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CHINA TANGSHANG HOLDINGS LIMITED

中國唐商控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 674)

NOTICE OF 2023 FIRST SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first special general meeting (the “**Meeting**”) of China Tangshang Holdings Limited (the “**Company**”) will be held at Unit 1201, 12/F., 29 Austin Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 16 February 2023 at 3:00 p.m. to consider and, if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the conditional Equity Sale and Purchase Agreement dated 31 October 2022 (the “**Agreement**”) entered into between the Company as purchaser and Mr. Chen Weiwu as the vendor (the “**Vendor**”), in relation to the acquisition of the entire issued share capital of Reach Glory Holdings Limited (致榮控股有限公司) at the consideration of RMB315,000,000 (or the equivalent Hong Kong Dollars), which shall be settled by the Company to the Vendor by way of (i) the issue and allotment of 534,000,000 consideration shares (each a “**Consideration Share**”) at the issue price of HK\$0.2 per Consideration Share and (ii) the issue of convertible bonds in the principal amount of HK\$249,150,000 (“**Convertible Bonds**”), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares and the Convertible Bonds), be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Consideration Shares and Convertible Bonds by the Company to the Vendor to settle part of the consideration payable by the Company in accordance with the terms and conditions of the Agreement and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (c) the board of directors of the Company (the “**Directors**”) be and is hereby granted a specific mandate to allot and issue of (i) the Consideration Shares and (ii) the new share(s) which may be issued upon exercise of the conversion right attaching to the Convertible Bonds, in accordance with the terms and conditions of the Agreement; and
- (d) any Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things, as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By Order of the Board
China Tangshang Holdings Limited
Chen Weiwu
Chairman

Hong Kong, 20 January 2023

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:

Unit 1201, 12/F.,
29 Austin Road,
Tsim Sha Tsui,
Kowloon,
Hong Kong

Notes:

- (i) For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Tuesday, 14 February 2023 to Thursday, 16 February 2023 (both days inclusive), during which no transfer of the Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Monday, 13 February 2023.

- (ii) A member entitled to attend and vote at the Meeting is entitled to appoint one proxy or, if he/she/it is a holder of two or more Shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
- (iii) Where there are joint holders of any Share, any one of such joint holder may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that the vote of the senior holder 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iv) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (v) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof if he/she/it so desires. If a member of the Company attends the Meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.
- (vi) If Typhoon Signal No.8 or above, or a “black” rainstorm warning is in effect any time after 11:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company at <http://www.ts674.com> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
- (vii) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolution set out in this Notice will be decided by poll at the meeting.

As at the date of this notice, the executive Directors are, Mr. Chen Weiwu (Chairman), Mr. Zhou Houjie and Mr. Jiang Ruowenhao; and the independent non-executive Directors are Mr. Chen Youchun, Ms. Lui Mei Ka and Mr. Zhou Xin.