

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**中國寶沙發展控股有限公司**  
**China Bozza Development Holdings Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
*(Provisional Liquidators Appointed)*  
*(For Restructuring Purpose)*  
**(Stock code: 1069)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of China Bozza Development Holdings Limited (the “**Company**”) will be held at 22/F, World Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Monday, 27 March 2023 for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 3 March 2023 (the “**Circular**”)):

**ORDINARY RESOLUTION**

1. “**THAT**
  - (a) the conditional restructuring framework agreement dated 30 December 2022 (the “**Restructuring Framework Agreement**”) (a copy of which is produced to the EGM marked “A” and signed by the Chairman of the EGM for the purpose of identification) and entered into amongst the Company, the Joint Provisional Liquidators, and the Investor, in relation to the restructuring of the debts and liabilities, capital structure and share capital of the Company and which comprise (i) the Capital Reorganisation and the Change in Board Lot Size; (ii) the Subscription; (iii) the Creditors’ Scheme involving (a) the Creditors’ Scheme Cash Consideration; (b) the Scheme Shares Issue; and (c) the Promissory Notes Issue; (iv) the Whitewash Waiver; and (v) the Special Deals and the transactions contemplated thereunder (the “**Proposed Restructuring**”) be and are hereby approved, confirmed and ratified; and
  - (b) any Director be and is hereby authorised to do all such things and acts and execute all documents (whether under common seal or not) which he considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Restructuring Framework Agreement and the transactions contemplated thereunder.”

## ORDINARY RESOLUTION

2. “**THAT** subject to and conditional upon, (i) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares upon the Capital Reorganisation becoming effective, and (ii) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reorganisation, with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):
- (a) every 100 issued and unissued Shares with a par value of HK\$0.002 each be consolidated into one Consolidated Share of par value of HK\$0.20 each, and such Consolidated Share(s) shall be identical and rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”); and
  - (b) all fractional New Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional New Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Director may think fit.”

## SPECIAL RESOLUTION

3. “**THAT** subject to and conditional upon, (i) the Share Consolidation becoming effective; (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares upon the Capital Reorganisation becoming effective; (iii) the Cayman Court granting an order confirming the Capital Reduction (as defined below); (iv) the compliance with any conditions which the Cayman Court may impose in relation to the Capital Reduction (as defined below); (v) the registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Cayman Court confirming the Capital Reduction (as defined below) and the minute approved by the Cayman Court containing the particulars required under the Cayman Companies Act with respect to the Capital Reduction (as defined below); (vi) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reorganisation; and (vii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reduction (as defined below), with effect from the date on which the above conditions are fulfilled (the “**Second Effective Date**”), the issued share capital of the Company be reduced (the “**Capital Reduction**”) by cancelling the paid-up capital of the Company to the extent of HK\$0.19 on each Consolidated Share such that the par value of each Consolidated Share will be reduced from HK\$0.20 each to HK\$0.01 each.”

## ORDINARY RESOLUTIONS

4. “**THAT** subject to and conditional upon the Share Consolidation and Capital Reduction becoming effective,
- (a) all the authorised but unissued share capital of the Company (which shall include the authorised but unissued share capital arising from the Capital Reduction) be diminished (the “**Authorised Share Capital Diminution**”);
  - (b) forthwith upon the Authorised Share Capital Diminution taking effect, the authorised share capital of the Company will be increased to HK\$100,000,000 by the creation of such number of additional New Shares as shall be sufficient to increase the share capital of the Company to HK\$100,000,000 divided into 10,000,000,000 New Shares;
  - (c) the entire amount standing to the credit of the share premium account of the Company as at the Second Effective Date shall be cancelled and credited to the contribution surplus reserve account of the Company and be applied towards offsetting the accumulated loss of the Company as at the Second Effective Date and the balance (if any) will be transferred to a distributable reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the memorandum and articles of association of the Company and all applicable laws and rules (including the Listing Rules) and all actions in relation thereto be approved, ratified and confirmed; and
  - (d) any Director be and is hereby authorised to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Capital Reorganisation.”
5. “**THAT**
- (a) the conditional subscription agreement dated 30 December 2022 (the “**Subscription Agreement**”) (a copy of which is produced to the EGM marked “B” and signed by the Chairman of the EGM for the purpose of identification) and entered into between the Company as issuer, the Investor as subscriber, and the Joint Provisional Liquidators in relation to the subscription for 466,000,000 New Shares (the “**Subscription Shares**”) at the Subscription Price of approximately HK\$0.1288 per Subscription Share and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
  - (b) subject to the Listing Committee of the Stock Exchange granting the listing of and permission to deal in all of the Subscription Shares, the Directors be and are hereby granted a specific mandate for the allotment and issue of the Subscription Shares in accordance with the terms of the Subscription Agreement; and

- (c) any Director be and is hereby authorised to do all such things and acts and execute all documents (whether under common seal or not) which he considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Subscription Agreement and the transactions contemplated thereunder.”
6. “**THAT** subject to and conditional upon, among others, the applicable laws of the Cayman Islands and Hong Kong and the directions and sanctions of the Cayman Court and the Hong Kong Court, and to all the other resolutions set out in this notice being passed:
- (a) the Creditors’ Scheme material particulars whereof are disclosed in the scheme of arrangement document of the Company despatched to the Creditors (details of the major terms of the scheme of arrangement are set out in the section headed “Letter from the Board – II. The Proposed Restructuring – E. The Creditors’ Scheme” in the Circular), which are to be proposed and effected as a scheme under Part 13 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), be and are hereby approved, confirmed and ratified, subject to any modification thereof or addition thereof approved or imposed by the Hong Kong Court (if any);
- (b) the proposed payment of HK\$30,000,000 in cash to the Creditors on a pro-rata basis in accordance with the terms of the Creditors’ Scheme, funded from the net proceeds of the issue of the Subscription Shares under Resolution no. 5 hereof be and is hereby approved;
- (c) the proposed allotment and issue of 140,000,000 New Shares (the “**Scheme Shares**”) at the issue price of HK\$0.55 per Scheme Share on a pro-rata basis in accordance with the terms of the Creditors’ Scheme be and is hereby approved;
- (d) the proposed issue of promissory notes in the aggregate principal amount of HK\$120,000,000 million (details of the major terms of the promissory notes are set out in the section headed “Letter from the Board – II. The Proposed Restructuring – E. The Creditors’ Scheme” in the Circular) on a pro-rata basis in accordance with the terms of the Creditors’ Scheme be and is hereby approved;
- (e) subject to the Listing Committee of the Stock Exchange granting the listing of and permission to deal in all of the Scheme Shares, the Directors be and are hereby granted a specific mandate for the allotment and issue of the Scheme Shares in accordance with the terms of the Creditors’ Scheme; and
- (f) any one Director be and is hereby authorised to do all such things and acts and execute all documents (whether under common seal or not) which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Creditors’ Scheme and the transactions contemplated thereunder.”

## SPECIAL RESOLUTION

7. **“THAT**

- (a) the terms of the waiver (the **“Whitewash Waiver”**) granted or to be granted by the Executive to the Investor pursuant to Note 1 on the dispensations from Rule 26 of the Takeovers Code from an obligation to make a general mandatory offer to the Shareholders in respect of all the Shares and the securities of the Company not already owned or agreed to be acquired by it and parties acting in concert with it as a result of the subscription of the Subscription Shares under the Subscription Agreement be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to do all such things and acts and execute all documents (whether under common seal or not) which he considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.”

## ORDINARY RESOLUTION

8. **“THAT** the proposed settlement of the indebtedness (the **“Special Deals”**) to Mr. Wang Yue, Ms. Tian Guangmei and Ms. Hui Hing Conniel under the Creditors’ Scheme as out in the Circular under the section headed “Letter from the Board – XII. Takeovers Code Implications – B. The Special Deals”, which constitute special deals under Rule 25 of the Takeovers Code, be and are hereby approved, confirmed and ratified.”

By Order of the Board  
**China Bozza Development Holdings Limited**  
**Fei Phillip**  
*Chairman and Executive Director*

Hong Kong, 3 March 2023

*Registered Office:*

PO Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit 12, 12/F., Tower A  
New Mandarin Plaza  
No. 14 Science Museum Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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.
2. A form of proxy for use of the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM, excluding Saturdays, Sundays and public holidays in Hong Kong (i.e. 11:00 a.m. on Thursday, 23 March 2023), or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Tuesday, 21 March 2023 to Monday, 27 March 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the meeting, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20 March 2023.
6. Members are advised to read the Circular which contains information concerning the resolutions to be proposed in the EGM.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. The voting at the EGM shall be taken by way of poll.

*As at the date of this announcement, the Board comprises Professor Fei Phillip, Mr. Li Wenjun, Mr. Wang Yue, Ms. Hui Hing Conniel and Mr. Lai Chi Yin Samuel as the executive Directors; and Mr. Gu Sotong as the non-executive Director; and Mr. Liu Zhaoxiang, Ms. Wong Hoi Ying, Mr. Wang Yibin and Mr. Guo Zhonglong as the independent non-executive Directors.*