
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jiumaojiu International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

Jiumaojiu International Holdings Limited 九毛九国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9922)

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY AND PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY AND

NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

A notice convening the 2020 AGM of Jiumaojiu International Holdings Limited to be held at the meeting room of No. 668 West Huangpu Avenue, Race Track Food Street, 2/F 8–9 Tianhe District, Guangzhou, PRC on Wednesday, June 3, 2020 at 2:30 p.m. is set out on pages 23 to 27 of this circular. A form of proxy for use at the 2020 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.jiumaojiu.com).

Whether or not you are able to attend the 2020 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2020 AGM (i.e. not later than 2:30 p.m. on Monday, June 1, 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2020 AGM if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

PRECAUTIONARY MEASURES AT THE ANNUAL GENERAL MEETING

In view of the recent developments of the Novel Coronavirus (COVID-19) pandemic, the Company will implement the following preventive measures at the 2020 AGM to protect attending shareholders from the risk of infection:

- compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue;
- every shareholder or proxy is required to wear surgical face mask throughout the meeting;
- no refreshment will be served; and
- no souvenir will be distributed.

Any person who does not comply with the precautionary measures may be denied entry into the 2020 AGM venue.

The Company wishes to remind all shareholders that physical attendance in person at the 2020 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the 2020 AGM as their proxy to vote on the relevant resolutions at the 2020 AGM as an alternative to attending the 2020 AGM in person.

April 25, 2020

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed Granting of the Repurchase and Issuance Mandates	4
3. Proposed Re-election of the Retiring Directors	5
4. 2020 AGM and Proxy Arrangement	5
5. Recommendation	6
6. General Information	6
Appendix I – Explanatory Statement on the Repurchase Mandate	7
Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2020 AGM	10
Notice of the 2020 AGM	23

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2020 AGM”	the annual general meeting of the Company to be held at the meeting room of No. 668 West Huangpu Avenue, Race Track Food Street, 2/F 8–9 Tianhe District, Guangzhou, PRC on Wednesday, June 3, 2020 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 27 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	Jiumaojiu International Holdings Limited 九毛九国际控股有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	April 21, 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Date”	January 15, 2020, being the date on which dealings in the Shares first commenced on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;

DEFINITIONS

“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of US\$0.0000001 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong;
“%”	per cent.

LETTER FROM THE BOARD

Jiumaojiu International Holdings Limited **九毛九国际控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9922)

Executive Directors:

Mr. Guan Yihong (*Chairman and Chief Executive Officer*)

Mr. Li Zhuoguang

Ms. Cui Longyu

Registered Office:

Cayman Corporate Centre

27 Hospital Road, George Town

Grand Cayman KY1-9008

Cayman Islands

Non-executive Director:

Mr. Zou Dinghang

Principal Place of Business

in Hong Kong:

27/F, Lancashire Center

361 Shau Kei Wan Road

Hong Kong

Independent Non-executive Directors:

Mr. Deng Tao

Mr. Zhong Weibin

Mr. Ivan Xu

April 25, 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY
AND
PROPOSED RE-ELECTION OF THE RETIRING
DIRECTORS OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2020 AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

Pursuant to the resolution passed by the then Shareholders on December 6, 2019, the Directors were given a general unconditional mandate to repurchase Shares on the Stock Exchange. Up to the Latest Practicable Date, such mandates has not been used and, if not used by the date of the 2020 AGM, will lapse at the conclusion of the 2020 AGM.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the 2020 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 138,341,000 Shares on the basis that the existing issued share capital of the Company of 1,383,410,000 Shares remains unchanged as at the date of the 2020 AGM) (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 276,682,000 Shares on the basis that the existing issued share capital of the Company of 1,383,410,000 Shares remains unchanged as at the date of the 2020 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2020 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 11 and 12 of the notice of the 2020 AGM as set out on pages 23 to 27 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to the provisions of the Articles of Association, Mr. Guan Yihong, Mr. Li Zhuoguang, Ms. Cui Longyu, Mr. Zou Dinghang, Mr. Deng Tao, Mr. Zhong Weibin and Mr. Ivan Xu shall retire and, being eligible, will offer themselves for re-election at the 2020 AGM.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy, Procedures for the Nomination Committee to Nominate to the Board a Person as Director, the Company's corporate strategy and the independence of the independent non-executive Directors.

Mr. Deng Tao, Mr. Zhong Weibin and Mr. Ivan Xu, the retiring independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The aforesaid independent non-executive Directors also demonstrate the ability to provide an independent, balanced and objective view to the Company's matters. The Nomination Committee and the Board thus considered that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules.

Besides, the Nomination Committee and the Board believed that all the retiring Directors will continue to make contribution to the Board and are satisfied with all the retiring Directors' contribution to the Company, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors, including the aforesaid independent non-executive Directors, who are due to retire at the 2020 AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of all retiring Directors are set out in Appendix II to this circular.

4. 2020 AGM AND PROXY ARRANGEMENT

The notice of the 2020 AGM is set out on pages 23 to 27 of this circular. At the 2020 AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2020 AGM. An announcement on the poll vote results will be made by the Company after the 2020 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2020 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jiumaojiu.com). Whether or not you are able to attend the 2020 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2020 AGM (i.e. not later than 2:30 p.m. on Monday, June 1, 2020) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2020 AGM in person if you so wish and, in such event, your form of proxy shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the 2020 AGM.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Repurchase Mandate; and Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2020 AGM.

Yours faithfully,
By order of the Board
Guan Yihong
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2020 AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company, the Group and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,383,410,000 Shares.

Subject to the passing of the ordinary resolution set out in item 11 of the notice of the 2020 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2020 AGM, i.e. being 1,383,410,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, 138,341,000 Shares, representing 10% of the total number of Shares in issue as at the date of the 2020 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Company's Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, GYH J Limited held 614,445,000 Shares, representing approximately 44.42% of the total issued share capital of the Company. GYH J Limited is wholly owned by Mr. Guan Yihong, the Chairman of the Board and an executive Director. On the basis that (i) the issued share capital of the Company (being 1,383,410,000 Shares) remains unchanged as at the 2020 AGM; and (ii) the shareholding interests held by GYH J Limited remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding interests of GYH J Limited would be increased to approximately 49.35% of the total issued share capital of the Company. The Directors consider that such an increase in shareholdings would give rise to an obligation for GYH J Limited to make a mandatory offer under the Takeovers Code. The Company does not have any intention to exercise the Repurchase Mandate to such an extent as would give rise to such an obligation.

In addition, the Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the following months were as follows:

Month	Highest HK\$	Lowest HK\$
2020		
January (from the Listing Date)	11.00	7.98
February	9.86	7.60
March	9.90	7.67
April (up to the Latest Practicable Date)	9.64	8.71

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the period from the Listing Date to and including the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2020 AGM according to the Articles of Association, are provided below.

(1) Mr. Guan Yihong

Position and experience

Mr. Guan Yihong (“Mr. Guan”), aged 50, is an executive Director, the chairman of the Board, and chief executive officer of the Group. He is also the controlling Shareholder. He is responsible for formulating the overall development strategies and business plans of the Company and overseeing the management and strategic development of the Company. Mr. Guan started his first noodle restaurant in Haikou, Hainan Province in 1995 and found the Group in 2005. Mr. Guan has over 24 years of experience in the catering industry. He has been the chief executive officer of the Company’s subsidiary, Guangzhou Jiumaojiu Catering Chain Co., Ltd. (廣州九毛九餐飲連鎖有限公司, “**Guangzhou Jiumaojiu**”) since August 2005. He also served as chairman of the board of directors of Guangzhou Jiumaojiu from August 2005 to May 2019 and has been the executive director of Guangzhou Jiumaojiu since May 2019. Mr. Guan received his bachelor’s degree in business management from Tianjin Institute of Textile Science and Technology (天津紡織工學院) (now known as Tianjin Polytechnic University (天津工業大學)) in 1990.

Mr. Guan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service and director’s emoluments

Pursuant to the service agreement entered into between Mr. Guan and the Company, his initial term of office is 3 years from December 6, 2019. He is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the said service agreement, Mr. Guan is entitled to receive an annual salary of RMB811,200. The emoluments of Mr. Guan are determined by the Board by reference to his performance, experience and responsibilities and the Company’s remuneration policy.

Relationships

Mr. Guan is a director and shareholder of GYH J Limited (a controlling Shareholder).

Save as disclosed above and disclose in the immediately following “Interests in Shares”, Mr. Guan does not have any relationships with other directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Guan was deemed to be interested in 614,445,000 Shares, representing approximately 44.42% of the issued share capital of the Company, held by GYH J Limited. GYH J Limited is wholly owned by Mr. Guan. Save as disclosed above, Mr. Guan was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Mr. Guan was a director of the following company which was established in the PRC prior to its dissolution:

Name of relevant company	Principal business activity	Means of dissolution	Reason of dissolution	Date of dissolution
Hainan Jiumiaojiu Restaurant Co. Ltd. Guangzhou Branch 海南九毛九餐飲有限公司廣州分公司	Restaurant operator	Deregistration	Group restructuring	April 16, 2014

Mr. Guan confirmed that, to the best of his knowledge, (i) the dissolved company above was solvent immediately prior to its dissolution and had no outstanding claims or liabilities; (ii) he has not received any notification in respect of penalty, acting or proceeding from the PRC authorities as a result of the dissolution; and (iii) he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution.

Save as disclosed above, there is no information of Mr. Guan to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Guan that need to be brought to the attention of the Shareholders.

(2) Mr. Li Zhuoguang***Position and experience***

Mr. Li Zhuoguang (“Mr. Li”), aged 37, was appointed as the chief financial officer of the Group and Director on February 1, 2019, and was redesignated as an executive Director on December 6, 2019. He has also been appointed as the joint company secretary with effect from January 15, 2020 and is responsible for overseeing finance, strategic investments and investors’ relationship of the Company. As of the Latest Practicable Date, Mr. Li held 1.7% of the total issued share capital in MT J Limited, which held approximately 6.6% of the total issued share capital in the Company. Since January 4, 2013, he has been the chief financial officer of Guangzhou Jiumaojiu, and served as a director and the board secretary of Guangzhou Jiumaojiu from October 2015 to May 2019. He worked in Tianji Real Estate Development (Shenzhen) Co., Ltd. (天基房地產開發(深圳)有限公司), a real property development company as vice financial controller from April to December 2012 and KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合伙)) as manager from June 2005 to April 2012. He is a member of the Chinese Institute of Certified Public Accountants. Mr. Li graduated from Sun Yat-sen University (中山大學) in July 2005 with a bachelor’s degree in English.

Mr. Li has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service and director’s emoluments

Pursuant to the service agreement entered into between Mr. Li and the Company, his initial term of office is 3 years from December 6, 2019. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the said service agreement, Mr. Li is entitled to receive an annual salary of RMB636,000. The emoluments of Mr. Li are determined by the Board by reference to his performance, experience and responsibilities and the Company’s remuneration policy.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Li to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(3) Ms. Cui Longyu*Position and experience*

Ms. Cui Longyu (“Ms. Cui”), aged 45, was appointed as a Director on May 22, 2019, and was redesignated as an executive Director on December 6, 2019. She is responsible for overseeing the human resource management and business operations of the Company. As of the Latest Practicable Date, Ms. Cui held 1.7% of the total issued share capital in MT J Limited, which held approximately 6.6% of the total issued share capital in the Company. She has been the director of human resources of Guangzhou Jiumaojiu since joining the company in December 2014 and served as a director of Guangzhou Jiumaojiu from November 2018 to May 2019. Before that, she worked as the senior brand manager in McDonald (China) Co., Ltd. (麥當勞(中國)有限公司), an international fast food franchise, from 2013 to 2014 and the operation manager in Guangdong San Yuan McDonald Food Co., Ltd. (廣東三元麥當勞食品有限公司), a McDonald’s franchised business, from 1997 to 2012. Ms. Cui obtained a higher diploma in secretary and public relations from Guangzhou University (廣州大學) in 1996.

Ms. Cui has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service and director’s emoluments

Pursuant to the service agreement entered into between Ms. Cui and the Company, her current term of office is 3 years from December 6, 2019. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the said service agreement, Ms. Cui is entitled to receive an annual remuneration of RMB636,000. The emoluments of Ms. Cui are determined by the Board by reference to her performance, experience and responsibilities and the Company's remuneration policy.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Cui does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Cui was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Cui to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Cui that need to be brought to the attention of the Shareholders.

(4) Mr. Zou Dinghang

Position and experience

Mr. Zou Dinghang (“**Mr. Zou**”), aged 34, was appointed as a Director on August 9, 2019, and was redesignated as a non-executive Director on December 6, 2019. Mr. Zou has extensive experience in investments in consumer goods and services and has unique understanding of brand construction and operation. At the same time, he is experienced in debt financing. He is responsible for providing advice and making recommendation to the Board. From April 2018 to July 2019, Mr. Zou was an investment manager of Guangzhou You Rong Equity Investment Management Co., Ltd. (廣州由榕股權投資管理有限公司). From May 2016 to March 2018, he was an investment manager in an investment company, Zhuhai Hexie Boshi Capital Management Co., Ltd. (珠海和諧博時資本管理有限公司) (“**Zhuhai Hexie**”). Mr. Zou subsequently rejoined Zhuhai Hexie in August 2019 and has been served as investment manager since then. He worked in China Merchants Bank (a company listed on the Shanghai Stock Exchange, stock code: 600036,

and the Stock Exchange, stock code: 3968) at its Guangzhou Branch, Huangpu Avenue Division from June 2009 to May 2016. Mr. Zou obtained his bachelor's degree in tourism management from Chongqing Normal University (重慶師範大學) in 2009.

Mr. Zou has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service and director's emoluments

Pursuant to the letter of appointment issued by the Company to Mr. Zou, he has been appointed for a term of 3 years from December 6, 2019. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the said letter of appointment, Mr. Zou is not entitled to receive any remuneration.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zou does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zou was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Zou to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zou that need to be brought to the attention of the Shareholders.

(5) Mr. Deng Tao***Position and experience***

Mr. Deng Tao (“Mr. Deng”), aged 39, was appointed as an independent non-executive Director on August 12, 2019. He is responsible for providing independent advice and judgment to the Board. He was an independent director of Guangzhou Jiumaojiu from October 1, 2015 to May 30, 2019. Since August 2017, he served as chief financial officer, and has later been the vice president and board secretary of Guangzhou Holike Creative Home Co., Ltd. (廣州好萊客創意家居股份有限公司), a furniture customization company listed on the Shanghai Stock Exchange (stock code: 603898). He has acquired rich industry experience and obtained a number of industry awards, including Sina Finance 3rd Board Secretary Gold Award (新浪財經第三屆金牌董秘), Guangdong Listed Companies Quanjing Annual Investor Relations Gold Award (廣東轄區上市公司“年度全景投資者關係金獎”), New Fortune 15th Golden Board Secretary Award (新財富第十五屆金牌董秘), 12th Chinese Listed Companies Information Disclosure Outstanding Board Secretary Award (第十二屆中國上市公司信息披露傑出董秘), Chinese Listed Company The Most Valued Board Secretary Award (中國上市公司價值評選優秀董秘), Sina Finance 4th Golden Board Secretary Award (新浪財經第四屆金牌董秘), 2017 Jinniu Investor Relations Management Award (2017年度金牛投資者關係管理獎). He worked at KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合伙)) from August 2006 to August 2013, where he served in various positions, including manager. From August 2013 to June 2015, Mr. Deng worked as the deputy director of accounting at Zhuhai Zhongfu Enterprise Co., Ltd. (珠海中富實業股份有限公司), which is engaged in the plastic manufacturing business and listed on the Shenzhen Stock Exchange (stock code: 000659). He is a member of the Chinese Institute of Certified Public Accountants. Mr. Deng graduated from South China University of Technology (華南理工大學) in 2003, with a bachelor’s degree in materials science and engineering, then a master’s degree in physics from Sun Yat-sen University (中山大學) in June 2006.

Mr. Deng has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service and director’s emoluments

Pursuant to the letter of appointment issued by the Company to Mr. Deng, he has been appointed for a term of 3 years from December 6, 2019. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the said letter of appointment, Mr. Deng is entitled to a director’s fee of RMB120,000 per annum. The emoluments of Mr. Deng are determined by the Board by reference to his performance, experience and responsibilities and the Company’s remuneration policy.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Deng does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Deng was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Deng to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Deng that need to be brought to the attention of the Shareholders.

(6) Mr. Zhong Weibin*Position and experience*

Mr. Zhong Weibin (“Mr. Zhong”), aged 46, was appointed as an independent non-executive Director on August 12, 2019. He is responsible for providing independent advice and judgment to the Board. He was an independent director of Guangzhou Jiumaojiu from March 1, 2016 to May 30, 2019. He has been a director of Guangdong Jintou Dingshi Asset Management Co., Ltd. (廣東金投鼎世資產管理有限公司) which provides asset and investment management services since August 2011. From December 2002 to April 2011, he worked at Guangdong Guoxun Telecommunication Co., Ltd. (廣東國訊電信連鎖經營有限公司), a company in the retail and wholesale business of electronic products and telecommunication equipment. He worked at China Telecommunication Company Guangzhou Branch (中國網絡通訊集團公司廣州市分公司) from December 2001 to November 2002. He obtained the assistant economist (助理經濟師) qualification in August 2002 and served as a standing committee member of the 4th Finance Professional Committee of Guangdong’s Association For Promotion of Cooperation between Guangdong, Hong Kong & Macao (廣東省粵港澳合作促進會金融專業委員會). Mr. Zhong obtained a specialist diploma in trade economics from Guangzhou University (廣州大學) in 1997 and a bachelor’s degree in business administration in Wuhan University of Technology (武漢理工大學) in 2005, then

Executive Master of Business Administration (EMBA) degree in South China University of Technology (華南理工大學) in 2009 and a doctoral degree of business administration (DBA) in University of Management and Technology (美國管理技術大學) through distance learning.

Mr. Zhong has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service and director's emoluments

Pursuant to the letter of appointment issued by the Company to Mr. Zhong, he has been appointed for a term of 3 years from December 6, 2019. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the said letter of appointment, Mr. Zhong is entitled to a director's fee of RMB120,000 per annum. The emoluments of Mr. Zhong are determined by the Board by reference to his performance, experience and responsibilities and the Company's remuneration policy.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhong does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhong was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Mr. Zhong was a director of the following companies which were dissolved or their business licenses have been revoked:

Name of relevant company	Place of incorporation	Principal business activity	Status	Reason of dissolution/ revocation	Date of dissolution/ revocation	Mr. Zhong's position
China Prosper International Hong Kong Holding Limited 中盛國際香港控股有限公司	Hong Kong	Investment holding Company	Dissolved	Not in operation	August 18, 2017	Director
Kwok Shun Communication (HK) Investment Limited 國訊通信(香港)投資有限公司	Hong Kong	Investment holding Company	Dissolved	Winding up by court	June 4, 2009	Director
Texcorp International Limited 德斯堡國際有限公司	Hong Kong	Investment holding Company	Dissolved	Winding up by court	April 20, 2009	Director
Guangdong Guoxun Telecommunication Co., Ltd.* 廣東國迅電信股份有限公司	PRC	Construction and maintenance of computer network sites	Revocation	Overdue annual inspection	June 26, 2017	Director
Supervisor Beijing Baoying Yintong Industrial Investment Co., Ltd.* 北京寶盈銀通創業投資有限公司	PRC	Project investment and asset management	Revocation	Overdue annual inspection	December 16, 2013	Director
Guangdong Chuangfu Guarantee Co., Ltd. 廣東創富融資擔保有限公司	PRC	Provision of financing guarantees for enterprises and individuals	Revocation	Overdue annual inspection	June 26, 2017	Director
Guangdong Minli Investment Management Co., Ltd.* 廣東民利投資管理有限公司	PRC	Project investment and business management consulting	Revocation	Overdue annual inspection	June 26, 2017	Director

* The entity is a PRC limited liability company. The official name of this entity is in Chinese. The English translation of the name is for identification only.

Mr. Zhong confirmed that, to the best of his knowledge, (i) save for Kwok Shun Communication (HK) Investment Limited and Texcorp International Limited, the above companies were solvent immediately prior to their dissolution or the revocation of their business licenses and had no outstanding claims or liabilities, and in relation to Kwok Shun Communication (HK) Investment Limited and Texcorp International Limited, Mr. Zhong confirmed that all the proceedings relating to each compulsory winding-up were concluded with an order made by the court for dissolution of the company; (ii) he has not received any notification in respect of penalty, acting or proceeding from the PRC authorities as a result of the dissolution or revocation; and (iii) he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution or revocation.

Save as disclosed above, there is no information of Mr. Zhong to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhong that need to be brought to the attention of the Shareholders.

(7) Mr. Ivan Xu

Position and experience

Mr. Ivan Xu (“Mr. Xu”), aged 45, was appointed as an independent non-executive Director on August 12, 2019. He is primarily responsible for providing independent advice and judgment to the Board. He has served as vice general manager and a director of Trendy Group (赫基集團), a fashion clothing company since 1999. He has also served as a director of 9F Inc., (a company listed on NASDAQ, ticker symbol: JFU), which operates a digital financial account platform integrating and personalizing financial services in the PRC from April 2015 to January 2020. Mr. Xu has over 20 years of experience in corporate management. From April 2015 to November 2016, Mr. Xu attended the Executive Education Program jointly offered by Cheung Kong Graduate School of Business, London Business School, Stanford University, Graduate School of International Corporate Strategy, Tel Aviv University and TMB Business School, and obtained an Executive Education Program Certificate.

Save as disclosed above, Mr. Xu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service and director’s emoluments

Pursuant to the letter of appointment issued by the Company to Mr. Xu, he has been appointed for a term of 3 years from December 6, 2019. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the said letter of appointment, Mr. Xu is entitled to a director's fee of RMB120,000 per annum. The emoluments of Mr. Xu are determined by the Board by reference to his performance, experience and responsibilities and the Company's remuneration policy.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Mr. Xu was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

Name of relevant company	Principal business activity	Means of dissolution	Reason of dissolution	Date of dissolution
Five Plus International (HK) Limited	Sales of fashion clothing	Deregistration (Note)	Reorganization of its group's business	June 30, 2017
Trd International (HK) Limited	Sales of fashion clothing	Deregistration (Note)	Reorganization of its group's business	July 7, 2017

Note:

Under section 750 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), an application for deregistration can only be made if, among others (a) all the members of the company agreed to such deregistration; (b) the company has not commenced operation or business, or has not been in operation or carried on business during the three months immediately before the application; (c) the company has no outstanding liabilities; and (d) the company is not a party to any legal proceedings.

Mr. Xu confirmed that, to the best of his knowledge, (i) each of the dissolved companies above was solvent immediately prior to its dissolution and had no outstanding claim or liabilities; (ii) there is no wrongful act on his part leading to the above dissolution; and (iii) he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution.

Save as disclosed above, there is no information of Mr. Xu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2020 AGM

Jiumaojiu International Holdings Limited **九毛九国际控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9922)

NOTICE IS HEREBY GIVEN that an annual general meeting of Jiumaojiu International Holdings Limited (the “**Company**”) (the “**2020 AGM**”) will be held at the meeting room of No. 668 West Huangpu Avenue, Race Track Food Street, 2/F 8–9 Tianhe District, Guangzhou, PRC on Wednesday, June 3, 2020 at 2:30 p.m. for the following purposes:

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2019;
2. To re-elect Mr. Guan Yihong as an executive director of the Company;
3. To re-elect Mr. Li Zhuoguang as an executive director of the Company;
4. To re-elect Ms. Cui Longyu as an executive director of the Company;
5. To re-elect Mr. Zou Dinghang as a non-executive director of the Company;
6. To re-elect Mr. Deng Tao as an independent non-executive director of the Company;
7. To re-elect Mr. Zhong Weibin as an independent non-executive director of the Company;
8. To re-elect Mr. Ivan Xu as an independent non-executive director of the Company;
9. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
10. To re-appoint KPMG as auditor of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;

NOTICE OF THE 2020 AGM

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

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased 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 shall be the same; and
- (c) for the purpose 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) 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 applicable laws to be held.”;

NOTICE OF THE 2020 AGM

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company 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 paragraph (a) above shall authorize 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 total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
 - (iii) 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 this resolution and the said approval shall be limited accordingly; 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 shall be the same; and

NOTICE OF THE 2020 AGM

(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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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 applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company 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 exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

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

“THAT conditional upon the passing of the resolutions set out in items 11 and 12 of the notice convening the 2020 AGM (the **“Notice”**), the general mandate referred to in the resolution set out in item 12 of the Notice be and is hereby extended by the addition to the total 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 the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 11 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution.”.

By order of the Board
Guan Yihong
Chairman

April 25, 2020

NOTICE OF THE 2020 AGM

Notes:

- a. Any member of the Company entitled to attend and vote at the 2020 AGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Share Registrar in Hong Kong (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2020 AGM (i.e. not later than 2:30 p.m. on Monday, June 1, 2020) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the 2020 AGM and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders' eligibility to attend and vote at this 2020 AGM, the register of members of the Company will be closed from Friday, May 29, 2020 to Wednesday, June 3, 2020 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the 2020 AGM, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are 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, Hong Kong, for registration no later than 4:30 p.m., on Thursday, May 28, 2020.
- d. References to time and dates in the Notice are to Hong Kong time and dates.

PRECAUTIONARY MEASURES AT THE 2020 AGM

In view of the recent developments of the Novel Coronavirus (COVID-19) pandemic, the Company will implement the following preventive measures at the 2020 AGM to protect attending shareholders from the risk of infection:

- compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue;
- every shareholder or proxy is required to wear surgical face mask throughout the meeting;
- no refreshment will be served; and
- no souvenir will be distributed.

Any person who does not comply with the precautionary measures may be denied entry into the 2020 AGM venue.

The Company wishes to remind all shareholders that physical attendance in person at the 2020 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the 2020 AGM as their proxy to vote on the relevant resolutions at the 2020 AGM as an alternative to attending the 2020 AGM in person.