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Jiyi Holdings Limited
集一控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1495)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Jiyi Holdings Limited (the “**Company**”) will be held at 14th Floor, China Railway South Headquarters Building, No. 3333 Zhongxin Road (Shenzhen Bay Section), Nanshan District, Shenzhen, PRC at 11:00 a.m. on Monday, 22 February 2021, for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the Extension as defined in the circular dated 26 January 2021 despatched to the shareholders of the Company (the “**Circular**”), a copy of the deeds in respect of the Extension entered into by the Company on one side and each of the Outstanding Bondholders (as defined in the Circular) on the other side has been produced to this meeting marked “A” and signed by the chairlady hereof for the purpose of identification, and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the issue and allotment of ordinary shares of the Company which may fall to be issued upon the exercise of the conversion rights attached to the Outstanding Convertible Bonds (as defined in the Circular) be and are hereby approved; and

- (c) any one director of the Company be and is hereby authorised to do all such acts and things as he/she in his/her sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to the Extension and the transactions contemplated thereunder and, where required, any amendment of the terms of the Extension as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations.”

By Order of the Board of
JIYI HOLDINGS LIMITED

Hou Wei
Chairlady

Hong Kong, 26 January 2021

Registered Office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 1405, 14/F.
Jubilee Centre
18 Fenwick Street
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the memorandum and articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

3. The transfer books and register of members of the Company will be closed from Wednesday, 17 February 2021 to Monday, 22 February 2021, both days inclusive, to determine the entitlement of shareholders to attend and vote at the EGM, during which period no share transfers can be registered. 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 on Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 16 February 2021.
4. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited on 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof.
5. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.
6. If Typhoon Signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.jiyihousehold.com> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
7. In view of the ongoing development of coronavirus epidemic and recent requirements for prevention and control of its spread by the Hong Kong Government, the Company will implement the following preventive measures at the EGM to protect attending Shareholders from the risk of infection: **(1) compulsory body temperature check at the entrance of the venue; (2) mandatory usage of surgical face masks during the attendance of the EGM; and (3) no distribution of corporate gifts and no refreshments.** Shareholders are reminded that physical attendance at the EGM is not necessary for the purpose of exercising the voting rights. The Company strongly encourages Shareholders not to attend the EGM in person and strongly recommends Shareholders to exercise their voting rights by appointing the Chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

As at the date of this notice, Ms. Hou Wei, Mr. Liu Xianxiu and Mr. Yang Baikang are the executive directors of the Company, Mr. Hou Bo is the non-executive director of the Company, and Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang are the independent non-executive directors of the Company.