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ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED
中 昌 國 際 控 股 集 團 有 限 公 司
(incorporated in Bermuda with limited liability)
(Stock code: 859)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Zhongchang International Holdings Group Limited (the “**Company**”) will be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on 5 January 2021 at 2:30 p.m. (the “**SGM**”) for the following purposes of considering and, if thought fit, passing the following resolution (with or without amendments) as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the exercise of the Put Option (as defined in the circular of the Company dated 14 December 2020 (the “**Circular**”) in relation to the disposal of the entire interest in High Morality Limited pursuant to the terms as set out in the Sale and Purchase Agreement (as defined in the Circular) be and are hereby confirmed and approved; and
- (b) each and every director of the Company (the “**Director**”) (either alone or jointly with another Director) be and is hereby authorised to sign and execute such other documents and supplemental agreements and deeds for and on behalf of the Company and to do all such things and take all such actions as he may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the exercise of the Put Option (as defined in the Circular) and the disposal of the entire interest of High Morality Limited.”

By order of the board of directors of
Zhongchang International Holdings Group Limited
Ma Yilin
Chairman and Executive Director

Hong Kong, 14 December 2020

Notes:

- (1) Unless otherwise defined, capitalised terms used in this notice of SGM shall have the same meanings as those defined in the circular of the Company dated 14 December 2020.
- (2) The resolution at the SGM will be taken by poll.
- (3) A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy or appoint a duly authorised corporate representative to attend and vote in his stead. A member who is the holder of two or more shares in the Company may appoint more than one proxy to represent him or vote on his behalf. A proxy need not be a member of the Company. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the SGM and any adjournment thereof should he so wish, but if a member of the Company attends in person at the SGM and votes on a resolution, the relevant proxy's authority to vote on that particular resolution shall be deemed to be revoked.
- (4) In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney, or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM (or adjournment thereof).
- (5) For determining the entitlements of the members of the Company to attend and vote at the SGM, the Hong Kong branch register of members of the Company will be closed from 30 December 2020 to 5 January 2021 (both dates inclusive), during which period no transfer of Shares can be registered. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:30 p.m. on 29 December 2020.
- (6) If "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 8:00 a.m. on 5 January 2021 and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on 5 January 2021 that either of the above mentioned warnings is to be issued within the next two hours, the SGM shall automatically be postponed to 6 January 2021 and in such case by virtue of this notice, the SGM shall be held at 2:30 p.m. on 6 January 2021 at the same place. Members who have any queries concerning these arrangements, please call the Company at (852) 2117-0237 during business hours from 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding public holidays.

(7) **Special arrangement relating to preventing COVID-19 and the related social distancing measures**

To ensure the health and safety of the attendees at the SGM, the Company intends to implement precautionary measures at the SGM including: (a) compulsory temperature checks at the entrance of the venue of the meeting; (b) attendees are required to bring their own surgical masks and those who had a temperature over 37.5°C or not wearing surgical masks might be denied access to the venue of the meeting; (c) no corporate gift, refreshments or drinks will be provided at the meeting; and (d) depending on circumstances, separate rooms connected by instant electronic conference facilities may be arranged at the venue of the meeting to limit the number of attendees at each room.

Shareholders, particularly those who are unwell or subject to quarantine requirements or travel restrictions, are reminded that instead of attending the SGM in person, they may appoint any person or the chairman of the SGM as proxy to vote on the resolutions at the SGM by lodging the form of proxy or appropriate corporate appointment forms.

Subject to the development of the COVID-19 pandemic, the Company may implement further precautionary measures as may be appropriate or desirable for the health and safety of attendees of the SGM.

As at the date of this announcement, the Board comprises Mr. Ma Yilin (Chairman), Mr. Chen Zhiwei, Mr. Tang Lunfei and Ms. Huang Limei as executive directors; Mr. Wang Xin and Dr. Huang Qiang as non-executive directors; and Mr. Liew Fui Kiang, Mr. Wong Sai Tat, Mr. Wong Wai Leung and Mr. Yip Tai Him as independent non-executive directors.