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## **XINYANG MAOJIAN GROUP LIMITED**

### **信陽毛尖集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 362)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of the shareholders of Xinyang Maojian Group Limited (the “**Company**”) will be held at Room 4007, 40/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, at 4:00 p.m. on Monday, 22 March 2021 for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (A) the agreement (the “**Agreement**”) entered into on 28 December 2020 between Heihe Longjiang Chemical Limited\* (黑河龍江化工有限公司) (the “**Vendor**”) as vendor and Heihe Longhe Investment Management Limited\* (黑河龍合投資管理有限責任公司) (the “**Purchaser**”) as purchaser in relation to the disposal of the land use rights of (1) the land located at Russian Power Processing Zone, Ergonghe, Heihe, Heilongjiang province, the PRC (中國黑龍江省黑河二公河俄電加工區) with an aggregate area of approximately 95,213 sq. m. where the Vendor has erected structures (“**Land A**”) and (2) the land located at Russian Power Processing Zone, Ergonghe, Heihe, Heilongjiang province, the PRC (中國黑龍江省黑河二公河俄電加工區) with an aggregate area of approximately 120,551 sq. m. where the Vendor has erected structures (“**Land B**”), pursuant to which the Vendor has agreed to transfer the land use rights of Land A and Land B to the Purchaser at the transfer price of RMB156,440,000 (equivalent to approximately HK\$185,500,000), comprising of RMB139,440,000 with land compensation of RMB17,000,000; and

(B) any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement and the transactions contemplated thereunder.”

By order of the Board  
**Xinyang Maojian Group Limited**  
**Chan Yuk Foebe**  
*Chairman and Chief Executive Officer*

Hong Kong, 25 February 2021

*Registered office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM10  
Bermuda

*Principal place of business in*

*Hong Kong:*  
Room 4007, 40/F  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. Unless otherwise defined in this notice or the context requires otherwise, terms defined in the Circular shall have the same meanings when used in this notice.
2. Members of the Company whose names appear on the register of members maintained by the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong at 4:30 p.m. on Wednesday, 17 March 2021 shall qualify for attending and voting at the SGM. The register of members of the Company will be closed from Thursday, 18 March 2021 to Monday, 22 March 2021 (both days inclusive), during which period no share transfer will be registered. In order to qualify to attend and vote on the proposed resolution set out in this notice, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch Share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Wednesday, 17 March 2021.
3. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies (if he is a holder of more than one share) to attend and vote on his behalf. A proxy needs not be a member of the Company.
4. The instrument appointing a proxy and the power of attorney or other, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authorisation document(s), must be lodged with the Company's branch Share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof.
5. Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the SGM, or any adjourned meeting, should they so wish.

6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of shareholders at the SGM will be taken by poll except where the chairman of the SGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

*As at the date hereof, the Board comprises Ms. Chan Yuk Foebe, Mr. Gao Ran, Mr. Law Tze Ping Eric, Mr. Yu Defa and Mr. Chen Lei as executive Directors and Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho and Mr. Hau Chi Kit as independent non-executive Directors.*

\* *For identification purpose only*