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SHIFANG HOLDING LIMITED

十方控股有限公司

(incorporated in the Cayman Islands and re-domiciled and continued in Bermuda with limited liability)

(Stock code: 1831)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an special general meeting (the “**SGM**”) of ShiFang Holding Limited (the “**Company**”) will be held at on Friday, 4 November 2022 at 11:00 a.m. at 6/F, Hua Fu Mansion, No. 121 Gutian Road, Gulou District, Fuzhou, Fujian Province, the PRC to consider and, if thought fit, pass the following resolutions as ordinary resolutions.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the existing authorised share capital of the Company be and is hereby increased from HK\$1,000,000,000 divided into 100,000,000,000 ordinary shares of HK\$0.01 each (each an “**Ordinary Share**”) to HK\$1,100,000,000, by the creation of additional 10,000,000,000 non-voting convertible preference shares (each a “**Non-voting CPS**”) of HK\$0.01 each, with such rights and restrictions (the “**CPS Terms**”) as determined by the directors of the Company (the “**Directors**”) pursuant to Bye-law 8 of the Company’s Bye-laws and as set out in Appendix I (the “**Appendix**”) to the circular of the Company dated 12 October 2022 (the “**Circular**”, a copy of which has been produced to this meeting marked “**A**” and signed by the chairman of this meeting for the purpose of identification);
- (b) all of the existing issued shares of the Company shall, for the avoidance of doubt, be designated as ordinary shares which shall have the same rights and restrictions attached thereto as are attached to the ordinary shares immediately prior to the increase and designation of the share capital of the Company as stipulated in paragraph (a) above; and

- (c) the CPS Terms be and are hereby approved, confirmed and ratified, and the Directors be and are hereby authorised to issue the Non-voting CPS and to do all other acts and things and execute all documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the transactions contemplated under this resolution.

2. **“THAT:**

- (a) the terms and the entering into of the loan capitalisation agreement (the **“Loan Capitalisation Agreement”**, a copy of which has been produced to this meeting marked **“B”** and signed by the chairman of this meeting for the purpose of identification) dated 30 July 2022 by TopBig International Development Limited (the **“Creditor”**) and the Company in relation to the subscription by the Creditor of 383,636,331 new Non-voting CPS at the subscription price of HK\$0.57 per Non-voting CPS, by capitalising (the **“Loan Capitalisation”**) the entire outstanding balance (including principal and interest) of RMB188,058,530 (equivalent to approximately HK\$218,672,709) (the **“Creditor’s Loan”**) owed by the Company and its subsidiaries (the **“Group”**) to the Creditor under the loan agreement between the Company and the Creditor dated 22 April 2022 (the **“Creditor’s Loan Agreement”**), and the supplemental agreement (the **“Supplemental Agreement”**, a copy of which has been produced to this meeting marked **“C”** and signed by the chairman of this meeting for the purpose of identification) dated 30 September 2022 by the Creditor and the Company, be and are hereby generally and unconditionally approved, confirmed and ratified in all respects;
- (b) any one Director be and is hereby authorised to take all necessary steps to complete such listing application in respect of the Ordinary Shares to be allotted and issued by the Company upon the exercise of the conversion rights attaching to the Non-voting CPS (the **“CPS Conversion Shares”**) as stated in the Form C1 and the undertakings and all documents (if any) required by The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**);

- (c) conditional upon the Stock Exchange granting the listing of, and permission to deal in, the CPS Conversion Shares, the Directors be and are hereby (i) authorised to issue the Non-voting CPS to the Creditor; (ii) granted a specific mandate (the “**Specific Mandate**”) to allot and issue the CPS Conversion Shares in accordance with the CPS Terms, such Specific Mandate being in addition to and not prejudicing or revoking any general or specific mandate(s) which has/ have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and
- (d) the Directors be and are hereby generally and unconditionally authorized to do all such acts or things and execute and deliver all such documents, instruments and agreements which they consider necessary, desirable or expedient to give effect to the transactions contemplated by the Loan Capitalisation Agreement (as supplemented by the Supplemental Agreement), the issue of the Non-voting CPS and the allotment and issue of the CPS Conversion Shares, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company.”

By order of the Board
ShiFang Holding Limited
Chen Zhi
Chairman & Chief Executive Officer

Hong Kong, 12 October 2022

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:

Rooms 2801-05, 28/F
China Insurance Group Building
141 Des Vouex Road Central
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the SGM.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the SGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In compliance with the Listing Rules, resolutions to be proposed at the SGM convened by this notice will be voted on by way of poll.
6. The register of members of the Company will be closed from Tuesday, 1 November 2022 to Friday, 4 November 2022 (both days inclusive) for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the SGM. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to be eligible to attend and vote at the SGM (or at any adjournment thereof), 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 31 October 2022.
7. To ensure the health and safety of the attendees at the SGM, the Company intends to implement precautionary measures at the SGM including: (a) compulsory temperature checks at the entrance of the SGM venue; (b) attendees are required to bring their own surgical masks and those who had high temperature or not wearing surgical masks might be denied access to the SGM venue; (c) no corporate gift, refreshments or drinks will be provided at the SGM; and (d) depending on circumstances, separate rooms connected by instant electronic conference facilities may be arranged at the SGM venue to limit the number of attendees at each room.

As at the date of this notice, the executive Directors are Mr. Chen Zhi (Chairman and Chief Executive Officer) and Mr. Yu Shiquan; the non-executive Directors are Mr. Chen Wei Dong and Ms. Chen Min; the independent non-executive Directors are Mr. Zhou Chang Ren, Mr. Wong Heung Ming, Henry, and Mr. Cai Jian Quan.