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DEXIN CHINA HOLDINGS COMPANY LIMITED

德 信 中 国 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2019)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Dexin China Holdings Company Limited (the “**Company**”) will be held at 10th Floor, Dexin Group, No. 588 Huanzhan East Road, Jianggan District, Hangzhou, Zhejiang, PRC on Thursday, 24 September 2020 at 10:00 a.m. (the “**EGM**”) (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 4 September 2020.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Second Supplemental Framework Property Management Service Agreement dated 3 September 2020 entered into between the Company and ShengQuan Property Service (including the revised annual caps under the Second Supplemental Framework Property Management Service Agreement in the amounts of RMB106,000,000 and RMB179,000,000 for each of the two years ending 31 December 2020 and 2021, respectively) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments and agreements and to take all steps as he or she considers necessary, desirable or expedient to implement and/or give effect to the Second Supplemental Framework Property Management Service Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the Supplemental Framework Decoration Service Agreement dated 28 May 2020 entered into between the Company and Zhejiang Geya Decoration (including the revised annual caps under the Supplemental Framework Decoration Service Agreement in the amounts of RMB260,000,000 and RMB320,000,000 for each of the two years ending 31 December 2020 and 2021, respectively) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments and agreements and to take all steps as he or she considers necessary, desirable or expedient to implement and/or give effect to the Supplemental Framework Decoration Service Agreement and the transactions contemplated thereunder.”

3. “**THAT:**

- (a) the New Huzhou Framework Decoration Service Agreement dated 28 May 2020 entered into between the Company and Huzhou Geya (including the annual caps under the New Huzhou Framework Decoration Service Agreement in the amounts of RMB53,000,000 and RMB45,000,000 for each of the two years ending 31 December 2020 and 2021, respectively) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments and agreements and to take all steps as he or she considers necessary, desirable or expedient to implement and/or give effect to the New Huzhou Framework Decoration Service Agreement and the transactions contemplated thereunder.”

By order of the Board
Dexin China Holdings Company Limited
Hu Yiping
Chairman

Hong Kong, 4 September 2020

<i>Registered Office:</i>	<i>Headquarters and principal</i>	<i>Principal place of business in</i>
Cricket Square	<i>place of business in the PRC:</i>	<i>Hong Kong:</i>
Hutchins Drive	Dexin Group	Room 4510, 45/F
P.O. Box 2681	No. 588 Huanzhan East Road	The Center
Grand Cayman KY1-1111	Jiangan District	99 Queen's Road
Cayman Islands	Hangzhou Zhejiang, PRC	Central Central, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder 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 EGM. On a poll, votes may be given either personally or by proxy. Any Shareholder who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. **The Company strongly recommends you to monitor the development of the situation with the novel coronavirus pneumonia (COVID-19) and to assess, based on the social distancing policies, the necessity for attending the EGM in person, and the board of directors of the Company respectfully requests that, for the same reason, the shareholders to appoint the chairman of the EGM as their proxy rather than a third party to attend and vote on their behalf at the EGM (or any adjournment thereof).**
2. In the case of joint holders, any one of such joint holders may vote at the EGM, 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 be present at the EGM, whether in person or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office 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 notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:00 a.m. on Tuesday, 22 September 2020) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The transfer books and register of members of the Company will be closed from Monday, 21 September 2020 to Thursday, 24 September 2020, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 18 September 2020.
5. Taking into account of the recent development of the epidemic caused by COVID-19, the Company will implement the following prevention and control measures at the above meeting against the epidemic to protect the shareholders of the Company from the risk of infection:
 - (i) compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted to access to the meeting venue;
 - (ii) every shareholder or proxy is required to wear surgical face mask throughout the meeting;
 - (iii) no souvenirs will be provided; and
 - (iv) no refreshments will be served.

As of the date of this notice, the Board of Directors of the Company comprises Mr. Hu Yiping, Mr. Fei Zhongmin and Ms. Shan Bei as executive Directors, Mr. Hu Shihao as a non-executive Director, and Dr. Wong Wing Kuen Albert, Mr. Ding Jiangang and Mr. Chen Hengliu as independent non-executive Directors.