

**STRICTLY CONFIDENTIAL**

**CHINA ZHONGWANG HOLDINGS LIMITED**

**中国忠旺控股有限公司\***

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

(the “Company”)

**Notice of the Extraordinary General Meeting**

Notice is hereby given that the extraordinary general meeting of the Company (the “EGM”) shall be held on 31 July 2023 at 10:00 a.m. at Conference Room, 5<sup>th</sup> Floor, Block B, Zhongwang Research Institute (忠旺研究院), Hongwei Road, Hongwei District, Liaoyang City, Liaoning, China to deal with the businesses as set out in the following agenda:

**Ordinary Resolutions**

- 1(a). to consider and approve the Plan on Adjustment of the Rights and Interests of Capital Contributors Concerning the Draft Substantive Consolidated Restructuring for the 253 Companies Including Liaoning Zhongwang Group Company Limited 《辽宁忠旺集团有限公司等253家企业实质合并重整计划草案之出资人权益调整方案》 as issued by the Zhongwang Group Corporate Administrator (忠旺集团系列企业管理人) on 7 July 2023 concerning the transfer of the equity interests in Liaoning Zhongwang Superior Fabrication Investment Limited\* 辽宁忠旺精制投资有限公司 (an indirect wholly-owned subsidiary of the Company) (the “Transaction”) and all relevant documents, agreements or transactions to be undertaken thereunder; and
- 1(b). to consider and approve the directors of the Company be and are hereby authorised to exercise all powers which they consider necessary and do such other acts and things and execute such other documents as they shall think fit to implement the Transaction and relevant arrangements.

**Notes:**

- (a) The register of members of the Company will be closed from Wednesday, 26 July 2023 to Monday, 31 July 2023 (both dates inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending the EGM, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Tuesday, 25 July 2023.
- (b) If you are a beneficial owner whose shares in the Company are deposited in the central clearing and settlement system (the “CCASS”) and registered under the name of HKSCC Nominees Limited (the “HKSCC Nominees”), since the listing of the shares of the Company on the Stock Exchange of Hong Kong Limited has been cancelled with effect from 13 April 2023 onwards, the HKSCC Nominees will not provide any nominee services as stipulated under section 8 of the CCASS Operational Procedures (including but not limited to, attending the EGM and/or voting in the EGM in accordance with the instructions received from the CCASS participants (as defined under the General Rules of CCASS)).

As such, if you are a beneficial owner whose shares in the Company are deposited in CCASS and intend to vote in the EGM, you may elect to become a registered owner of the shares in the Company in accordance with laws of the Cayman Islands on or before 25 July 2023, and thereby have the direct right to attend and vote at the EGM. You can become a registered owner of the shares in the Company by withdrawing all or any of your shares in the Company from CCASS. For withdrawal of the shares in the

Company from CCASS and registration thereof, you will be required to pay to CCASS a withdrawal fee per board lot withdrawn, a registration fee for each share certificate issued, stamp duty on each transfer instrument and, if your shares in the Company are held through a financial intermediary, and other relevant fees charged by your financial intermediary. You should contact your broker, custodian, nominee or other relevant person in advance of the latest time for lodging transfers of the shares in the Company in your name so as to qualify to attend and vote at the EGM, in order to provide such broker, custodian, nominee or other relevant person with sufficient time to withdraw the shares in the Company from CCASS and register them in your name prior to the latest time for lodging transfer of the shares of the Company to qualify for attending and voting at the EGM.

Any shareholder of the Company who wishes to transfer his/her shares in the Company (by way of a sale or otherwise or re-register the Shares into the name(s) of the ultimate beneficial owner(s) or a new nominee on the register of members of the Company in Hong Kong) must submit an original instrument of transfer duly signed by the transferor and transferee and the original share certificate(s) in respect of the relevant share(s) of the Company to Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

- (c) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjourned meeting.
- (d) Any vote of shareholders of the Company at the EGM must be taken by poll.
- (e) Please note that information contained in this document should be kept strictly confidential. Unless under circumstances that you disclose the information as required by law, to your legal adviser to seek legal advice on this document, or to your appointed proxy at the EGM, you should not disclose the information contained in this document. If there is any leakage of the information, the company will take legal action in accordance with the law.

By order of the Board  
**China Zhongwang Holdings Limited**  
**Wang Fei**  
Chairman

Hong Kong, 13 July 2023

*\* For identification purposes only*

严格保密

CHINA ZHONGWANG HOLDINGS LIMITED

中国忠旺控股有限公司\*

(于开曼群岛注册成立的有限公司)

(“本公司”)

股东特别大会通告

兹通告中国忠旺控股有限公司(“本公司”)谨订于2023年7月31日上午10时于中国辽宁省辽阳市宏伟区宏伟路忠旺研究院B座5楼会议室举行股东特别大会(“股东特别大会”),以处理下述事务:

普通决议案

1. 动议,

- (a) 谨此批准按照忠旺集团系列企业管理人于2023年7月7日出具的《辽宁忠旺集团有限公司等253家企业实质合并重整计划草案之出资人权益调整方案》(“《出资人权益调整方案》”)转让本公司间接全资子公司,辽宁忠旺精制投资有限公司的股权(“本交易”)及与其有关的所有相关文件或协议或其项下拟进行的交易;及
- (b) 谨此授权本公司董事行使其认为属必要的一切权力以及开展其认为属必要或适当的其他行动及事项及订立其认为适合的所有有关文件,以执行本交易的有关事项及相关安排。

附注:

- (a) 本公司将由2023年7月26日(星期三)至2023年7月31日(星期一)(包括首尾两日)暂停办理股东登记手续,期间将不会进行任何本公司股份之过户登记。为符合资格出席股东特别大会,所有填妥的过户表格连同有关股票须于2023年7月25日(星期二)下午四时三十分前送达本公司之股份过户登记处香港中央证券登记有限公司,地址为香港湾仔皇后大道东183号合和中心17楼1712-1716号铺,以办理登记手续。
- (b) 倘阁下为本公司存入中央结算系统及登记在香港中央结算(代理人)有限公司(“中央结算(代理人)”)的实益拥有人,由于本公司股份于香港联合交易所有限公司的上市地位已于2023年4月13日起被取消,中央结算(代理人)并不会提供《中央结算系统运作程序规则》第八节中列明的代理人服务(包括但不限于出席股东特别大会和/或根据中央结算系统参与者(定义见《中央结算系统一般规则》)的指示于股东特别大会投票)。因此,阁下如为本公司存入中央结算系统之实益拥有人,且有意在股东特别大会上投票,请于2023年7月25日或之前根据开曼群岛公司法成为本公司的注册拥有人,而且据此有直接权利可出席股东特别大会(作为本公司股东)及在会上投票。阁下可通过从中央结算系统提取阁下全部或任何本公司股份而成为注册拥有人。就从中央结算系统提取本公司股份及办理有关登记而言,阁下将须向中央结算系统支付按每手已提取股

份计之提取费、按每张已发行股票计之登记费、按每份过户文据计之印花税及（如阁下之本公司股份是通过金融中介机构持有）阁下之金融中介机构所收取之其他相关费用。为符合资格出席或股东特别大会及在会上投票，阁下应在递交过户文件将本公司股份转入阁下名下之最后期限前联络阁下之股票经纪、托管商、代名人或者其他有关人士，让有关股票经纪、托管商、代名人或者其他有关人士有充裕时间，于递交本公司股份过户文件以符合资格出席股东特别大会并于会上投票的最后时限前从中央结算系统提取本公司股份及将该等股份登记在阁下名下。本公司任何股东如欲以出售或以其他方式转让其股份或以最终实益拥有人或新代名人名义在香港股东名册重新登记股份，须将转让人及受让人妥为签署的转让文据正本及相关股份的股票正本，递交至香港中央证券登记有限公司，地址为香港皇后大道东183号合和中心17楼1712 - 1716室。

- (c) 凡有权出席股东特别大会并可于会上投票之本公司股东，均有权委派一名或多名受委代表出席并代其投票。受委代表毋须为本公司股东，但按指定格式拟备之代表委任表格连同签署人之授权书或其他授权文件（如有）或由公证人签署证明之该等文件副本，须于股东特别大会或其任何续会指定举行时间48小时前送达本公司之股份过户登记处香港中央证券登记有限公司，地址为香港湾仔皇后大道东183号合和中心17M楼，方为有效。
- (d) 股东大会上股东必须以投票方式表决。
- (e) 请注意：本文件所涉信息请严格保密，除非法律要求、阁下就本文件寻求法律意见或阁下向股东特别大会的受委代表披露本文件所涉信息，如有外泄，本公司将依法追讨有关的法律责任。

承董事会命  
中国忠旺控股有限公司  
董事长  
王飞

香港，2023年7月13日

\*仅供识别