of the Company to be held on 14 June 2019 is enclosed.
- (2) Any member entitled to attend and vote at the extraordinary general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the extraordinary general meeting of the Company. A proxy need not be a member of the Company.

- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, 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 to 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 holding the extraordinary general meeting of the Company or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the extraordinary general meeting of the Company or any adjournment thereof should you so wish.
- (4) In case of joint holders of any Share, any one of such joint holders may vote at the extraordinary general meeting of the Company, 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 are present at the meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will be closed from Tuesday, 11 June 2019 to Friday, 14 June 2019, both days inclusive, during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the extraordinary general meeting of the Company. All share transfers 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 10 June 2019 for such purpose.
- (6) As of the date of this notice, the executive Directors are Mr. YANG Xiangbo (Co-Chairman), Mr. HAO Jian Min (Co-Chairman) and Mr. YANG Ti Wei (Chief Executive Officer) and the independent non-executive Directors are Mr. CHEN Fengliang, Mr. JIANG Hongkai and Mr. FOK Hei Yu.