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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular or the offers referred to herein, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant, or other professional advisers.

If you have sold or transferred all your shares in XXF Group Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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### XXF GROUP HOLDINGS LIMITED

喜相逢集團控股有限公司

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

**(Stock Code: 2473)**

## (1) PROPOSED SUBDIVISION OF SHARES AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

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Capitalised terms used in the lower portion of this page and the cover inside page shall have the same respective meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the EGM to be held at 10:00 a.m. on Tuesday, 3 December 2024 at Building 3, Fuxing Economic Development Zone (Fuzhou Software Park Jin'an Branch), No. 318 Fuguang Road, Jin'an District, Fuzhou, Fujian Province is set out on pages 11 to 13 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy for use at the Extraordinary General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Extraordinary General Meeting or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's share registrar in Hong Kong no later than 10:00 a.m. on Sunday, 1 December 2024 (Hong Kong time). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.xxqc.com>).

References to dates and time in this circular are to Hong Kong dates and time.

*This circular is prepared in both English and Chinese. In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.*

18 November 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following respective meanings:*

“Board”	the board of Directors
“Business Day(s)”	any day(s) (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	XXF Group Holdings Limited, an exempted company incorporated in the Cayman Islands whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2473)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among others, the Share Subdivision
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 November 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Company on 9 October 2023
“Share(s)”	existing ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Share Subdivision becoming effective
“Share Option Scheme”	the share option scheme adopted by the Company on 9 October 2023
“Share Option Schemes”	the Pre-IPO Share Option Scheme and the Share Option Scheme
“Share Subdivision”	the proposed subdivision of each issued and unissued Share into three (3) Subdivided Shares
“Shareholder(s)”	holder(s) of the Share(s) or Subdivided Share(s) (as the case may be)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of par value of one third Hong Kong cent each in the share capital of the Company upon the Share Subdivision becoming effective
“%”	per cent.

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## LETTER FROM THE BOARD

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### XXF GROUP HOLDINGS LIMITED

### 喜相逢集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2473)

*Executive Directors:*

Mr. HUANG Wei

Mr. YE Fuwei

Ms. ZHANG Jinghua

*Non-executive Director:*

Mr. LIU Wei

*Independent Non-executive Directors:*

Mr. WU Fei

Mr. FUNG Che Wai, Anthony

Mr. CHEN Shuo

*Registered Office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

1709 Shun Tak Centre

West Tower

168-200 Connaught Road Central

Sheung Wan

Central and Western

Hong Kong

18 November 2024

*To the Shareholders*

Dear Sir/Madam,

#### **(1) PROPOSED SUBDIVISION OF SHARES**

**AND**

#### **(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated Thursday, 14 November 2024 in relation to the Share Subdivision (the “**Announcement**”).

The Directors wish to seek the approval of the Shareholders at the EGM for the Share Subdivision. The purpose of this circular is to provide you information regarding the resolutions to be proposed at the EGM relating to the above matters and the notice of the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED SHARE SUBDIVISION

The Board proposes to subdivide each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company into three (3) Subdivided Shares of par value of one third Hong Kong cent each.

#### Effect of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$40,000,000 divided into 4,000,000,000 Shares of par value of HK\$0.01 each, of which 515,625,000 Shares of par value of HK\$0.01 each have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$40,000,000 divided into 12,000,000,000 Subdivided Shares of par value of one third Hong Kong cent each, of which 1,546,875,000 Subdivided Shares of par value of one third Hong Kong cent each will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the Share Subdivision becoming effective.

All Subdivided Shares will rank *pari passu* with each other in all respects with, and will have the same rights and privileges as, the Shares in issue prior to the Share Subdivision, and the Share Subdivision will not result in any change in the relevant rights of the existing Shareholders.

As the Share Subdivision will not result in any odd lots or fractional shares, no odd lots arrangement for matching the sale and purchase of odd lots will be made.

#### Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision;
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares to be in issue and any new Subdivided Share which may be issued upon the exercise of the share options granted under the Pre-IPO Share Option Scheme and the share options to be granted from time to time under the Share Option Scheme; and
- (c) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Subdivision.

The Share Subdivision will become effective after all of the conditions of the Share Subdivision above are fulfilled.

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## LETTER FROM THE BOARD

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### **Listing application**

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares to be in issue and any new Subdivided Share which may be issued upon the exercise of the share options granted under the Pre-IPO Share Option Scheme and the share options to be granted from time to time under the Share Option Scheme.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or currently proposed to be sought from any other stock exchanges.

### **Exchange of share certificates**

Subject to the Share Subdivision having become effective, the existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Monday, 13 January 2025 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for three (3) Subdivided Shares.

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing certificates for the Shares to the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Thursday, 5 December 2024 to Wednesday, 15 January 2025 (both days inclusive). After the expiry of such period, the existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher). It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of 10 Business Days after the submission of the existing share certificates for the Shares to Computershare Hong Kong Investor Services Limited for exchange.

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## LETTER FROM THE BOARD

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The new share certificates will be orange in colour so as to be distinguished from the existing share certificates which are blue in colour.

### **SECURITIES CONVERTIBLE OR EXCHANGEABLE INTO SHARES**

As at the Latest Practicable Date, the Company has 34,479,000 outstanding share options granted under the Pre-IPO Share Option Scheme. Under the relevant terms and conditions of the Pre-IPO Share Option Scheme, the Share Subdivision may lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon the exercise of the share options. The Company will make further announcement(s) on such adjustments as and when appropriate.

As at the Latest Practical Date, the maximum number of shares in respect of which all share options which may be granted under the Share Option Scheme and all share options and share awards under any other share schemes of the Company is 51,562,500 shares, representing 10% of the total number of shares in issue.

Save as disclosed above, the Company has no outstanding warrants, convertibles, options or derivatives and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

### **REASON FOR THE SUBDIVISION OF SHARES**

The proposed Share Subdivision will increase the number of Shares in issue and reduce the nominal value and trading price of each Share. In this regard, the Board is of the view that the Share Subdivision is likely to enhance the trading liquidity of the Shares, reduce the barriers to investment, and therefore may attract more investors to trade in the Shares. Based on the closing price of HK\$15.36 per Share as at the Latest Practicable Date, (i) the market value per board lot of 2,500 Shares is HK\$38,400; and (ii) the value of each board lot of 2,500 Subdivided Shares, with a theoretical adjusted price of approximately HK\$5.12 per Subdivided Share assuming the Share Subdivision had already become effective, would be approximately HK\$12,800.

As at the Latest Practicable Date, the average daily trading volume in the past six months was approximately 1,294,407 Shares, representing approximately 0.25% of the total issued Shares. Although the Share Subdivision will result in downward adjustment to the trading price of the Shares, the Board believes that the Share Subdivision would reduce the trading spread as well as the volatility of the trading price of the Shares and enhance the liquidity in trading of Shares and thereby would enable the Company to attract more investors and broaden its Shareholder base. Accordingly, the Board considers that the Share Subdivision is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders.



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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

For determining the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 28 November 2024 to Tuesday, 3 December 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, the unregistered holders of Shares must lodge all transfer documents, accompanied by the relevant share certificates and properly completed transfer forms, with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 27 November 2024.

### **EGM**

The notice convening the EGM is set out on pages 11 to 13 of this circular. At the EGM, resolutions will be proposed to approve, among others, the Share Subdivision.

### **PROXY ARRANGEMENT**

A form of proxy for use in connection with the EGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.xfq.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's share registrar in Hong Kong no later than 10:00 a.m. on Sunday, 1 December 2024 (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules and the articles of association of the Company, any vote of the Shareholders at a general meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Therefore, all resolutions proposed at the EGM will be voted by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all such votes in the same way.

To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions to be proposed at the EGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 misleading.

### **RECOMMENDATION**

The Directors believe that the proposals for the Share Subdivision as set out in the notice convening the EGM are in the best interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders voting in favour of the relevant resolutions to be proposed at EGM as set out in the notice convening the EGM on pages 11 to 13 of this circular.

### **GENERAL**

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**XXF Group Holdings Limited**  
**Mr. HUANG Wei**  
*Chairman of the Board, chief executive officer  
and executive Director*

The expected timetable for the implementation of the Share Subdivision is set out below:

2024

Expected date of dispatch of the circular  
(including the notice of the EGM) and  
the related form of proxy to the Shareholders . . . . . On or before  
Monday, 18 November

Latest date and time for lodging  
transfer documents in order to qualify  
for attending and voting at the EGM . . . . . 4:30 p.m. on  
Wednesday, 27 November

Register of members of the Company closed for  
determining entitlements to attend and  
vote at the EGM . . . . . Thursday, 28 November  
to Tuesday, 3 December  
(both days inclusive)

Latest time for the lodging of  
the form of proxy for the EGM . . . . . 10:00 a.m. on  
Sunday, 1 December

Expected date and time of the EGM . . . . . 10:00 a.m. on  
Tuesday, 3 December

Announcement of voting results of the EGM. . . . . Tuesday, 3 December

**The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” above.**

Effective date for the Share Subdivision . . . . . Thursday, 5 December

Dealings in Subdivided Shares commence. . . . . 9:00 a.m. on  
Thursday, 5 December

Original counter for trading in board lots of  
2,500 Shares temporarily closes. . . . . 9:00 a.m. on  
Thursday, 5 December

Temporary counter for trading in  
Subdivided Shares and in board lots  
of 7,500 Subdivided Shares  
(in form of existing share certificates) opens . . . . . 9:00 a.m. on  
Thursday, 5 December

First day of free exchange of existing share certificates  
for the new share certificates for  
the Subdivided Shares commences . . . . . Thursday, 5 December

Original counter for trading in Subdivided  
Shares and in board lots of  
2,500 Subdivided Shares (in form of  
new share certificates) re-opens . . . . . 9:00 a.m. on  
Thursday, 19 December

Parallel trading in Subdivided Shares  
(in the form of new and existing  
share certificates) commences . . . . . 9:00 a.m. on  
Thursday, 19 December

2025

Temporary counter for trading in  
Subdivided Shares in board lots of  
7,500 Subdivided Shares (in the form of  
existing share certificates) closes . . . . . 4:10 p.m. on  
Monday, 13 January

Parallel trading in Subdivided Shares (in the form of  
new and existing share certificates) ends . . . . . 4:10 p.m. on  
Monday, 13 January

Free exchange of existing share certificates for  
new certificates ends . . . . . 4:30 p.m. on  
Wednesday, 15 January

*Note:* All times and dates in this circular refer to Hong Kong local times and dates.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### XXF GROUP HOLDINGS LIMITED

### 喜相逢集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2473)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of XXF Group Holdings Limited (the “Company”) will be held at 10:00 a.m. on Tuesday, 3 December 2024 at Building 3, Fuxing Economic Development Zone (Fuzhou Software Park Jin’an Branch), No. 318 Fuguang Road, Jin’an District, Fuzhou, Fujian Province for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

As ordinary resolution,

1. “THAT subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below), and any new Subdivided Share which may be issued upon the exercise of share options granted under the Pre-IPO Share Option Scheme and the share options to be granted from time to time under the Share Option Scheme adopted by the Company on 9 October 2023; and (ii) the compliance with all applicable procedures and requirements under the laws of the Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to effect the Share Subdivision (as defined below), each of the issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be and is hereby subdivided into three (3) ordinary shares of par value of one third Hong Kong cent each in the share capital of the Company (the “Subdivided Shares”), and such Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company, with effect from the second business day immediately following the date on which this resolution is passed, being a day on which The Stock Exchange of Hong Kong Limited is open for business of dealing in securities (the “Share Subdivision”), such that after the Share Subdivision, the authorised share capital of the Company be changed from HK\$40,000,000 divided into 4,000,000,000 ordinary shares of par value of HK\$0.01 each to HK\$40,000,000 divided into 12,000,000,000 ordinary shares of par value of one third Hong Kong cent each, and that any one director of the Company (“Director”) be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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agreements and to do all such acts or things deemed by such Director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in and/or for implementation of the Share Subdivision including but not limited to, cancelling any existing share certificates and issuing new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.”

By order of the board of  
**XXF Group Holdings Limited**  
**Mr. HUANG Wei**

*Chairman of the Board, chief executive officer  
and executive Director*

Hong Kong, 18 November 2024

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Any member of the Company (the “Member(s)”) entitled to attend and vote at the EGM convened by this Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares in the Company, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of such Shares in respect of which such proxy is so appointed.

In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the EGM (i.e., not later than 10:00 a.m. on Sunday, 1 December 2024) or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from subsequently attending in person and voting at the EGM or its adjourned meeting should he/she so wish.

2. For determining the Members’ entitlement to attend and vote at the EGM, the register of Members will be closed from Thursday, 28 November 2024 to Tuesday, 3 December 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, the unregistered holders of Shares must lodge all transfer documents and properly completed transfer forms, accompanied by the relevant share certificates, with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 27 November 2024.

*As at the date of this notice, the executive Directors are Mr. Huang Wei, Mr. Ye Fuwei and Ms. Zhang Jinghua, the non-executive Director is Mr. Liu Wei, and the independent non-executive Directors are Mr. Wu Fei, Mr. Fung Che Wai, Anthony and Mr. Chen Shuo.*