

Hong Kong Exchanges and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



佳華百貨控股有限公司
Jiahua Stores Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00602)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the an extraordinary general meeting (the “**Meeting**”) of Jiahua Stores Holdings Limited (the “**Company**”) will be held at 4/F., Jiahua Ming Yuan, 2146 Xinhua Road, Baoan Central District, Shenzhen, the PRC on Thursday, 13 July 2023 at 2:30 p.m., for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

AS ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the long-term lease agreement (the “**Long-Term Lease Agreement**”) dated 27 April 2023 entered into between Shenzhen Jiahua Real Estate Development Company Limited (深圳市佳華房地產開發有限公司), a company incorporated in the PRC, as landlord (the “**Connected Landlord**”) and Shenzhen Baijiahua Commercial Management Limited (深圳市百佳華商業管理有限公司), a company incorporated in the PRC, a wholly-owned subsidiary of the Company, as the tenant in relation to the leasing of certain retail spaces located at the intersection of Xinqiao Street Zhongxin Road West and Haoxiang Road South, Baoan District, Shenzhen, Guangdong Province, the PRC (深圳市寶安區新橋街道中心路西與蠓鄉路南交匯處) owned by the Connected Landlord, a copy of which having been produced to the Meeting marked “A” and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved;

- (b) any one of the director(s) of the Company (or, any two directors or any one director and the company secretary of the Company, if execution under the common seal of the Company is required) be and he is (or they are) hereby authorised to do and execute (where required, to affix the common seal of the Company) all such acts, matters, deeds, documents and things as he (or they) consider(s) to be necessary, expedient or desirable for the purposes of giving effect to or in connection with the Long-Term Lease Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Long-Term Lease Agreement) as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

2. “**THAT:**

- (a) the commercial lease agreement (the “**Commercial Lease Agreement**”) dated 27 April 2023 entered into between the Connected Landlord, as landlord and Shenzhen Baijiahua Department Stores Company Limited (深圳市百佳華百貨有限公司), a company incorporated in the PRC, a wholly-owned subsidiary of the Company, as the tenant in relation to the leasing of 1st Floor, Building 1, Jiahua Shuyuan Yage, Dabao South Road, Xinan Street, Baoan District, Shenzhen, Guangdong Province, the PRC (深圳市新安街道大寶路南側佳華書苑雅閣1棟商場01層), a copy of which having been produced to the Meeting marked “B” and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved;
- (b) any one of the director(s) of the Company (or, any two directors or any one director and the company secretary of the Company, if execution under the common seal of the Company is required) be and he is (or they are) hereby authorised to do and execute (where required, to affix the common seal of the Company) all such acts, matters, deeds, documents and things as he (or they) consider(s) to be necessary, expedient or desirable for the purposes of giving effect to or in connection with the Commercial Lease Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Commercial Lease Agreement) as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

3. “**THAT:**

- (a) the lease agreement (the “**Independent Lease Agreement**”) dated 27 April 2023 entered into between Shenzhen Shajing Shayi Stock Cooperative Company (深圳市沙井沙一股份合作公司), a company incorporated in the PRC, as landlord (the “**Independent Landlord**”) and Shenzhen Baijiahua Commercial Management Limited (深圳市百佳華商業管理有限公司), a company incorporated in the PRC, a wholly-owned subsidiary of the Company, as the tenant in relation to the leasing of certain retail spaces located at the intersection of Xinqiao Street Zhongxin Road West and Haoxiang Road South, Baoan District, Shenzhen, Guangdong Province, the PRC (深圳市寶安區新橋街道中心路西與蠓鄉路南交匯處) owned by the Independent Landlord, a copy of which having been produced to the Meeting marked “C” and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved;
- (b) any one of the director(s) of the Company (or, any two directors or any one director and the company secretary of the Company, if execution under the common seal of the Company is required) be and he is (or they are) hereby authorised to do and execute (where required, to affix the common seal of the Company) all such acts, matters, deeds, documents and things as he (or they) consider(s) to be necessary, expedient or desirable for the purposes of giving effect to or in connection with the Independent Lease Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Independent Lease Agreement) as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

Yours faithfully,

For and on behalf of the Board
Jiahua Stores Holdings Limited
Zhuang Lu Kun
Chairman

Shenzhen, the PRC, 27 June 2023

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Suite 715, 7th Floor
Ocean Centre, Harbour City
5 Canton Road
Tsimshatsui
Kowloon
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the EGM is entitled to appoint one proxy or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company. To be valid all forms of proxies together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the EGM.
- (2) The register of members of the Company will be closed from Wednesday, 12 July 2023 to Thursday, 13 July 2023 (both days inclusive). In order to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Tuesday, 11 July 2023.
- (3) The completion and return of a form of proxy will not preclude a member from attending and voting at the EGM in person. If such member attends the EGM in person, his form of proxy will be deemed to have been revoked.
- (4) In the case of a joint holding, any one of such persons may vote at the EGM, either in person or by proxy; but if more than one joint holders are present at the EGM in person or by proxy, the said person whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (5) If a "black" rainstorm warning signal or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. on 13 July 2023, an announcement will be made in such event to notify the Shareholders of any alternative date for the EGM.

As at the date of this notice, (a) the executive Directors are Mr. Zhuang Lu Kun, Mr. Zhuang Pei Zhong and Mr. Zhuang Xiao Xiong; (b) the independent non-executive Directors are Mr. Chin Kam Cheung, Mr. Sun Ju Yi and Mr. Ai Ji.