

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.



HUAZHANG TECHNOLOGY HOLDING LIMITED

華章科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1673)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Huazhang Technology Holding Limited (the “**Company**”) will be held at Suite 901, 9/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Hong Kong on Friday, 2 February 2024 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of the Executive Director) (the “**Executive**”), the waiver (the “**Whitewash Waiver**”) pursuant to Note 1 on the dispensations from Rule 26.1 of the Takeovers Code waiving any obligation on the part of Dao He Investment Limited (the “**Underwriter**”) to make a mandatory general offer for all the issued securities of the Company not already owned or agreed to be acquired by the Underwriter and any parties acting in concert with it, which would be triggered as a result of the fulfilment of its underwriting obligation under the underwriting agreement entered into between the Underwriter and the Company on 1 December 2023 (as amended by a supplemental agreement dated 22 December 2023 made between the Company and the Underwriter) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) (the “**Underwriting Agreement**”), be and are hereby approved, and any one director of the Company (the “**Director(s)**”) be and are hereby authorised to do all such things and acts and execute all documents which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver.”

ORDINARY RESOLUTIONS

2. **“THAT** subject to and conditional upon the fulfillment or waiver (where applicable) of the conditions set out in the Underwriting Agreement:
- (a) the allotment and issue of 532,044,689 shares (the **“Open Offer Share(s)”**) by way of open offer (the **“Open Offer”**) at the offer price of HK\$0.20 per Open Offer Share on the basis of one (1) Open Offer Share for every two (2) existing shares of the Company held by the shareholders (the **“Qualifying Shareholders”**) of the Company whose names appear on the register of members of the Company as at the close of business on Friday, 16 February 2024 (or such later date as may be determined and announced by the Company) (the **“Record Date”**) other than those shareholders (the **“Non-Qualifying Shareholders”**) of the Company whose names appear on the register of members of the Company as at the close of business on the Record Date and whose addresses as shown on the register of members of the Company are outside Hong Kong, whom the Directors, after making enquiry regarding the legal restrictions under the laws of relevant place and requirements of the relevant regulatory body or stock exchange, consider it necessary or expedient to exclude from Open Offer and the transactions contemplated thereunder, be and are hereby approved;
 - (b) the board of Directors (the **“Board”**) or a committee thereof be and is/are hereby authorised to allot and issue the Open Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of the place and requirements of the relevant regulatory body or stock exchange; and
 - (c) any one Director be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Open Offer Shares, the implementation of the Open Offer in accordance with all terms and conditions of the Open Offer as set out in the **“Letter from the Board”** in the circular of the Company dated 12 January 2024 and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as he/she may in his/her discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.”

3. “**THAT** the entering into the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Open Offer Shares, if any, by the Underwriter) be and are hereby approved; and any one Director be and is hereby authorised to sign and execute such documents (including but not limited to deeds) and do all such acts and things incidental to the Underwriting Agreement as he/she considers necessary or otherwise expedient in connection with the implementation of or giving effect to the Underwriting Agreement (including without limitation entering into supplemental agreement(s) in relation to the Underwriting Agreement) and the transactions contemplated thereunder or in this resolution.”

By order of the Board
HUAZHANG TECHNOLOGY HOLDING LIMITED
Fang Hui
Executive Director

Hong Kong, 12 January 2024

Registered office:

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

Principal place of business in Hong Kong:

Suite 901, 9/F
Ocean Centre
5 Canton Road
Tsim Sha Tsui
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were 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 in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) 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 certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, 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 meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting.

- (5) For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 29 January 2024 (Monday) to 2 February 2024 (Friday), both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 26 January 2024 (Friday) for registration.
- (6) According to Rule 13.39(4) of the Listing Rules, the voting at the EGM will be taken by poll.

As at the date of this notice, the executive Directors are Mr. Fang Hui and Mr. Chen Hongwei, the non-executive Director is Mr. Shi Chenghu and the independent non-executive Directors are Mr. Heng, Keith Kai Neng, Mr. Yao Yang Yang and Ms. Zhang Dong Fang.