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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 Friday, 25 June 2021 at 10 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 8 June 2021.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the New Framework Property Management Service Agreement dated 3 May 2021 entered into between the Company and Shengquan Property (including the amended proposed annual cap in the amount of RMB93,600,000 for the year ending 31 December 2021 and the proposed annual caps in the amounts of RMB99,200,000 and RMB108,400,000 for each of the two years ending 31 December 2022 and 2023, 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 Framework Property Management Service Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the New Framework Decoration Service Agreement dated 3 May 2021 entered into between the Company and Zhejiang Geya Decoration (including the proposed annual caps under the New Framework Decoration Service Agreement in the amounts of RMB336,000,000 and RMB353,000,000 for each of the two years ending 31 December 2022 and 2023, 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 Framework Decoration Service Agreement and the transactions contemplated thereunder.”

3. “**THAT:**

- (a) the New Huzhou Framework Decoration Service Agreement dated 3 May 2021 entered into between the Company and Huzhou Geya (including the proposed annual caps under the New Huzhou Framework Decoration Service Agreement in the amounts of RMB47,000,000 and RMB50,000,000 for each of the two years ending 31 December 2022 and 2023, 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, 8 June 2021

<i>Registered Office:</i>	<i>Headquarters and principal</i>	<i>Principal place of business</i>
Cricket Square	<i>place of business in the PRC:</i>	<i>in Hong Kong:</i>
Hutchins Drive	Dexin Group	Room 2813, 28/F
P.O. Box 2681	No. 588	The Center
Grand Cayman KY1-1111	Huanzhan East Road	99 Queen’s Road Central
Cayman Islands	Jiangnan District	Central, Hong Kong
	Hangzhou Zhejiang, the PRC	

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 a.m. on Wednesday, 23 June 2021) 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 Tuesday, 22 June 2021 to Friday, 25 June 2021, 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 Monday, 21 June 2021.
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.