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中國奧園集團股份有限公司
China Aoyuan Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3883)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING 2024

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting 2024 (the “**EGM**”) of China Aoyuan Group Limited (the “**Company**”) will be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Wednesday, 10 July 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

1 “THAT

- (a) the agreement (the “**Agreement**”) proposed to be entered into between Aoyuan Property Holdings (Canada) Ltd. (the “**Vendor**”) and Winnet Capital Ltd. (the “**Purchaser**”) in relation to, among other matters, the proposed disposal by the Vendor of 70 Class B common shares and 68,000,000 M2M Project Phase 1 tracking shares (the “**TS1 Shares**”) in Ontario Aoyuan Property Limited (the “**Target Company**”), with the TS1 Shares representing 100% of the economic interest in the M2M Project Phase 1 in Toronto, Ontario, Canada, subject to the shareholders agreement to be entered into among the Purchaser, the Vendor and the Target Company, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Agreement and any of the transactions contemplated thereunder including but not limited to the Agreement.”

On behalf of the Board
China Aoyuan Group Limited
Guo Zi Wen
Chairman

Hong Kong, 17 June 2024

Registered Office:

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

Principal Place of

Business in the PRC:
Aoyuan Mansion
No. 108, Huangpu Avenue West
Tianhe District, Guangzhou
PRC

Principal Place of

Business in Hong Kong:

Units 1901-2, 19th Floor,
One Peking, No. 1 Peking Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

- (i) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). 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.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/its. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (iii) In order to be valid, a form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. not later than 11:00 a.m. on Monday, 8 July) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

- (iv) The transfer books and register of shareholders will be closed from Friday, 5 July 2024 to Wednesday, 10 July 2024, both dates inclusive, in order to determine the entitlement of shareholders to attend and vote at the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 4 July 2024, in order to qualify for attending and voting at the EGM.
- (v) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive directors of the Company are Mr. Guo Zi Wen, Mr. Chen Zhi Bin, Mr. Tan Yi and Mr. Cheng Siu Fai; and the independent non-executive directors are Mr. Cheung Kwok Keung, Mr. Lee Thomas Kang Bor and Mr. Wong Wai Keung Frederick.