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JOY CITY PROPERTY LIMITED

大悦城地產有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 207)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Joy City Property Limited (the “Company”) will be held at President Suite, World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 29 December 2022 at 11:00 a.m. (Hong Kong time) for the purposes of considering, and if thought fit, pass the following resolution which will be proposed, with or without modification, as ordinary resolution. Capitalised terms contained in the circular dated 12 December 2022 issued by the Company (the “Circular”) shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTION

Resolution in relation to the renewal of the Master Lease Agreement

1. “THAT

- (a) the Master Lease Agreement, the terms and conditions thereof and the transactions contemplated thereunder (including the Annual Caps) be and are hereby approved, confirmed and ratified; and
- (b) any one Director of the Company be and is hereby authorised on behalf of the Company to do or take all acts, things and steps and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

Resolution in relation to the re-election of non-executive Director

- 2 “THAT the re-election of Mr. CHEN Lang as a non-executive Director of the Company be and is hereby approved.”

By order of the Board
Joy City Property Limited
CHEN Lang
Chairman

The PRC, 12 December 2022

Notes:

- (1) The register of members of the Company will be closed for registration of transfer of Shares from Thursday, 22 December 2022 to Thursday, 29 December 2022 (both days inclusive) to determine the entitlement to attend and vote at the SGM. In order to qualify for attending and voting at the SGM, all transfer documents should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before 4:30 p.m., Wednesday, 21 December 2022.
- (2) Any member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (3) Where there are joint registered holders of any Share, any one of such persons may vote at the SGM, 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 SGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- (4) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM (not later than 11:00 a.m. on Tuesday, 27 December 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The resolution at the SGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (6) **To safeguard the health and safety of Shareholders, staff and other stakeholders and to prevent the spreading of the Novel Coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the SGM including, without limitation:**
 - (i) **Compulsory temperature screening/checks and health declaration**
 - (ii) **Compulsory wearing of your own surgical face masks**
 - (iii) **No distribution of refreshments, drinks, cake coupons or corporate gifts**
 - (iv) **Be seated as indicated**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the SGM venue or be required to leave the SGM venue, at the absolute discretion of the Company as permitted by law.

- (7) **For the health and safety of Shareholders and all attendees, the Company reminds all Shareholders that physical attendance in person at the SGM is NOT necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM according to their indicated voting instructions as an alternative and to return their forms of proxy by the time specified above.**
- (8) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong SAR to prevent the spread of COVID-19, certain Director(s) of the Company may attend the SGM through conference call or similar electronic means.
- (9) Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.
- (10) If a black rainstorm warning signal is in force or a tropical cyclone warning signal no. 8 or above is hoisted in Hong Kong at any time between 9:00 a.m. and 11:00 a.m. on the day of the SGM, the SGM will be adjourned. The Company will publish an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and venue of the adjourned meeting.

Shareholders should decide on their own whether they would attend the SGM under bad weather conditions having regard to their own situations and, if they choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises Mr. CHEN Lang as Chairman and non-executive Director; Mr. CAO Ronggen as executive Director; Mr. MA Dewei, Mr. LIU Yun and Mr. ZHU Laibin as non-executive Directors; and Mr. LAU Hon Chuen, Ambrose, GBS, JP, Mr. LAM Kin Ming, Lawrence and Mr. CHAN Fan Shing as independent non-executive Directors.