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Hebei Yichen Industrial Group Corporation Limited*

河北翼辰實業集團股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 1596)

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (“AGM”) of Hebei Yichen Industrial Group Corporation Limited (the “Company”) will be held at the meeting room of the Company, No. 1 Yichen North Street, Gaocheng District, Shijiazhuang City, Hebei Province, the People’s Republic of China (the “PRC”) on Thursday, 25 May 2023 at 10:30 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2022.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2022.
3. To consider and approve the audited consolidated financial statements and the reports of the auditors of the Company for the year ended 31 December 2022.
4. To consider and approve the annual financial budgets of the Company for the year ending 31 December 2023 and the final financial accounts of the Company for the year ended 31 December 2022.
5. To consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2022 and to authorise the Board to distribute such final dividend to the shareholders of the Company.
6. To consider and approve the re-appointment of Pan-China Certified Public Accountant LLP (天健會計師事務所(特殊普通合夥)) as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine their remuneration.

* *For identification purpose only*

7. To consider and approve the authorisation to the Board to, where applicable, determine and adjust the remuneration of the directors and supervisors of the Company for their respective term of office (or any part thereof) in accordance with the service agreements entered into between the Company and them or the appointment letters issued by the Company to them.

AS SPECIAL RESOLUTION

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

“THAT:

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations, in respect thereof, subject to the following conditions:

- (a) the aggregate amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board pursuant to the mandate above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20 per cent of the aggregate number of Domestic Shares of the Company in issue as at the date of passing this resolution and/or 20 per cent of the aggregate number of H Shares of the Company in issue as at the date of passing this resolution; and

- (b) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purpose of this resolution:

“Domestic Shares” means the domestic invested ordinary shares in the share capital of the Company, with a nominal value of RMB0.50 each, which are subscribed for and paid up in Renminbi and are unlisted shares which are currently not listed or traded on any stock exchange;

“H Shares” means the overseas listed foreign invested ordinary share in the share capital of the Company, with a nominal value of RMB0.50 each, which are listed on the Stock Exchange and traded in Hong Kong dollars;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company; or
- (B) the revocation or variation of the authority given under the above-mentioned resolution by a special resolution of the Shareholders in a general meeting; or
- (C) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).

- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
 - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
 - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

By order of the Board
Hebei Yichen Industrial Group Corporation Limited*
ZHANG Haijun
Chairman

Shijiazhuang, PRC, 25 April 2023

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Notes:

All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The Chairman of the Board of the Company may demand poll for voting pursuant to the Articles of Association of the Company. 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.

1. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 26 April 2023 to Thursday, 25 May 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, holders of the H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Computershare Hong Kong Investor Services Limited not later than 4:30 p.m. on Tuesday, 25 April 2023 (Hong Kong time) for registration.
2. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 2 June 2023 to Thursday, 8 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, holders of the H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Computershare Hong Kong Investor Services Limited not later than 4:30 p.m. on Thursday, 1 June 2023 (Hong Kong time) for registration. Subject to the approval by the shareholders of the Company at the AGM, the final dividend is expected to be paid on or before Thursday, 20 July 2023 to the shareholders whose names appear on the registers of members of the Company on Thursday, 8 June 2023.
3. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll.
4. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(ies). If that instrument is signed by an attorney of a shareholder, the power of attorney or other document authorising that attorney to sign must be notarised.
5. In order to be valid, the form of proxy together with the notarised power of attorney or other authorisation document (if any) must be deposited at the Secretariat of the Board at the Company's principal place of business in the PRC (for holders of the Domestic Shares) or at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of the H Shares), not less than 24 hours before the time fixed for the meeting (i.e. not later than 10:30 a.m. on Wednesday, 24 May 2023 (Hong Kong time)).
6. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the form of proxy was signed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.
7. The address and contact details of the Company's H share registrar, Computershare Hong Kong Investor Services Limited, are as follows:

As to the transfer documents:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

As to the form of proxy:

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Telephone No.: (+852) 2862 8555

Facsimile No.: (+852) 2865 0990

8. The address and contact details of the Company's principal place of business in the PRC are as follows:

No. 1 Yichen North Street, Gaocheng District, Shijiazhuang City, Hebei Province, the PRC
Telephone No.: (+86) 311 88929020
E-mail: yichenshiye@hbyc.com.cn
9. In accordance with the Company's articles of association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, and this notice, when served on such person, shall be deemed to have been given to all joint holders of such share.
10. The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.
11. Shareholders or their proxies shall produce their identification documents for inspection when attending the AGM.

As at the date of this notice, the executive Directors are Mr. Zhang Haijun, Mr. Wu Jinyu, Mr. Zhang Chao, Mr. Zhang Lihuan and Ms. Ma Xuehui; the non-executive Director is Ms. Zheng Zhixing; and the independent non-executive Directors are Mr. Jip Ki Chi, Mr. Zhang Liguo and Mr. Wang Fujun.