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CHEERWIN³

Cheerwin Group Limited

朝雲集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6601)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Cheerwin Group Limited (the “**Company**”) will be held at Conference Room, 7th Floor, North Podium Building, Liby Center, No. 2 Luju Road, Liwan District, Guangzhou, Guangdong Province, China on Friday, July 23, 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of and permission to deal in the shares falling to be issued pursuant to the exercise of any options granted under the share option scheme referred to in the circular despatched to the shareholders of the Company on the same day as this notice, the terms of which are set out in the printed document marked “A” now produced to this meeting and for the purpose of identification signed by the chairman of this meeting hereof (the “**Share Option Scheme**”), the Share Option Scheme be and is hereby approved and adopted by the Company and that the directors of the Company be authorized, at their sole discretion, to:

- (a) grant options in accordance with the Share Option Scheme, provided that the total number of shares of the Company (the “**Shares**”) which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company (if any), shall not exceed 10% of the issued Shares as at the date of passing this resolution;
- (b) alter and/or modify the Share Option Scheme from time to time provided that such alteration and/or modification is effected in accordance with the provisions of the Share Option Scheme relating to the alteration and/or modification and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);

- (c) allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of options granted under the Share Option Scheme and subject to the Listing Rules; and
- (d) take all such steps as may be necessary, desirable and/or expedient to implement the Share Option Scheme.”

By order of the Board
Cheerwin Group Limited
Chen Danxia
*Executive Director, Chairman
and Chief Executive Officer*

Hong Kong, July 8, 2021

Registered office:
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head office in the PRC:
No. 2, Luju Road
Liwan District
Guangzhou, Guangdong Province
China

Principal place of business in Hong Kong:
31/F, Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

Notes:

1. A resolution at the meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Company's articles of association and the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder may appoint any number of proxies to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 10:30 a.m. (Hong Kong time) on Wednesday, July 21, 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Closure of Register of Members

For the purpose of determining the entitlement to attend and vote at the Extraordinary General Meeting, the Company's register of members will be closed from Tuesday, July 20, 2021 to Friday, July 23, 2021 (both days inclusive) during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company whose Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant share certificates with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and in any case no later than 4:30 p.m. on Monday, July 19, 2021.

In the event that the Extraordinary General Meeting is adjourned to a date later than Friday, July 23, 2021 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.

5. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this announcement, the Board comprises Ms. Chen Danxia, Mr. Xie Rusong and Mr. Zhong Xuyi as executive Directors; Mr. Chen Zexing as non-executive Director; and Dr. De-Chao Michael Yu, Mr. Guo Sheng and Mr. Chan Wan Tsun Adrian Alan as independent non-executive Directors.