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Yincheng International Holding Co., Ltd.

銀城國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1902)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Yincheng International Holding Co., Ltd. (the “**Company**”) will be held at the headquarter and principal place of business of the Company at 21st Floor, Block A Yincheng Plaza, 289 Jiangdongbeilu, Nanjing, the People’s Republic of China on Monday, 20 April 2020 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTION

To consider and, if thought fit, to pass with or without modification the following ordinary resolution:

1. “**THAT**

- (a) each of the Cooperation Agreement dated 13 May 2019 (the “**Cooperation Agreement**”) entered into between Nanjing Yinjiayuan Enterprise Management Co., Ltd.* (南京銀嘉淵企業管理有限公司) (“**Nanjing Yinjiayuan**”) and Lin’an Yixiang Property Development Company Limited* (臨安屹翔房地產開發有限公司) (“**Lin’an Yixiang**”) and the Restructuring Investment Agreement dated 16 May 2019 (the “**Restructuring Investment Agreement**”) entered into between Nanjing Yinjiayuan, Lin’an Yixiang and the administrator of the restructuring of the 19 Distressed Companies (as defined in the circular of the Company dated 27 March 2020 (the “**Circular**”)), and the Transactions (as defined in the Circular) including the acquisition of Hangzhou Zhongdu Qingshan Wonderland Hotel Company Limited* (杭州中都青山湖畔大酒店有限公司) and Zhejiang Zhongdu Property Development Group Company Limited* (浙江中都房地產集團有限公司) by Nanjing Yinjiayuan and the acquisition and subsequent disposal of the 17 Non-Target Companies (as defined in the Circular) as contemplated under the Cooperation Agreement and Restructuring Investment Agreement be and hereby approved, confirmed and ratified; and

- (b) any director(s) of the Company (the “**Directors**”) be and is/are hereby authorised, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or implement or in connection with or incidental to the Cooperation Agreement and the Restructuring Investment Agreement and/or any and all of the transactions contemplated thereunder and any and all such acts and things done, documents signed and executed and sealed (where required) and delivered and steps taken by the Directors be and are hereby approved, confirmed and ratified.”

Yours faithfully,
By order of the Board
Yincheng International Holding Co., Ltd.
Huang Qingping
Chairman

PRC, 27 March 2020

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 15 April 2020 to Monday, 20 April 2020, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s 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, 14 April 2020.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
5. As at the date of this notice, the Board comprises four executive Directors, namely Mr. Ma Baohua, Mr. Zhu Li, Mr. Wang Zheng and Ms. Shao Lei; two non-executive Directors, namely Mr. Huang Qingping and Mr. Xie Chenguang; and three independent non-executive Directors, namely Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai.