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Zhong Jia Guo Xin Holdings Company Limited

中加國信控股股份有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Zhong Jia Guo Xin Holdings Company Limited (the “**Company**”) will be held at Room 2601, 26/F West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong at 11:00 a.m. on Wednesday, 25 June 2025 for the following purposes:

SPECIAL RESOLUTION

1. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT**, subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the New Shares (as defined below) upon the Capital Reorganisation (as defined below) becoming effective; (ii) the compliance by the Company with the requirement of Section 46(2) of the Companies Act 1981 of Bermuda (the “**Companies Act**”); (iii) the compliance with the relevant procedures and requirements under the bye-laws of the Company (the “**Bye-laws**”) and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to effect the Capital Reorganisation; and (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation, with effect from the second business day immediately following the passing of this resolution or the above conditions are fulfilled (whichever is later):

- (a) every ten (10) issued existing shares in the issued and unissued share capital of the Company of par value of HK\$0.10 each be consolidated into one (1) consolidated share (the “**Consolidated Share(s)**”) of par value of HK\$1.00 each (the “**Share Consolidation**”);

- (b) immediately upon the Share Consolidation becoming effective, the issued share capital of the Company be reduced from an amount of HK\$131,376,336.00 by an amount of HK\$130,062,572.64 to an amount of HK\$1,313,763.36 by (i) an elimination of any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number; and (ii) a cancellation of HK\$0.99 of the paid-up capital of the Company on each issued Consolidated Share so that each issued Consolidated Share will be treated as one (1) fully paid-up share of par value of HK\$0.01 each (the “**New Share(s)**”) in the share capital of the Company (the “**Capital Reduction**”);
- (c) subject to and forthwith upon the Share Consolidation becoming effective, each of the then authorised but unissued Consolidated Shares be sub-divided into one hundreds (100) New Shares (the “**Sub-division**”, together with the Capital Reduction and the Share Consolidation are collectively referred to as the “**Capital Reorganisation**”);
- (d) immediately following the Capital Reduction becoming effective, the entire amount of HK\$130,062,572.64 arising from the Capital Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda to then be applied by the board of directors of the Company (the “**Directors**”) in a manner as permitted by the bye-laws of the Company and all applicable laws of Bermuda without further authorisation from the shareholders of the Company;
- (e) immediately following the Capital Reorganisation becoming effective, the authorised share capital of the Company shall become HK\$2,500,000,000 divided into 250,000,000,000 shares with par value of HK\$0.01 each;
- (f) the New Share with par value of HK\$0.01 each arising from the Capital Reorganisation shall rank pari passu in all respects with each other and have such rights and be subject to such restrictions as set out in the memorandum of association of the Company and the Bye-laws; and

- (g) any one Director of the Company be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, and take any and all steps, and to do and/or procure to be done any and all acts and things as he or she may consider necessary, desirable or expedient to give effect to the Capital Reorganisation.”

By Order of the Board
Zhong Jia Guo Xin Holdings Company Limited
Ouyang Yanling
Chairman

Hong Kong, 9 June 2025

Principal Place of Business in Hong Kong:
Room 2601, 26/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is(are) entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent(s) as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. In order to be valid, you are requested to deliver the signed proxy form and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, together with such evidence as the Board of Directors of the Company may require under the Bye-laws of the Company, to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be).
4. Delivery of a proxy form shall not preclude a member of the Company from subsequently attending and voting in person at the Meeting or any adjournment thereof or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote, either personally or by proxy, in respect of such share(s) of the Company as if he/she/it were solely entitled thereto, but if more than one of such joint holders be attending the Meeting or by proxy, that one of the said persons so attend whose name stands first on the register of members of the Company in respect of such share(s) of the Company shall alone be entitled to vote in respect thereof.
6. In order to be eligible to attend and vote at the Meeting, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, 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, 18 June 2025.
7. In case of Typhoon Signal no. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions” caused by a super typhoon announced by the Hong Kong Government is/are in force in Hong Kong at or at any time after 6:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the websites of the Company and The Stock Exchange of Hong Kong Limited to notify shareholders of the date, time and place of the adjourned meeting.
8. The Chinese version of this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.

As at the date of this notice, the Board of Directors of the Company comprises five executive directors, Ms. Ouyang Yanling, Mr. Li Yuguo, Mr. Liu Yan Chee James, Mr. Li Xiaoming and Mr. Chan Wai Fung; three non-executive directors, Mr. Chen Dong Yao, Mr. Yang Xiaoqiang and Mr. Huang Yilin; and four independent non-executive directors, Mr. Ba Junyu, Dr. Liang Jinxiang, Mr. Wong Sung and Mr. Xu Xingge.