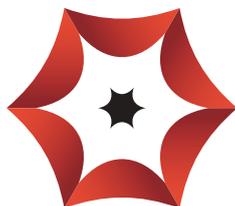


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China Jicheng Holdings Limited
中國集成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1027)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Jicheng Holdings Limited (the “**Company**”) will be held on Tuesday, 29 December 2020 at 11:00 a.m. at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the entering into of the placing agreement dated 4 November 2020 (the “**SM Placing Agreement**”, a copy of which has been produced to this meeting marked “A” and signed by the chairman of the EGM for the identification purpose) entered into between the Company and Astrum Capital Management Limited (the “**Placing Agent**”) in relation to the placing (the “**SM Placing**”) of up to 75,720,000 new ordinary share(s) of HK\$0.032 each in the share capital of the Company (the “**SM Placing Shares**”, each a “**SM Placing Share**”), on a best endeavour basis, at the placing price of HK\$0.20 per SM Placing Share, and all transactions contemplated thereunder and all other matters thereof and incidental thereto and in connected therewith, be and are hereby generally and unconditionally approved, confirmed and ratified in all respects;
- (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the SM Placing Shares to be allotted and issued, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot, issue and deal with the SM Placing Shares on the term and subject to the conditions of the SM Placing Agreement, provided that such Specific Mandate being additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and

- (c) any one Directors be and are hereby generally and unconditionally authorised to do all such acts or things and execute (including under common seal where applicable) and deliver all such documents, instruments and agreements which they consider necessary, desirable or expedient to give effect to or otherwise in connection with the SM Placing Agreement and the transactions contemplated thereunder, and the allotment and issue of the SM Placing Shares under the Specific Mandate, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company.”

2. **“THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$10,000,000 divided into 312,500,000 shares of HK\$0.032 each (the “**Shares**”) to HK\$50,000,000 divided into 1,562,500,000 Shares by creating an additional 1,250,000,000 Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By order of the Board
China Jicheng Holdings Limited
Huang Wenji
Chairman

Fujian Province, the PRC, 11 December 2020

Registered office:

Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

Head office and principal place of business in the PRC:

Yonghe Industrial Section
Yonghe Town
Jinjiang City
Fujian Province
the PRC

Principal place of business in Hong Kong:

Room 904, Loon Kee Building
275 Des Voeux Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM 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 needs not be a member of the Company.
2. In the case of joint holders of shares in the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, 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 of the Company in respect of the joint holding.
3. 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 Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, 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 EGM.
4. For the purpose of ascertaining the right of shareholders of the Company to attend and vote at the EGM, all transfers documents accompanied by the relevant share certificates must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 22 December 2020.
5. Completion and return of the form of proxy will not preclude members from attending and voting at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the EGM convened by this notice will be voted on by way of poll.

As at the date of this notice, the executive Directors are Huang Wenji, Yang Guang, Lin Zhenshuang and Chung Kin Hung, Kenneth; and the independent non-executive Directors are Tso Sze Wai, Yang Xuetai and Lee Kit Ying, Winnie.