

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.

Pizu Group Holdings Limited

比優集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8053)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of the Shareholders of Pizu Group Holdings Limited (the “**Company**”) will be held at Flat A, 11/F., Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong on Friday, 25 September 2020 at 2:00 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as defined in the circular of the Company dated 31 August 2020):

“**THAT** the Capital Injection and Cooperation Agreement dated 28 June 2019 and the Supplemental Agreement dated 20 November 2019 entered into between 比優 (深圳) 礦業有限公司 (Pizu (Shenzhen) Mining Limited*), being a wholly owned subsidiary of the Company and the Major Shareholders of the Target Company, 安徽省金鼎礦業有限公司 (Anhui Jinding Mining Co., Ltd.*) and the transactions contemplated thereby be and are thereunder approved and that the Directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient for the purpose of giving effect to the Capital Injection and Cooperation Agreement and the transactions contemplated thereunder.”

By Order of the Board
Pizu Group Holdings Limited
Xiong Zeke
Chairman

Hong Kong, 31 August 2020

(The English translation of the Chinese name is for information purposes only, and should not be regarded as the official English translation of such name)*

Principal Office in Hong Kong:
Flat A, 11/F.
Two Chinachem Plaza
68 Connaught Road Central
Hong Kong

Registered Office:
SMP Partners (Cayman) Limited
Royal Bank House, 3rd Floor
24 Shedden Road P.O. Box 1586
Grand Cayman KY1-1110
Cayman Islands

Notes:

1. A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a person or persons (if he holds two or more Shares) as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. 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 of attorney or authority, must be deposited with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting if the shareholder so desires and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Tuesday, 22 September 2020 to Friday, 25 September 2020, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attending and voting at the meeting, all transfers accompanied by the relevant share certificates, must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Monday, 21 September 2020. The record date for the attending and voting at the meeting is Friday, 25 September 2020.

As at the date of this notice, the Board comprises nine Directors. The executive Directors are Mr. Xiong Zeke (Chairman), Mr. Liu Fali (Chief Executive Officer), Mr. Ma Gangling (Chief Operating Officer), Mr. Ma Tianyi, Ms. Qin Chunhong and Ms. Ma Ye and the independent non-executive Directors are Ms. Zhang Lin, Ms. Liu Talin and Ms. Yao Yunzhu.