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**ZHEJIANG SHIBAO COMPANY LIMITED\***

**浙江世寶股份有限公司**

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

**(Stock Code: 1057)**

## **NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN** that the 2023 first class meeting for holders of H shares (the “**H Shareholders’ Class Meeting**”) of Zhejiang Shibao Company Limited (the “**Company**”) will be held at the conference room of the Company on the 3rd floor of Office Building No. 6, 17th Avenue, Hangzhou Economic and Technological Development Zone, Hangzhou, Zhejiang Province, the PRC on 31 March 2023, Friday, at 3:00 p.m. (or immediately after the conclusion or adjournment of the 2023 class meeting for holders of A shares which will be held at the same place and date) to consider and, if thought fit, pass the following resolutions. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as defined in the announcement of the Company dated 27 February 2023 and the circular of the Company dated 10 November 2022 in respect of the proposed Non-public Issuance of A Shares.

### **RESOLUTION IN RELATION TO THE ADJUSTMENT OF THE VALIDITY PERIOD OF THE 2022 RESOLUTION IN RESPECT OF THE ISSUANCE OF A SHARES TO SPECIFIC TARGETS (SPECIAL RESOLUTION)**

1. **“THAT** the following adjustment of the validity period of the resolution in respect of the Issuance of A Shares to Specific Targets be and is hereby approved:

Before adjustment:

‘The validity period of the resolution in respect of the proposed Non-public Issuance of A Shares is 12 months from the date of the passing of the resolution at the extraordinary general meeting, the A Shareholders’ class meeting and the H Shareholders’ class meeting of the Company. If the Company has obtained the approval document(s) in relation to the Non-public Issuance of A Shares from the China Securities Regulatory Commission within the aforementioned validity period, the validity period shall automatically extend to the completion date of the proposed Non-public Issuance of A Shares.’

\* *For identification purposes only*

After adjustment:

“The validity period of the resolution in respect of the proposed Issuance of A Shares to Specific Targets is 12 months from the date of the passing of the resolution at the 2023 first extraordinary general meeting, the 2023 first A Shareholders’ class meeting and the 2023 first H Shareholders’ class meeting of the Company.”

**RESOLUTION IN RELATION TO THE DEMONSTRATION ANALYSIS REPORT IN RESPECT OF THE PROPOSED ISSUANCE OF A SHARES TO SPECIFIC TARGETS BY THE COMPANY (SPECIAL RESOLUTION)**

2. “**THAT** the Demonstration Analysis Report in respect of the Proposed Issuance of A Shares to Specific Targets by the Company be and is hereby approved.”

**RESOLUTION IN RELATION TO THE AUTHORISATION TO THE BOARD OF DIRECTORS OF THE COMPANY AND ITS AUTHORISED PERSON(S) TO DEAL WITH MATTERS RELATING TO THE ISSUANCE OF A SHARES TO SPECIFIC TARGETS (SPECIAL RESOLUTION)**

3. “**THAT** the Board and its authorised person(s) be and are hereby authorised to deal with, in their absolute discretion, all matters relating to the Issuance of A Shares to Specific Targets, including:
- (i) formulating and implementing the proposed issuance of shares to specific targets to the extent permitted by related laws and administrative regulations, administrative rules of the China Securities Regulatory Commission and normative documents, related rules and requirements of the Shenzhen Stock Exchange (collectively the “**applicable laws**”) and the Articles of Association of the Company, based on the opinion of the regulatory authorities and the specific circumstances of the Company, including but not limited to determining the issue time, issue size, start date and expiry date of issuance, issue price, selection of issuing targets, scale of funds raised and other matters related to the plan of issuing shares to specific targets;
  - (ii) appointing sponsors, lead underwriters, accounting firms and law firms and other intermediary institutions to participate in the issuance of shares to specific targets, preparing and issuing prospectus, professional reports, opinions and other application documents in connection with the issuance of shares to specific targets, as well as determining and arranging for the payment of remuneration to the relevant intermediary institutions;
  - (iii) signing, amending, supplementing, submitting, reporting or executing application documents, agreements, contracts, inquiries and responses to feedback and other documents or materials related to the issuance of shares to specific targets in accordance with the applicable laws and the review and registration requirements of the regulatory authorities;

- (iv) in case of any change to the applicable laws or the policy of the regulatory authority on the issuance of shares to specific targets by listed companies or market conditions, except for matters which are required to be put to a further vote at the general meeting in accordance with applicable laws or the Articles of Association of the Company, the board of directors will be authorised to amend or adjust the issuance plan and application documents for the issuance of shares to specific targets accordingly;
- (v) upon the completion of the issuance, modifying the corresponding provisions of the Articles of Association in accordance with the results of the issuance, reporting to relevant government authorities and regulators for approval or filing, and completion of the change of registration procedures and/or filing with the authorities responsible for the registration of market entities, as well as handling the matters relating to the registration, locking-up and listing of new shares with China Securities Depository and Clearing Corporation Limited, Shenzhen Branch and Shenzhen Stock Exchange;
- (vi) to the extent permitted by applicable laws, handling all other matters that are relevant, necessary, appropriate or suitable for issuing shares to specific targets;
- (vii) to the extent authorised by the general meeting, authorising the chairman of the board of directors or other persons authorised by the chairman to deal with the matters in connection with the issuance to specific targets; and
- (viii) the above authorisation shall be valid for a period of twelve months from the date of consideration and approval by the general meeting of the Company.”

By order of the Board  
**Zhejiang Shibao Company Limited**  
**Zhang Shi Quan**  
*Chairman*

Hangzhou, Zhejiang, the PRC

27 February 2023

*Notes:*

- (1) All resolutions at the H Shareholders’ Class Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the designated website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zjshibao.com>) in accordance with the Listing Rules.
- (2) Each shareholder of the Company who has the right to attend and vote at the H Shareholders’ Class Meeting is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf. Where a Shareholder of the Company has appointed more than one proxy to attend the H Shareholders’ Class Meeting, such proxies may only vote on a poll or a ballot. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. In the case that an appointer is a legal person, the power of attorney must be either under the common seal of the legal person or under the hand of its director or other person, duly authorized. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified. For holders of H Shares, the power of attorney or other documents of authorization and proxy forms must be delivered to the Hong Kong H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no less than 24 hours before the time appointed for the holding of the H Shareholders’ Class Meeting in order for such documents to be valid. For A Shareholders, the abovementioned documents must be delivered to the secretary office of the board of the Company before the abovementioned time.

- (3) For the purposes of determining shareholders' eligibility to attend, speak and vote at the H Shareholders' Class Meeting, the register of members for H Shares of the Company will be closed as follows:

Latest time to lodge transfer documents for registration 4:30 p.m. on 27 March 2023 (Monday)

Closure of register of members 28 March 2023 (Tuesday) to 31 March 2023 (Friday)  
(both days inclusive)

Record date 31 March 2023 (Friday)

During the above closure period, no transfer of H Shares will be registered. To be eligible to attend, speak and vote at the H Shareholders' Class Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than the aforementioned latest time.

- (4) Where there are joint registered holders of any Share, any one of such joint registered holders may vote at the H Shareholders' Class Meeting, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders is present at the H Shareholders' Class Meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- (5) Shareholders of the Company or their proxies must present proof of their identities upon attending the H Shareholders' Class Meeting. Should a proxy be appointed, the proxy must also present copies of his/her proxy form, or copies of appointing instrument and power of attorney, if applicable.
- (6) Shareholders of the Company or proxies attending the H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.

*As at the date of this notice, the Board comprises Mr. Zhang Bao Yi, Mr. Tang Hao Han, Ms. Zhang Lan Jun and Ms. Liu Xiao Ping as executive directors; Mr. Zhang Shi Quan and Mr. Zhang Shi Zhong as non-executive directors; and Mr. Gong Jun Jie, Mr. Lin Yi and Mr. Tsui Chun Shing as independent non-executive directors.*