

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



寶業集團股份有限公司
BAOYE GROUP COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 2355)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**AGM**”) of Baoye Group Company Limited (the “**Company**”) will be held at 2nd Floor, Baoye Group, No. 1687 Guazhu East Road, Keqiao District, Shaoxing City, Zhejiang Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 16 June 2023 for the following purposes:

I As ordinary resolutions:

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2022;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) and the report of the auditors of the Company for the year ended 31 December 2022;
4. To consider and approve the matters relating to no payment of final dividend for the year ended 31 December 2022;
- 5A. To re-appoint PricewaterhouseCoopers as the Company’s international auditors and to authorise the Board to fix their remuneration;
- 5B. To re-appoint PricewaterhouseCoopers Zhongtian CPAs as the Company’s PRC statutory auditors and to authorise the Board to fix their remuneration;
6. To consider and approve the election of the Company’s eighth Board of Directors;
- 6A. To consider and approve the re-election of Mr. Gao Lin as an executive Director of the Company and to authorise the Board to fix his remuneration;

- 6B. To consider and approve the re-election of Mr. Gao Jun as an executive Director of the Company and to authorise the Board to fix his remuneration;
- 6C. To consider and approve the re-election of Mr. Jin Jixiang as an executive Director of the Company and to authorise the Board to fix his remuneration;
- 6D. To consider and approve the election of Mr. Xu Gang as an executive Director of the Company and to authorise the Board to fix his remuneration;
- 6E. To consider and approve the election of Mr. Wang Rongbiao as an executive Director of the Company and to authorise the Board to fix his remuneration;
- 6F. To consider and approve the election of Mr. Pang Baogen, as a non-executive Director of the Company and to authorizes the Board to fix his remuneration.
- 6G. To consider and approve the re-election of Mr. Fung Ching Simon, as a non-executive Director of the Company and to authorise the Board to fix his remuneration;
- 6H. To consider and approve the re-election of Mr. Chan, Dennis Yin Ming as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration;
- 6I. To consider and approve the re-election of Mr. Li Wangrong as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration;
- 6J. To consider and approve the re-election of Ms. Liang Jing as an independent non-executive Director of the Company and to authorise the Board to fix her remuneration;
- 6K. To consider and approve the election of Mr. Xiao Jianmu as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration;
- 7. To consider and approve the election the Company's eighth supervisors of the supervisory committee of the Company;
- 7A. To consider and approve the re-election of Mr. Zhang Xindao as an independent supervisor of the Company and to authorise the Board to fix his remuneration;
- 7B. To consider and approve the re-election of Mr. Kong Xiangquan as a supervisor of the Company and to authorise the Board to fix his remuneration;
- 8. To consider and approve any motion proposed by any shareholder of the Company holding 3% or more of the shares with voting rights at such meeting, if any;

II As special resolutions

9. To consider and, if thought fit, pass the following as special resolution:

“THAT:

- (a) Subject to sub-paragraphs (c) and (d) herein below and pursuant to The Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as the same may be amended from time to time) and the Company Law of the PRC (the “**PRC Company Law**”), the Directors are generally and unconditionally authorised to exercise all the rights of the Company, to allot and issue new shares and dispose of outstanding shares of the Company individually and collectively during the Relevant Period (as defined in sub-paragraph (e) below) and to determine the terms and conditions in relation to the allotment and issue of new shares including, inter alia:
 - (i) the type and number of new shares to be issued;
 - (ii) the issue price of the new shares;
 - (iii) the date for the commencement and closing of the issue;
 - (iv) the class and the number of new shares to be issued to the existing shareholders;
 - (v) to make, execute or grant offer proposals, agreements and options as may be necessary in the exercise of such powers; and
 - (vi) all other matters in relation thereto.
- (b) The Directors are authorised to make or grant offer proposals, agreements and options as required or may be required in the exercise of such powers during the Relevant Period (as defined in sub-paragraph (e) below) as referred to in sub-paragraph (a) or after the expiry of the Relevant Period.
- (c) The total nominal amount of H Shares (as defined in sub-paragraph (e) below), Domestic Shares (as defined in sub-paragraph (e) below) and non-H foreign shares (other than those issued under the PRC Company Law and the articles of association of the Company (the “**Articles of Association**”) by the capitalisation of the statutory capital reserve fund) agreed to be allotted and/or conditionally or unconditionally agreed to be allotted by the Directors pursuant to sub-paragraph (a) above (whether pursuant to the exercise of option or otherwise) shall not exceed 20% of such class of the shares in issue of the Company as at the date of the passing of this special resolution.
- (d) Upon the exercise of the powers pursuant to sub-paragraph (a) above, the Directors shall comply with the PRC Company Law and the Listing Rules (as

the same may be amended from time to time) and obtain the approval from the China Securities Regulatory Commission.

(e) For the purpose of this resolution:

“Domestic Shares” means the domestic shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which were subscribed for in Renminbi;

“H Shares” means the overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the date of the passing of this resolution to the earliest of the following three:

- (i) twelve months after the passing of this resolution;
- (ii) conclusion of the next annual general meeting of the Company; and
- (iii) the date of the passing of a special resolution to revoke or amend the mandated as referred to in this resolution by shareholders in shareholders’ general meeting.

(f) Subject to the approval by the relevant authorities of the PRC and pursuant to the PRC Company Law, when exercising the powers under sub-paragraph (a) above, the Directors are authorised to increase the registered capital of the Company to the required amount respectively and attend to the relevant registration procedures with the relevant authorities in the PRC, Hong Kong or such other relevant place.

(g) Subject to the approval by the relevant authorities of the PRC, the Board is authorised to make appropriate and necessary amendments to the Articles of Association of the Company, so as to reflect the changes in the capital of the Company that may have arisen under this mandate.”

10. To consider and, if thought fit, pass the following as special resolution:

“THAT:

To authorise the Board to repurchase H Shares of the Company (the “**H Shares**”) subject to the following conditions:

- (a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase H Shares in issue of the Company on The Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;

- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of the passing of this special resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the AGM of the Company to be held on Friday, 16 June 2023 (or on such adjourned date as may be applicable); and the class meetings for holders of H Shares of the Company and for holders of Domestic Shares of the Company to be held on Friday, 16 June 2023 (or on such adjourned date as may be applicable); and
 - (ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;
- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares of the Company at their respective class meeting;
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorised to:
 - (i) make such amendments to the Articles of Association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (a) above; and

- (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC and to apply for registration with the relevant companies registration authorities in the PRC of the change of registered capital of the Company in accordance with all applicable laws, rules, regulations and/or requirements of the relevant governmental or regulatory body in the PRC.”

11. To consider and, if thought fit, pass the following as special resolution:

“THAT:

To authorise the Board to issue green bond (including the carbon neutral green bond) subject to the following conditions:

- (a) the Board be and is hereby generally and unconditionally granted a general mandate, subject to the registration and approval from the National Association of Financial Market Institutional Investors of the People’s Republic of China (中國銀行間市場交易商協會), to issue green bond (including carbon neutral green bond in one time for tranches or in several times, with an aggregate principal amount not exceeding RMB2 billion (the **“Green bond”**)); and
- (b) the Board (or any committee thereof), taking into consideration the requirement of the Company and other market conditions, be and is hereby generally and unconditionally authorised to:
 - (i) determine the terms and conditions of and other matters relating to the Green bond (including, but not limited to, the determination of the final aggregate principal amount, term, interest rate, and use of the proceeds of the Green bond and other related matters);
 - (ii) do all such acts which are necessary and incidental to the issue of the Green bond (including, but not limited to, the securing of approvals, the determination of selling arrangements and the preparation of relevant application documents); and
 - (iii) take all such steps which are necessary for the purposes of executing the Green bond (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with application laws), and to the extent that any of the aforementioned acts and steps have already been undertaken by the Board (or any committee thereof) in connection with the Green bond, such acts and steps be and are hereby approved, confirmed and ratified.”

12. To consider and, if thought fit, pass the following as special resolution:

THAT subject to the approval by the relevant authorities of the PRC, the original articles of association shall be amended as set out below.

No.	The original article	To be amended as
103	<p>The board shall consist of nine directors in which, among others, external directors (i.e. those not holding any position in the Company) shall account for more than one-third (including one-third) of the board and among the external directors, there shall be three or more independent directors. Independent directors are the directors independent of the shareholders and not holding any position in the Company and comply with the Listing Rules promulgated by The Hong Kong Stock Exchange relating to the qualifications of the independent directors. In particular, at least one independent director shall hold appropriate professional qualifications or appropriate accounting or related financial management expertise. The board shall have one chairman.</p> <p>(Article 86 of the Mandatory Provisions)</p>	<p>The board shall consist of eleven directors, with a chairman. The board shall include at least one-third of external directors (i.e. directors who do not serve within the Company), of whom three or more shall be independent directors (i.e. directors who are independent of the shareholders and do not serve within the Company). The independent directors should meet the requirements of the Listing Rules promulgated by the Hong Kong Stock Exchange regarding the qualifications of independent non-executive directors, including at least one of the independent non-executive director must have appropriate qualifications or accounting or related financial management expertise.</p> <p>(Article 106 of the Guidelines on the Articles of Association of Listed Companies)</p>
125	<p>The supervisory committee shall comprise of five supervisors, for a 3-year term of office and be eligible for re-election. The supervisory committee shall have one chairman, for a 3-year term of office and be eligible for re-election. The appointment and removal of the chairman of the supervisory committee shall be approved by two-thirds (including two-thirds) or more of the members of supervisory committee.</p> <p>(Article 104 of the Mandatory Provisions)</p> <p>(Section 1d(i) of Appendix 13D to the Listing Rules)</p>	<p>The supervisory committee consists of four supervisors who are elected for a term of three years and are eligible for re-election. The supervisory committee shall have a chairman for a term of three years, who can be re-elected. The election or removal of the chairman of the supervisory committee shall be approved by a vote of at least two-thirds (including two-thirds) of the members of the supervisory committee.</p> <p>(Article 144 of the Guidelines on the Articles of Association of Listed Companies)</p> <p>(Article d(i) of Part I of Appendix 13D of the Listing Rules)</p>

No.	The original article	To be amended as
126	<p>Members of supervisory committee shall comprise of three representatives of shareholders and two representative of staff and workers of the Company. The representatives of shareholders shall be elected and removed by general meeting while the representative of staff and workers shall be elected and removed through democratic election by the staff and workers of the Company. The supervisory committee shall have more than one-third of their members as external members (those members not holding office in the Company). The external members shall consist of more than two independent supervisors (those supervisors who are independent from the shareholders and not holding office in the Company). The external supervisors shall have the right to report to the general meeting of the honesty, diligence and performance of the management officers of the Company.</p> <p>(Article 105 of the Mandatory Provisions)</p>	<p>The supervisory committee consists of two shareholder representative supervisors and two representative supervisors of staff and workers of the Company. The shareholder representative supervisor shall be elected and removed by the general meeting; the representative supervisor of staff and workers of the Company shall be democratically elected and removed by the staff and workers of the Company. Among the members of the supervisory committee, external supervisors (i.e. supervisors who do not serve within the Company) shall account for at least one-third of the supervisory committee. The external supervisors shall include two or more independent supervisors (i.e. supervisors who are independent of the shareholders and do not serve within the Company). The external supervisors shall have the right to report independently to the general meeting on the integrity and diligence of the management of the Company.</p> <p>(Article 144 of the Guidelines on the Articles of Association of Listed Companies)</p>

By order of the Board
Baoye Group Company Limited*
Pang Baogen
Chairman

Zhejiang Province, the PRC
 28 April 2023

Notes:

1. The register of members of the Company will be closed from Wednesday, 17 May 2023 to Friday, 16 June 2023, both dates inclusive, during which period no share transfers will be effected. In order to qualify for attending and voting at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Shares registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or to the office address of the Company (for holders of Domestic Shares), no later than 4:30 p.m. on Tuesday, 16 May 2023.
2. Holders of Domestic Shares and H Shares entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
3. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company, to the H Shares registrar of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, and for holders of Domestic Shares of the Company, to the office address of the Company at No. 1687 Guazhu East Road, Keqiao District, Shaoxing City, Zhejiang Province, the PRC (Post Code: 312030) not less than 48 hours before the time for holding the meeting or not less than 48 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
4. Shareholders or their proxies shall present their identity documents when attending the meeting.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which related purely to a procedural or administrative matter to be voted by a show of hands. On a poll, every shareholder present in person or by proxy shall have one vote for each share registered in his/her name in the register of members. 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 manner.
6. Shareholders who intend to attend the AGM should complete and return the reply slip and return it by hand or by post to the share registrar of the Company (for holders of H Shares) or to the office address of the Company (for holders of Domestic Shares) on or before 9 June 2023.
7. The AGM is expected to take half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The office address of the Company is as follows:

No. 1687 Guazhu East Road, Keqiao District
Shaoxing City
Zhejiang Province
The People's Republic of China
Post Code: 312030
Tel: 86-575-84135837
Fax: 86-575-84118792

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Pang Baogen, Mr. Gao Lin, Mr. Gao Jiming, Mr. Gao Jun and Mr. Jin Jixiang; one non-executive Director, namely Mr. Fung Ching, Simon and three independent non-executive Directors, namely Mr. Chan, Dennis Yin Ming, Mr. Li Wangrong and Ms. Liang Jing.

* *For identification purposes only*