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## **XINYANG MAOJIAN GROUP LIMITED**

### **信陽毛尖集團有限公司**

*(formerly known as China Zenith Chemical Group Limited 中國天化工集團有限公司)*

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

**(Stock Code: 362)**

## **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Xinyang Maojian Group Limited (the “**Company**”) will be held at Room 4007, 40/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Friday, 30 November 2018 at 4:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (i) a subscription agreement dated 5 October 2018 (the “**Subscription Agreement**”) entered into between the Company and Mr. Sha Tao (a copy of the Subscription Agreement having been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) in respect of the subscription of 220,000,000 new shares of HK\$0.10 each in the share capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$0.315 per Subscription Share and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified;
- (ii) allotment and issue of the Subscription Shares by the Company to Mr. Sha Tao be and is hereby approved; and

(iii) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**Xinyang Maojian Group Limited**  
**Chan Yuk Foebe**  
*Chairman and Executive Director*

Hong Kong, 15 November 2018

*Notes:*

- (i) 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.
- (ii) 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 22/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at 4:30 p.m. on Tuesday, 27 November 2018 shall qualify for attending and voting at the special general meeting. The register of members of the Company will be closed from Wednesday, 28 November 2018 to Friday, 30 November 2018 (both days inclusive), during which period no share transfer will be registered. In order to qualify to attend and vote on the proposed resolutions 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 22/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Tuesday, 27 November 2018.
- (iii) A member entitled to attend and vote at the meeting 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 need not be a member of the Company.
- (iv) 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 22/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (v) 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.
- (vi) 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 of this notice, the executive Directors of the Company are Ms. Chan Yuk Foebe, Mr. Law Tze Ping Eric and Mr. Yu Defa and the independent non-executive directors of the Company are Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho and Mr. Hau Chi Kit.*