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粵海廣南(集團)有限公司

GDH GUANGNAN (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 01203)

CONTINUING CONNECTED TRANSACTION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of GDH Guangnan (Holdings) Limited (the “**Company**”) will be held at the Boardroom, Basement II, Wharney Hotel, No. 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 18 June 2021 at 3:30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 3:00 p.m. on the same day and at the same place) (or any adjournment thereof) for the purpose of considering and, if thought fit, approve the following resolution as an ordinary resolution of the Company (with or without modifications):

ORDINARY RESOLUTION

- (a) “**THAT** the Supplemental Agreement dated 30 April 2021 referred to in the section headed “II. The Transaction” in the “Letter from the Board” contained in the circular (the “**Circular**”) of the Company dated 24 May 2021 of which this notice forms part, the New Caps (as defined in the Circular) and the terms of the Transaction (as defined in the Circular) be and are hereby approved, confirmed and ratified; and

- (b) **THAT** any one director of the Company be and is hereby authorized to take up any steps and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Supplemental Agreement or the Transaction.”

By Order of the Board
GDH Guangnan (Holdings) Limited
CHEN Benguang
Chairman

Hong Kong, 24 May 2021

Registered Office:

22nd Floor
Tesbury Centre
No. 24-32 Queen’s Road East
Hong Kong

Notes:

- 1) A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote in his place and such proxy need not be a shareholder of the Company.
- 2) A form of proxy is enclosed. To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting or any adjourned meeting if he so wishes. If a shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
- 3) In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company’s register of members in respect of the joint holding.

- 4) In order to qualify for attending and voting at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 11 June 2021.
- 5) The register of members of the Company will be closed from Tuesday, 15 June 2021 to Friday, 18 June 2021 (both days inclusive), for the purpose of determining shareholders' eligibility to attend and vote at the EGM, during which period no transfers of shares will be registered.
- 6) Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be voted by way of a poll.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

Please note that various measures shall be implemented by the Company at the EGM in consideration of the COVID-19 pandemic. Possible precautionary measures include but are not limited to:

- Compulsory body temperature check
- Mandatory wearing of surgical face mask and maintaining a safe distance between seats
- No provision of refreshment or drinks

Any person who does not comply with the precautionary measures or is subject to any compulsory quarantine by the Government of the Hong Kong Special Administrative Region on the date of the meeting will be denied entry into the meeting venue.

The Company suggests that Shareholders appoint the Chairman of the meeting as his/her proxy to vote on the relevant resolution at the meeting as an alternative to attending the meeting in person.

As at the date of this notice, the Board is composed of three Executive Directors, namely Mr. CHEN Benguang, Mr. HE Jinzhou and Mr. CHAU Wang Kei; one Non-Executive Director, namely Mr. WANG Longhai; and three Independent Non-Executive Directors, namely Mr. Gerard Joseph McMAHON, Mr. LI Kar Keung, Caspar and Dr. WONG Yau Kar, David.