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CHEERWIN

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 Lujia Road, Liwan District, Guangzhou, Guangdong Province, China on Tuesday, 16 November 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** the grant of share options (the “**Share Options**”) to Ms. Chen Danxia (“**Ms. Chen**”), the executive director, the chairman of the board of directors of the Company (the “**Board**”) and the chief executive officer of the Company, to subscribe for 65,000,000 ordinary shares of US\$0.0000002 each of the Company (the “**Shares**”) at an exercise price of HK\$4.33 per Share under the share option scheme adopted by the Company on 23 July 2021 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to be issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the Board be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Ms. Chen and the issue of the Shares upon the exercise of the Share Options by Ms. Chen.”

By order of the Board

Cheerwin Group Limited

Chen Danxia

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 1 November 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 Sunday, 14 November 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 register of members of the Company will be closed from Thursday, 11 November, 2021 to Tuesday, 16 November, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 10 November 2021.

In the event that the Extraordinary General Meeting is adjourned to a date later than Tuesday, 16 November 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. In the case of joint holders of Shares in the Company, 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.
6. 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.