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ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3363)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “**SGM**”) of Zhengye International Holdings Company Limited (the “**Company**”) will be held at SOHO 2, 6/F, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on 11 January 2022, Tuesday at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“**THAT:**

1. (a) the Sale and Purchase Agreement (as defined and described in the circular of the Company dated 23 December 2021 (the “**Circular**”), a copy of the Circular marked “**A**” together with a copy of the Sale and Purchase Agreement marked “**B**” are tabled before the SGM and initialed by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder as set out in the Circular be and are hereby approved, ratified and confirmed;
- (b) the execution and delivery of the Sale and Purchase Agreement by the Company be and is hereby approved, confirmed and ratified; and
- (c) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

By order of the Board
Zhengye International Holdings Company Limited
Hu Zheng
Chairman

Hong Kong, 23 December 2021

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal Place of Business in
Hong Kong:*
Suite 2502, 25th Floor
Chinaweal Centre
414–424 Jaffe Road
Wan Chai
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Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The register of members will be closed from Monday, 10 January 2022 to Tuesday, 11 January 2022, both days inclusive, during which period no transfer of shares can be registered. In order to attend the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 7 January 2022.
3. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so presents 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.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The resolutions as set out above will be determined by way of a poll.

PRECAUTIONARY MEASURES FOR THE SGM

Please see page ii of this circular for measures being taken to try to prevent and control the spread of the Coronavirus at the SGM, including:

- compulsory temperature check and health declaration
- mandatory wearing of face mask
- prohibit attendance at the SGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance
- prohibit attendance at the SGM if the attendee is subject to any prescribed quarantine by the Hong Kong Government or has close contact with any person under quarantine
- no distribution of corporate gift and/or refreshments served at the SGM

Any person who does not comply with these precautionary measures may be denied entry into the SGM venue. The Company encourages attendees (even without flu-like symptoms) to wear surgical masks and reminds Shareholders that they may vote by proxy or appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the SGM as an alternative to attending the SGM in person.

As at the date of this notice, the Board comprised Mr. Hu Zheng (Mr. Hu Jianpeng as his alternate), Mr. Hu Hancheng (Mr. Hu Jianjun as his alternate) and Mr. Hu Hanchao (Mr. Tan Xijian as his alternate) as executive Directors, Mr. Chen Riyue as non-executive Director and Mr. Chung Kwok Mo John, Mr. Liew Fui Kiang and Mr. Shin Yick Fabian as independent non-executive Directors.