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GUANGDONG TANNERY LIMITED

粤海制革有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01058)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Guangdong Tannery Limited (the “**Company**”) will be held at The Boardroom, Basement 2, Wharney Hotel, No. 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 17 June 2022 at 11:00 a.m. for the following purposes.

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 31 May 2022.

SPECIAL RESOLUTION

To consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in the Appendix to the circular of the Company dated 31 May 2022, be and are hereby approved;
- (b) the new articles of association of the Company (incorporating the Proposed Amendments) (the “**New Article of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company in its entirety with immediate effect; and

- (c) any one or more director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association.”

By Order of the Board

Zhou Hao

Chairman

Hong Kong, 31 May 2022

Registered office:

29th Floor

Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and, on a poll, vote in his place and such proxy need not be a shareholder of the Company.
- (ii) To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company’s share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or adjourned EGM. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the EGM or any adjourned EGM if he so wishes. If a shareholder who has lodged a form of proxy attends the EGM, his form of proxy will be deemed to have been revoked.
- (iii) In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company’s register of shareholders in respect of the joint holding.
- (iv) The register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022 (both days inclusive), during such period no transfer of shares of the Company will be registered. In order to determine the identity of the members who are entitled to attend and vote at the EGM to be held on Friday, 17 June 2022, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 13 June 2022.

- (v) In light of the coronavirus (COVID-19) pandemic, certain precautionary measures will be implemented at the EGM with a view to mitigating the risk to attendees of infection. These include, without limitation, (i) any persons who are subject to health quarantine prescribed by the HKSAR Government will not be admitted to the meeting venue; (ii) all attendees are required to undergo compulsory body temperature checks; (iii) all attendees have to wear surgical masks prior to admission to the meeting venue and throughout the EGM; (iv) attendees should keep an appropriate social distance from each other during the EGM; and (v) no coffee/tea or any other kind of refreshments will be served at the EGM. The Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. The Company will keep the evolving COVID-19 situation under review and may implement additional measures at the EGM.

As at the date of this announcement, the Board of Directors of the Company comprises two Executive Directors, namely, Mr. Zhou Hao and Mr. Sun Jun; two Non-Executive Directors, namely, Mr. Huang Junfeng and Mr. Kuang Hu; and three Independent Non-Executive Directors, namely, Mr. Yeung Man Lee, Mr. Leung Luen Cheong and Mr. Yang Ge.