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Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Suoxinda Holdings Limited (the “**Company**”) will be held at 1801, Microprofit Building, Hi-Tech Industrial Park, Nanshan District, Shenzhen, the People’s Republic of China on Monday, 24 October 2022 at 3 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

1. PROPOSED ISSUE OF NEW SHARES UNDER THE SPECIFIC MANDATE TO MR. SHI

“**THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 1 September 2022 (a copy of which is tabled at the EGM and marked “A-1” and signed by the chairman of the EGM for identification purpose) entered into between the Company and Mr. Shi Banchao (“**Mr. Shi**”) and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 32,000,000 new shares of the Company (the “**Subscription Shares**”) to Mr. Shi, be and is hereby approved, confirmed and ratified;

- (b) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the 32,000,000 Subscription Shares, the directors of the Company (the “**Directors**”) be and are hereby granted the specific mandate (the “**Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to issue and allot 32,000,000 Subscription Shares to Mr. Shi, on and subject to the terms and conditions of the Subscription Agreement entered into between the Company and Mr. Shi, provided that the 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 from time to time be granted 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 such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement entered into between the Company and Mr. Shi and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”

2. PROPOSED ISSUE OF NEW SHARES UNDER THE SPECIFIC MANDATE TO DR. WU

“THAT

- (a) the Subscription Agreement dated 1 September 2022 (a copy of which is tabled at the EGM and marked “A-2” and signed by the chairman of the EGM for identification purpose) entered into between the Company and Dr. Wu Fu-Shea (“**Dr. Wu**”) and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 5,450,000 Subscription Shares to Dr. Wu, be and is hereby approved, confirmed and ratified;
- (b) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the 5,450,000 Subscription Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue and allot 5,450,000 Subscription Shares to Dr. Wu, on and subject to the terms and conditions of the Subscription Agreement entered into between the Company and Dr. Wu, provided that the 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 from time to time be granted 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 such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement entered into between the Company and Dr. Wu and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”

3. PROPOSED ISSUE OF NEW SHARES UNDER THE SPECIFIC MANDATE TO MS. WANG

“THAT

- (a) the Subscription Agreement dated 1 September 2022 (a copy of which is tabled at the EGM and marked “A-3” and signed by the chairman of the EGM for identification purpose) entered into between the Company and Ms. Wang Jing (“**Ms. Wang**”) and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 300,000 Subscription Shares to Ms. Wang, be and is hereby approved, confirmed and ratified;
- (b) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the 300,000 Subscription Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue and allot 300,000 Subscription Shares to Ms. Wang, on and subject to the terms and conditions of the Subscription Agreement entered into between the Company and Ms. Wang, provided that the 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 from time to time be granted 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 such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement entered into between the Company and Ms. Wang and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”

Notes:

- a. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. 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 to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s Hong Kong Branch Share Registrar (i.e. 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 48 hours before the time appointed for the holding of the EGM (i.e. not later than 3 p.m. on Saturday, 22 October 2022) or any adjournment thereof. Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the proxy form shall be deemed to be revoked.
- c. To ascertain shareholders’ eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 19 October 2022 to Monday, 24 October 2022 (both days inclusive) during which period no share transfer will be effected. In order to qualify for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited (at its address shown in Note b above), for registration no later than 4:30 p.m., on Tuesday, 18 October 2022.
- d. References to time and dates in this Notice are to Hong Kong time and dates.

By order of the Board
Suoxinda Holdings Limited
Song Hongtao
Chairman of the Board

Hong Kong, 1 October 2022

As at the date of this notice, the Board comprises four executive Directors, namely, Mr. Song Hongtao, Mr. Chen Zhenping, Dr. Wu Fu-Shea and Mr. Wu Xiaohua, and three independent non-executive Directors, namely, Mr. Tu Xinchun, Dr. Chen Wei and Mr. Yang Haifeng.