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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Changjiu Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Changjiu Holdings Limited**  
**长久股份有限公司**

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

**(Stock Code: 6959)**

**PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of Changjiu Holdings Limited to be held at Changjiu Building, No. 99, Shigezhuang Road, Chaoyang District, Beijing on Wednesday, May 29, 2024 at 9:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:00 a.m. on Monday, May 27, 2024) (Hong Kong time) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.99digitech.com](http://www.99digitech.com)).

April 30, 2024

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Changjiu Building, No. 99, Shigezhuang Road, Chaoyang District, Beijing on Wednesday, May 29, 2024 at 9:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 23 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Changjiu Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	April 25, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	January 9, 2024, on which dealings in the Shares first commenced on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong as amended from time to time
“Share(s)”	ordinary share(s) US\$0.00000066667 in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

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# LETTER FROM THE BOARD

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## Changjiu Holdings Limited 长久股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6959)

*Executive Directors:*

Ms. Li Guiping (*Chairwoman*)  
Mr. Bo Shijiu  
Ms. Jia Hui

*Non-executive Director:*

Ms. Jin Ting

*Independent Non-executive Directors:*

Mr. Shen Jinjun  
Mr. Dong Yang  
Mr. Wang Fukuan

*Registered Office:*

4th Floor, Harbour Place  
103 South Church Street  
P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

*Principal Place of Business and  
Headquarters in the PRC:*

Changjiu Building  
No. 99 Shigezhuang Road  
Chaoyang District  
Beijing  
China

*Principal Place of Business in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon, Hong Kong

April 30, 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on May 29, 2024.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF DIRECTORS

Ms. Li Guiping and Mr. Bo Shijiu, who have been appointed by the Board on June 16, 2021 and re-designated as executive Directors on April 12, 2023, Ms. Jia Hui and Ms. Jin Ting, who have been appointed by the Board on April 12, 2023, and Mr. Shen Jinjun, Mr. Dong Yang and Mr. Wang Fukuan, who have been appointed by the Board on December 11, 2023, respectively, shall hold office until the Annual General Meeting pursuant to Article 83(3) of the Company's Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Shen Jinjun, Mr. Dong Yang and Mr. Wang Fukuan, independent non-executive Directors of the Company, have confirmed that (i) they meet the independence requirements set out in Rules 3.13 of the Listing Rules; (ii) they have no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect their independence. Each of Mr. Shen Jinjun and Mr. Dong Yang has been holding one listed company directorship, including the directorship as an independent non-executive director, as contained in his biographical information set out in Appendix I to this circular.

Mr. Shen Jinjun, Mr. Dong Yang and Mr. Wang Fukuan have confirmed that they will continue to devote sufficient time for the discharge of their functions and responsibilities as independent non-executive Directors. With their background and experience as set out in the biographical information, Mr. Shen Jinjun, Mr. Dong Yang and Mr. Wang Fukuan are fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Mr. Shen Jinjun, Mr. Dong Yang and Mr. Wang Fukuan's position outside the Company will not affect them in maintaining their current role in, and their functions and responsibilities for, the Company.

The nomination committee of the Company ("**Nomination Committee**") has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy, Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Board considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

Pursuant to a resolution passed by the then Shareholders on December 11, 2023, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 20,216,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### 4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by the then Shareholders on December 11, 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 40,432,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issuance Mandate.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 23 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must 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. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

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 is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.99digtech.com](http://www.99digtech.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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:00 a.m. on Monday, May 27, 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish, and in such event the form of proxy shall be deemed to be revoked.

### 6. CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the Annual General Meeting or any adjournment thereof, the register of members of the Company will be closed from Thursday, May 23, 2024 to Wednesday, May 29, 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the Annual General Meeting or any adjournment thereof, 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 not later than 4:30 p.m. on Wednesday, May 22, 2024.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By Order of the Board  
**Changjiu Holdings Limited**  
**Ms. Li Guiping**

*Chairwoman of the Board and Executive Director*



The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**(1) MS. LI GUIPING – EXECUTIVE DIRECTOR, CHAIRWOMAN OF THE BOARD**

Ms. Li Guiping (李桂屏), aged 53, the founder and was appointed as the Director on June 16, 2021 and was re-designated as the executive Director and appointed as the chairwoman of the Board on April 12, 2023. Ms. Li was also appointed as the chairwoman of the Nomination Committee. Since September 2016, she has been serving as the executive director and general manager in Changjiu Jinfu Enterprise Management Consultation (Shenzhen) Co., Ltd. (長久金孚企業管理諮詢(深圳)有限公司). Ms. Li is responsible for the overall strategic planning, business policy development and major operational decision-making of the Group.

Prior to joining the Group, from April 2003 to November 2014, Ms. Li served as the president in Jilin Changjiu Industrial Group Co., Ltd. (“**Changjiu Industrial**”) (吉林省長久實業集團有限公司). From July 2007 to November 2014, she also served as the president and chairman of the board of directors in Guangxi Changjiu Automobile Investment Co., Ltd. (廣西長久汽車投資有限公司), a subsidiary of Changjiu Industrial. Since September 2016, Ms. Li has been serving as a director in Beijing Changjiu Logistics Corp. (“**Beijing Changjiu**”) (北京長久物流股份有限公司), a company listed in Shanghai Stock Exchange (stock code: 603569).

Ms. Li graduated from China University of Political Science and Law Graduate School (中國政法大學研究生院) in the PRC in August 1990 with a major in enterprise management. She completed automobile marketing executive management program in business administration (EMBA) from Shanghai Hong Kong University – Fudan University School of Continuing Professional Education (上海香港大學 – 復旦大學專業繼續教育學院) in the PRC in December 2004. She completed advanced development course of market capitalization management of listed companies from PBC School of Finance, Tsinghua University (清華大學五道口金融學院) in April 2015.

Ms. Li is the spouse of Mr. Bo Shijiu, the chief executive officer, an executive Director and one of the controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Li is deemed to be interested in 150,000,000 Shares pursuant to Part XV of the SFO, of which (i) 60,000,000 Shares are directly held by Bright Limited (which is wholly owned by Ms. Li through Bright Limited); and (ii) 90,000,000 Shares pursuant to a concert party confirmation dated March 1, 2023 entered into between Ms. Li and Mr. Bo Shijiu. Ms. Li and Mr. Bo, together with their wholly-owned companies, are all deemed to be interested in the total Shares directly held by Bright Limited, Advance Limited and Creation Limited by virtue of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li did not (i) hold any other major appointment and professional qualification; (ii) hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or (iii) hold any position with the Company or any other member of the Group.

Save as disclosed above, Ms. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Li has entered into a service contract with the Company on December 11, 2023 under which she agreed to act as executive Director for an initial term of three years commencing from the Listing Date or until the third annual general meeting of the Company after the Listing Date (whichever is earlier). She is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, Ms. Li is entitled to a remuneration of RMB530,000 per annum during her term of services and she is entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee at their discretion, having regard to the Company's and her performance respectively.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning her that need to be brought to the attention of the Shareholders.

**(2) MR. BO SHIJU – EXECUTIVE DIRECTOR, CHIEF EXECUTIVE OFFICER**

Mr. Bo Shijiu (薄世久), aged 60, the founder and was appointed as the Director on June 16, 2021 and was re-designated as the executive Director and appointed as the chief executive officer on April 12, 2023. Mr. Bo was also appointed as the member of Remuneration Committee. He is responsible for the overall operational management of the Group.

Mr. Bo has over 30 years of experience in the automotive and logistics industry and corporate management. Owing to Mr. Bo's in-depth knowledge and network connections in the automotive logistics industry in China, Mr. Bo has been a key driver of the business strategies and achievements to date. From February 1993 to December 2003, Mr. Bo was the chairman of Fada Automobile Delivery Service Department of First Automobile Work Factory (第一汽車製造廠發達汽車發送服務處). In March 1999, Changjiu Industrial was established and Mr. Bo has been its chairman of the board of directors since then. Since September 2003, Mr. Bo has been the chairman of the board of directors in Beijing Changjiu. Under Mr. Bo's leadership, Beijing Changjiu successfully completed the listing on the Shanghai Stock Exchange (stock code: 603569) in August 2016. Mr. Bo was appointed as the vice president of China Federation of Logistics & Purchasing (中國物流與採購聯合會) in the PRC and the president of China Automotive Logistics Association of CFLP (中國物流與採購聯合會汽車物流分會) in September 2011 and November 2010 respectively.

Mr. Bo obtained his bachelor degree in business management from Jilin University (吉林大學) in the PRC in July 1997. Mr. Bo obtained the qualification as a certified international logistics specialist (高級物流師) issued by the Ministry of Labour and Social Security of the PRC in June 2009.

Mr. Bo is the spouse of Ms. Li Guiping, the chairwoman of the Board, an executive Director and one of the controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Bo is deemed to be interested in 150,000,000 Shares pursuant to Part XV of the SFO, of which (i) 90,000,000 Shares are directly held by Advance Limited and Creationn Limited (which are wholly owned by Mr. Bo through Advance Limited and CreateCube Limited respectively); and (ii) 60,000,000 Shares pursuant to a concert party confirmation dated March 1, 2023 entered into between Mr. Bo and Ms. Li Guiping. Ms. Li and Mr. Bo, together with their wholly-owned companies, are all deemed to be interested in the total Shares directly held by Bright Limited, Advance Limited and Creationn Limited by virtue of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Bo did not (i) hold any other major appointment and professional qualification; (ii) hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or (iii) hold any position with the Company or any other member of the Group.

Save as disclosed above, Mr. Bo does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Bo has entered into a service contract with the Company on December 11, 2023 under which he agreed to act as executive Director for an initial term of three years commencing from the Listing Date or until the third annual general meeting of the Company after the Listing Date (whichever is earlier). He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, Mr. Bo is entitled to a remuneration of RMB2,256,000 per annum during his term of services and he is entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee at their discretion, having regard to the Company's and his performance respectively.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

### **(3) MS. JIA HUI – EXECUTIVE DIRECTOR**

Ms. Jia Hui (賈惠), aged 48, joined the Group and served as the vice president of Changjiu Jinfu on 1 November 2017, and was appointed as the vice president on March 23, 2023. She was appointed as the executive Director on April 12, 2023. She is responsible for management of pledged vehicle monitoring services of the Group.

Ms. Jia has over 20 years of experience in automobile dealership operation management services and pledged vehicle monitoring services. Prior to joining the Group, from February 2002 to April 2004, Ms. Jia served as an operating director of brand business department in Henan Fuda Holdings Co., Ltd. (河南富達控股有限公司). From May 2004 to January 2007, Ms. Jia served as vice president in Henan Changjiang Modern Sales Company (河南長江現代銷售公司). From January 2007 to April 2011, she served as a senior manager of operation control department and assistant to president in Changjiu Industrial. From April 2011 to November 2017, she served as a chief operating officer and vice president in Beijing Consultation Branch of Changjiu Industrial (吉林省長久實業集團有限公司北京諮詢分公司). Since November 2017, Ms. Jia has been the head of smart business group of the Group.

Ms. Jia received her bachelor degree in business administration from China Agricultural University (中國農業大學) in the PRC in July 2018 through long distance learning. She completed advanced development course of integration of industry and finance from PBC School of Finance, Tsinghua University (清華大學五道口金融學院) in October 2017. In 2023, Ms. Jia was admitted to the executive management program in business administration (EMBA) provided by Peking University Guanghua School of Management (北京大學光華管理學院). She was qualified as a specially-invited expert in China Automobile Dealers Association Research Institute (中國汽車流通協會凱達研究院) in September 2016. She obtained the title of 2018 supply chain e-commerce leading flag bearer from China E-commerce Innovation Promotion Alliance (中國電子商務創新推進聯盟) in June 2018.

As at the Latest Practicable Date, Ms. Jia is interested in (i) 1,620,000 Shares held by Yuan Shenghe (Shanghai) Enterprise Management Partnership (Limited Partnership) (元聖禾(上海)企業管理合夥企業(有限合夥)), in which she holds more than one-third of the partnership interest; and (ii) 500,000 underlying Shares granted to her pursuant to the Pre-IPO Share Option Plan adopted by the Company on March 7, 2023.

Save as disclosed above, as at the Latest Practicable Date, Ms. Jia did not (i) hold any other major appointment and professional qualification; (ii) hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or (iii) hold any position with the Company or any other member of the Group.

Save as disclosed above, Ms. Jia does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Jia has entered into a service contract with the Company on December 11, 2023 under which she agreed to act as non-executive Director for an initial term of three years commencing from the Listing Date or until the third annual general meeting of the Company after the Listing Date (whichever is earlier). She is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, Ms. Jia is entitled to a remuneration of RMB880,000 per annum during her term of services and she is entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee at their discretion, having regard to the Company's and her performance respectively.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning her that need to be brought to the attention of the Shareholders.

**(4) MS. JIN TING – NON-EXECUTIVE DIRECTOR**

Ms. Jin Ting (靳婷), aged 41, joined the Group and was appointed as our non-executive Director on April 12, 2023. Ms. Jin was also appointed as a member of Audit Committee. She is primarily responsible for providing insights for financial management and business development of the Group.

From June 2006 to October 2017, Ms. Jin served in Beijing Caissa International Travel Agency Co., Ltd. (北京凱撒國際旅行社有限責任公司), where Ms. Jin was the financial manager, business director of financial management center and manager of corporate development department. From November 2017 to March 2020, Ms. Jin served as the assistant president and financial controller in Caissa Tongsheng Travel Agency (Group) Co., Ltd. (凱撒同盛旅行社(集團)有限公司). From June 2017 to October 2019, she was also the deputy finance director in Caissa Tosun Development Co., Ltd. (凱撒同盛發展股份有限公司) (formerly known as Hna-Caissa Travel Group Co., Ltd. (海航凱撒旅遊集團股份有限公司)), a company listed in Shenzhen Stock Exchange (stock code: 000796) and the controlling shareholder of both Beijing Caissa International Travel Agency Co., Ltd. and Caissa Tongsheng Travel Agency (Group) Co., Ltd. Ms. Jin has been the vice president and financial controller in Beijing Changjiu Logistics Corp. (北京長久物流股份有限公司), a company listed in Shanghai Stock Exchange (stock code: 603569) since November 2020.

Ms. Jin obtained a bachelor degree of accounting from Heilongjiang Institute of Technology (黑龍江工程學院) in the PRC in July 2004 and a master's degree of science in applied accounting and finance from Hong Kong Baptist University (香港浸會大學) in November 2019.

Save as disclosed above, as at the Latest Practicable Date, Ms. Jin did not (i) hold any other major appointment and professional qualification; (ii) hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or (iii) hold any position with the Company or any other member of the Group.

Save as disclosed above, Ms. Jin does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Jin did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Ms. Jin has signed a letter of appointment with the Company on December 11, 2023 under which she agreed to act as non-executive Director for an initial term of three years commencing from the Listing Date or until the third annual general meeting of the Company after the Listing Date (whichever is earlier). Ms. Jin's term of office may be terminated by either party by giving not less than one month's notice in writing. She is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Ms. Jin is not entitled to any allowance during her term of services.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning her that need to be brought to the attention of the Shareholders.

**(5) MR. SHEN JINJUN – INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Shen Jinjun (沈進軍), aged 67, was appointed as the independent non-executive Director on December 11, 2023. Mr. Shen was also appointed as the chairman of the Remuneration Committee and a member of Nomination Committee. He is primarily responsible for providing independent advice on the operation and management of the Group.

From October 2005 to September 2014, Mr. Shen served as the vice president and secretary-general in China Automobile Dealers Association (中國汽車流通協會), and has been the president since October 2014. Mr. Shen was appointed as an independent non-executive director of China Grand Automotive Services Group Co., Ltd. (廣匯汽車服務集團股份公司), a company listed in Shanghai Stock Exchange (stock code: 600297) from July 2015 to August 2021. He has been appointed as an independent non-executive director of Zhongsheng Group Holdings Ltd. (中升集團控股有限公司), a company listed in the Stock Exchange (stock code: 0881) since November 2009. He has also been appointed as an independent non-executive director of Beijing Changjiu from December 2013 to February 2023.

Mr. Shen obtained his bachelor degree in electronics from Beijing Open University (北京開放大學) (formerly known as Beijing Radio and Television University (北京廣播電視大學)) in June 1982.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shen did not (i) hold any other major appointment and professional qualification; (ii) hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or (iii) hold any position with the Company or any other member of the Group.

Save as disclosed above, Mr. Shen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Shen did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Shen has signed a letter of appointment with the Company on December 11, 2023 under which he agreed to act as independent non-executive Director for an initial term of three years commencing from the Listing Date or until the third annual general meeting of the Company after the Listing Date (whichever is earlier). Mr. Shen's term of office may be terminated by either party by giving not less than one month's notice in writing. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Shen is not entitled to any allowance during his term of services.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

**(6) MR. DONG YANG – INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Dong Yang (董揚), aged 68, was appointed as the independent non-executive Director on December 11, 2023. Mr. Dong was also appointed as members of the Audit Committee, Remuneration Committee and Nomination Committee. He is primarily responsible for providing independent advice on the operation and management of the Group.

From April 2000 to August 2007, Mr. Dong was the deputy secretary of the party committee, general manager and director of Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司) (formerly known as Beijing Automotive Industry Holding Co., Ltd. (北京汽車工業控股有限責任公司)). From July 2007, Mr. Dong started to serve as the executive vice president and secretary general at China Association of Automobile Manufacturers (中國汽車工業協會). Since April 2020, Mr. Dong has been the managing partner and chairman of the board of directors of Beijing Virtue Capital Investment Management Center (Limited Partnership) (北京德載厚投資管理中心(有限合夥)).

Mr. Dong has been appointed as an independent non-executive director of Brilliance China Automotive Holdings Limited (華晨中國汽車控股有限公司), a company listed in the Stock Exchange (stock code: 1114) since May 2021. From May 2009 to March 2016, Mr. Dong was an independent non-executive director of Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份有限公司), a company listed in the Shenzhen Stock Exchange (stock code: 000625).

Mr. Dong obtained his bachelor and master degree in automotive from Tsinghua University (清華大學) in the PRC in July 1982 and November 1984, respectively. He was certificated as the senior engineer of researcher's grade (研究員級高級工程師) by China Academy of Machinery Science and Technology (機械科學研究總院) in September 2008.

Save as disclosed above, as at the Latest Practicable Date, Mr. Dong did not (i) hold any other major appointment and professional qualification; (ii) hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or (iii) hold any position with the Company or any other member of the Group.

Save as disclosed above, Mr. Dong does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Dong did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Dong has signed a letter of appointment with the Company on December 11, 2023 under which he agreed to act as independent non-executive Director for an initial term of three years commencing from the Listing Date or until the third annual general meeting of the Company after the Listing Date (whichever is earlier). Mr. Dong's term of office may be terminated by either party by giving not less than one month's notice in writing. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Dong is not entitled to any allowance during his term of services.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

**(7) MR. WANG FUKUAN – INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Wang Fukuan (王福寬), aged 51, was appointed as the independent non-executive Director on December 11, 2023. Mr. Wang was also appointed as the chairman of the Audit Committee. He is primarily responsible for providing independent advice on the operation and management of the Group.

From July 1994 to December 1996, Mr. Wang served as an accountant in Jilin Gold Company (吉林省黃金公司). From January 1997 to March 2000, Mr. Wang was the finance department accountant and accountant in charge in Changchun North China Wuhuan Industrial Co., Ltd. (長春北方五環實業股份有限公司). From April 2000 to August 2003, he served as the financial officer in Beijing Dongjiao Minxiang Hotel Co., Ltd. (北京東交民巷飯店有限公司).

From September 2003 to December 2008, Mr. Wang was the financial officer in Zhongjun Insurance Broker (Beijing) Co., Ltd. (中軍保險經紀(北京)有限公司) (formerly known as Hongfu Insurance Brokers (Beijing) Co., Ltd. (宏孚保險經紀(北京)有限公司)). From January 2012 to July 2022, he was the project manager and audit department manager in Beijing Zhongqingrui Certified Public Accountants Co., Ltd. (北京中青瑞會計師事務所有限公司). Mr. Wang has been the audit project partner in Beijing Xingye Certified Public Accountants Co., Ltd. (北京興業會計師事務所有限公司) since September 2022.

Mr. Wang obtained his diploma of accounting in Jilin University (吉林大學) in the PRC in July 1994. He obtained the intermediate professional qualification in accounting (會計中級職稱) from Ministry of Finance of the PRC (中華人民共和國財政部) in May 1999 and the senior accountant (高級會計師) from Jilin Province Department of Finance (吉林省財政廳) in January 2007. He obtained the practicing qualification of tax agent from the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) and State Taxation Administration of the PRC (國家稅務總局) in June 2009. He also obtained the Chinese Certified Public Accountant Certificate (中國註冊會計師證書) from Beijing Institute of Certified of Public Accountants (北京註冊會計師協會) in July 2019.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang did not (i) hold any other major appointment and professional qualification; (ii) hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or (iii) hold any position with the Company or any other member of the Group.



Save as disclosed above, Mr. Wang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wang did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Wang has signed a letter of appointment with the Company on December 11, 2023 under which he agreed to act as independent non-executive Director for an initial term of three years commencing from the Listing Date or until the third annual general meeting of the Company after the Listing Date (whichever is earlier). Mr. Wang's term of office may be terminated by either party by giving not less than one month's notice in writing. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Wang is entitled to an allowance of RMB100,000 per annum during his term of services.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 202,160,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 202,160,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back a total of 20,216,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association; or (iii) the date on which such authority is varied or revoked by an ordinary resolution of the Shareholders at a general meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended December 31, 2023) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from January 9, 2024 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
January ( <i>from the Listing Date</i> )	9.01	6.05
February	18.20	6.61
March	30.80	13.88
April ( <i>up to the Latest Practicable Date</i> )	40.40	26.10

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy-back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share buy back has any unusual features.

**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Ms. Li Guiping, being the Chairwoman, the executive Director and the controlling Shareholder of the Company (as defined in the Listing Rules) and Mr. Bo Shijiu, being the chief executive officer, the executive Director and the controlling Shareholder of the Company (as defined in the Listing Rules) (the spouse of each other), were deemed interested in 150,000,000 Shares representing approximately 74.20% of the issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the interests in the Company of Ms. Li and Mr. Bo would be increased to approximately 82.44% of the issued share capital of the Company.

In the opinion of the Directors, such increase would not give rise to the obligation to make a mandatory offer under Rule 26 of the Takeovers Code, but will result in the amount of Shares held by the public being reduced to less than 25%. The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the Company would be in public hands. The Directors have no present intention to exercise the Share Buy-back Mandate to such extent so as to result in triggering takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

Save as the aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of an exercise of the Share Buy-back Mandate.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

During the period from the Listing Date to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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# NOTICE OF ANNUAL GENERAL MEETING

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## Changjiu Holdings Limited 长久股份有限公司

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

**(Stock Code: 6959)**

Notice is hereby given that the Annual General Meeting of Changjiu Holdings Limited (the “**Company**”) will be held Changjiu Building, No. 99, Shigezhuang Road, Chaoyang District, Beijing on Wednesday, May 29, 2024 at 9:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended December 31, 2023.
2.
  - (a) To re-elect Ms. Li Guiping as an executive Director of the Company.
  - (b) To re-elect Mr. Bo Shijiu as an executive Director of the Company.
  - (c) To re-elect Ms. Jia Hui as an executive Director of the Company.
  - (d) To re-elect Ms. Jin Ting as a non-executive Director of the Company.
  - (e) To re-elect Mr. Shen Jinjun as an independent non-executive Director of the Company.
  - (f) To re-elect Mr. Dong Yang as an independent non-executive Director of the Company.
  - (g) To re-elect Mr. Wang Fukuan as an independent non-executive Director of the Company.
3. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as auditor of the Company and to authorize the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
  - (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company;
  - (iii) the exercise of warrants to subscribe for shares of the Company;
  - (iv) the exercise of options under a share option scheme of the Company; and
  - (v) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Changjiu Holdings Limited**  
**Ms. Li Guiping**  
*Chairwoman of the Board and Executive Director*

Hong Kong, April 30, 2024

*Notes:*

1. 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.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or more than one proxy to attend and on a poll, vote instead of him. 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.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order 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 that power of attorney or authority, must be deposited at the Company’s share registrar 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 the meeting (i.e. not later than 9:00 a.m. on Monday, May 27, 2024) (Hong Kong time) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.



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## NOTICE OF ANNUAL GENERAL MEETING

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5. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, May 23, 2024 to Wednesday, May 29, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that 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 for registration not later than 4:30 p.m. on Wednesday, May 22, 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Ms. Li Guiping, Mr. Bo Shijiu and Ms. Jia Hui as executive Directors, Ms. Jin Ting as non-executive Director, and Mr. Shen Jinjun, Mr. Dong Yang and Mr. Wang Fukuan as independent non-executive Directors.*