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**ZHEJIANG UNITED INVESTMENT HOLDINGS GROUP LIMITED**  
**浙江聯合投資控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8366)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Zhejiang United Investment Holdings Group Limited (the “**Company**”) (the “**AGM**”) will be held at 14/F., Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Thursday, 28 September 2023 at 11.00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

To consider and, if though fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 30 April 2023;
2. To re-appoint Fan, Chan & Co. Limited as 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 fix their remuneration;
3. To authorise the Board to fix the remuneration of the Directors;
4. To re-elect, each of as a separate resolution, the following persons as Directors.
  - (a) Ms. Lai Pik Chi Peggy as an executive Director;
  - (b) Mr. Fu Yan Ming as an independent non-executive Director;

5. To consider and, if thought fit, pass, the following Resolution as ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution and pursuant to the GEM Listing Rules on the Stock Exchange, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Share(s)**”) and make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require securities to be issued, allotted or disposed of, whether during or after the end of the Relevant Period;
- (c) the total number of Shares allotted and agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this Resolution); or (ii) the grant or exercise of any option granted under any Share Option Scheme (as defined in paragraph (d) of this Resolution); or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire Shares (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company, which carried rights to subscribe for or are convertible into Shares, shall not exceed 20 per cent of the total number of issued Shares as at the time of passing this Resolution and the authority pursuant to paragraph (a) and (b) of this Resolution shall be limited accordingly; and
- (d) for the purpose of this Resolution:
  - (i) “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
    - A. the conclusion of the next annual general meeting;
    - B. the expiration of the period within which the next annual general meeting is required by the Articles or any applicable laws of the Cayman Islands to be held; and
    - C. the passing of an ordinary Resolution of the Shareholders in general meeting revoking or varying the authority given to the Directors by the Resolution.

- (ii) “**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving right to subscribe for shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).
  
- (iii) “**Share Option Scheme**” means a share option scheme or similar arrangement of the Company adopted from time to time in accordance with the GEM Listing Rules of the Stock Exchange.”

6. To consider, if thought fit, pass the following Resolution as an ordinary resolution:

“**That:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all the powers of the Company to buy-back its Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange under the Takeover code, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
  
- (b) the total number of Shares authorised to be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of Shares in issue at the date of the passing of this Resolution, and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
  
- (c) for the purpose of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:
  - A. the conclusion of the next annual general meeting;
  
  - B. the expiration of the period within which the next annual general meeting is required by the Articles or any applicable laws of the Cayman Islands to be held; and
  
  - C. the passing of an ordinary resolution of the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.”

7. To consider, if thought fit, pass the following Resolution as an ordinary resolution:

“**That** conditional upon the Resolution 5 and Resolution 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which would or might require the exercise of such powers pursuant to Resolution 5 above be and is hereby extended by the addition thereto of an amount representing the total number of Shares bought back by the Company under the authority granted pursuant to Resolution 6 above, provided that such amount shall not exceed 10 per cent of the total number of the Shares in issue as at the date of passing the said Resolution.”

#### **SPECIAL RESOLUTION**

8. As special business, to consider, and if thought fit, pass the following Resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”) set out in Appendix III to the circular of the Company dated 3 August 2023 of which this notice forms part be and are hereby approved;
- (b) the second amended and restated articles of association of the Company which contain all the Proposed Amendments (the “**Second Amended and Restated M & A**”), a copy of which is produced to the AGM marked as “A” and signed by the chairman of the AGM for the purpose of identification, be and are hereby approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of the existing articles of association of the Company with immediate effect after the close of the AGM;
- (c) the Company’s registered office provider be and is hereby authorised and instructed to make each filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution; and
- (d) any director or secretary of the Company be and is hereby authorised to do all such acts necessary to effect and record the adoption of the Second Amended and Restated M & A.”

By Order of the Board  
**Zhejiang United Investment Holdings Group Limited**  
**Lai Pik Chi Peggy**  
*Executive Director*

Hong Kong, 2 August 2023

*Notes:*

1. The register of members of the Company will be closed from Monday, 25 September 2023 to Thursday, 28 September 2023, both days inclusive, for determining the identity of the Shareholders who are entitled to attend and vote at the AGM. No transfer of Shares will be registered during this period. Shareholders whose names appear on the register of members of the Company on Friday, 22 September 2023 are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 22 September 2023.
2. A form of proxy to be used for the meeting is enclosed.
3. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is corporation shall be entitled exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
5. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarial certified copy thereof 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 fixed for holding the meeting or adjournment thereof (as the case may be).
6. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened, and in such event, the instruction appointing the proxy shall be deemed to be revoked.
7. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior 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.
8. Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
9. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect any time after 7: 00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.zjuv8366.com> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
10. As at the date of this notice, the executive Directors are Ms. Lai Pik Chi Peggy, Mr. Choi Pun Lap and Mr. Law, Michael Ka Ming, and the independent non-executive Directors are Mr. Leung Tsun Ip, Mr. Hui Man Ho Ivan, Mr. Fu Yan Ming.

*As at the date of this announcement, the executive Directors of the Company are Mr. Law, Michael Ka Ming, Ms. Lai Pik Chi Peggy and Mr. Choi Pun Lap, and the independent non-executive Directors of the Company are Mr. Leung Tsun Ip, Mr. Hui Man Ho Ivan and Mr. Fu Yan Ming.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the day of its posting. This announcement will also be published on the Company's website at <http://www.zjuv8366.com>.*