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**ZO FUTURE GROUP**

**大象未來集團**

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

**(Stock Code: 2309)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of ZO Future Group (the “Company”) will be held by way of electronic means on Wednesday, 20 March 2024 at 4:00 p.m. (the “EGM”) to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the subscription agreement dated 12 January 2024 (the “First Subscription Agreement”) (a copy of which is tabled at the EGM and marked “A” and signed by the chairman of the EGM for identification purpose) entered into between the Company (as the issuer) and Ever Depot Limited (the “First Subscriber”) (as the subscriber), pursuant to which the Company has conditionally agreed to allot and issue and the First Subscriber has conditionally agreed to subscribe for 21,848,739 shares of the Company (each, a “Share”) at HK\$2.142 per Share be and is hereby approved, confirmed and ratified;
- (b) subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) having granted the listing of, and permission to deal in, the 21,848,739 Shares to be subscribed by the First Subscriber pursuant to the First Subscription Agreement, the directors of the Company (the “Director(s)”) be and are hereby granted with a specific mandate (the “First Specific Mandate”) which shall entitle the Directors to exercise all the powers of the Company to allot and issue 21,848,739 Shares to the First Subscriber, on and subject to the terms and conditions of the First Subscription Agreement, provided that the First Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may be granted from time to time to the Directors prior to the passing of this resolution; and

- (c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute all such documents or agreements or deeds and take all such actions as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the First Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the interest of the Company and the shareholders of the Company as a whole.”

2. **“THAT:**

- (a) the subscription agreement dated 12 January 2024 (the “Second Subscription Agreement”) (a copy of which is tabled at the EGM and marked “B” and signed by the chairman of the EGM for identification purpose) entered into between the Company (as the issuer) and XINSIDER CAPITAL LIMITED (the “Second Subscriber”) (as the subscriber), pursuant to which the Company has conditionally agreed to allot and issue and the Second Subscriber has conditionally agreed to subscribe for 21,848,739 Shares at HK\$2.142 per Share be and is hereby approved, confirmed and ratified;
- (b) subject to and conditional upon the listing committee of the Stock Exchange having granted the listing of, and permission to deal in, the 21,848,739 Shares to be subscribed by the Second Subscriber pursuant to the Second Subscription Agreement, the Directors be and are hereby granted with a specific mandate (the “Second Specific Mandate”) which shall entitle the Directors to exercise all the powers of the Company to allot and issue 21,848,739 Shares to the Second Subscriber, on and subject to the terms and conditions of the Second Subscription Agreement, provided that the Second Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may be granted from time to time to the Directors prior to the passing of this resolution; and

- (c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute all such documents or agreements or deeds and take all such actions as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Second Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the interest of the Company and the shareholders of the Company as a whole.”

By Order of the Board  
**ZO Future Group**  
**Zhao Wenqing**  
*Chairman*

Hong Kong, 1 March 2024

*Notes:*

- (1) Registered shareholders of the Company are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the EGM) for the proxy to receive the login access code to participate online in Tricor e-Meeting System.

Registered shareholders of the Company will be able to attend the EGM online to view the live broadcast, participate in voting, call to raise questions and submit questions in written form via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered shareholders of the Company whose shares of the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the EGM online to view the live broadcast, participate in voting, call to raise questions and submit questions in written form. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “Intermediary”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to them by the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited.

- (2) For the purpose of ascertaining shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 15 March 2024 to Wednesday, 20 March 2024 (both days inclusive). In order to be eligible to attend and vote at the EGM, 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 March, 2024. Shareholders of the Company whose names are recorded in the register of members of the Company on Friday, 15 March 2024 are entitled to attend and vote at the EGM.
- (3) Any shareholder of the Company entitled to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM (or any adjournment thereof). A proxy need not be a shareholder of the Company.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the EGM (or any adjournment thereof), and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members from attending and voting at the EGM (or any adjournment thereof) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) As required under the Rules Governing the Listing of Securities on the Stock Exchange, the above resolutions will be voted by way of poll.
- (6) If tropical cyclone warning No. 8 or above, or a "black rainstorm warning signal" is in effect any time after 7:00 a.m. on the date of the EGM, the EGM may be postponed in accordance with the articles of association of the Company. The Company will publish an announcement on the website of the Company at [www.zogroup.com.hk](http://www.zogroup.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Company Announcements" page to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (7) In the event of any inconsistency, the English text of this notice shall prevail over the Chinese text.
- (8) As at the date of this notice, the Board comprises eight Directors, Mr. Zhao Wenqing (*Chairman*), Mr. Huang Dongfeng (*Chief Executive Officer*), Mr. Yiu Chun Kong and Dr. Guo Honglin as Executive Directors; Mr. Sue Ka Lok as Non-executive Director; and Mr. Pun Chi Ping, Ms. Leung Pik Har, Christine and Mr. Yeung Chi Tat as Independent Non-executive Directors.