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## **Renco Holdings Group Limited**

**融科控股集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2323)**

### **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of Renco Holdings Group Limited (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Monday, 26 June 2023 at 3:00 p.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and of the independent auditor of the Company and its subsidiaries for the year ended 31 December 2022.
2. To re-elect, each as a separate resolution, the following retiring directors of the Company:
  - (a) Ms. Xing Mengwei as an executive Director;
  - (b) Mr. Hung Yeung Alvin as an executive Director;
  - (c) Mr. Xu Xinwei as an independent non-executive Director;
  - (d) Mr. Cheok Ho Fung as an executive Director; and
  - (e) Mr. Mak Kwok Kei as an independent non-executive Director.
3. To authorise the board (“**Board**”) of directors (“**Directors**”) of the Company for fixing the remuneration of the Directors.
4. To re-appoint the auditor of the Company, ZHONGHUI ANDA CPA Limited, and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its own shares (“**Shares**”), subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total amount of Shares to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution,

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options granted under a share option scheme of the Company (if applicable);

- (iii) the awarded Shares granted under a share award scheme of the Company (if applicable); and
- (iv) any scrip dividend scheme or similar arrangement for the time being adopted providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company,

shall not exceed 20% of the total number of the issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

- 7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of ordinary resolutions numbered 5 and 6 set out in the notice convening this Meeting, the general mandate granted to the Directors pursuant to resolution numbered 6 above be and is hereby extended by the addition thereto the number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the number of Shares which may be repurchased by the Company pursuant to the general mandate referred to in resolution numbered 5 above, provided that such number in aggregate shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution.”

## SPECIAL RESOLUTION

8. As special business, consider and, if thought fit, passing the following resolution as a special resolution:

“**THAT** the existing bye-laws of the Company be amended in the manner as set out in Appendix III to the circular of the Company dated 28 April 2023 (the “**Circular**”) and the amended and restated bye-laws in the form of the document marked “A” and produced to the Meeting and for the purpose of identification initialed by the chairman of the Meeting, which contains all the proposed amendments mentioned in the Circular, be approved and adopted as the amended and restated bye-laws in substitution for and to the exclusion of the existing bye-laws with immediate effect and that the Directors, secretary and registered office provider of the Company be and are hereby authorised to do all things necessary to give effect to and implement the adoption of the amended and restated bye-laws and the reprint of the amended and restated bye-laws adopting of all the amendments, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

By order of the Board  
**Renco Holdings Group Limited**  
**SU Zhiyang**  
*Company Secretary*

Hong Kong, 28 April 2023

*Registered Office:*  
Clarendon House, 2 Church Street  
Hamilton HM11  
Bermuda

*Principal Place of Business in Hong Kong:*  
Unit 2707, Tower One  
Lippo Centre, 89 Queensway  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not also be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her 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.
2. To be effective, a form of proxy, 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 Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. before 3:00 p.m. on Saturday, 24 June 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The register of members of the Company will be closed from Wednesday, 21 June 2023 to Monday, 26 June 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 20 June 2023.
4. In relation to the ordinary resolutions numbered 5, 6 and 7 set out in the above notice, the Directors wish to state that they have no immediate plan to allot and issue any new Shares or repurchase any existing Shares pursuant to the relevant mandates.
5. Save for the resolutions proposed by the chairman of the Meeting regarding the approval on the procedural or administrative matters (as explained under the note to Rule 13.39(4) of the Rules ("**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**")) to be voted on by a show of hands during the Meeting, any voting on the resolutions set out herein should be taken by poll at the Meeting as required by the Listing Rules.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or the post-super typhoon "extreme conditions" announcement is in effect any time after 9:00 a.m. and at or before 10:00 a.m. on the date of the Meeting, the Meeting will be adjourned in accordance with the bye-laws of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the bye-laws of the Company.
7. References to time and dates in this notice are to Hong Kong time and dates.

In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

*As at the date of this notice, the Board comprises Mr. Li Yongjun (chairman of the Board), Mr. Cheok Ho Fung, Mr. Hung Yeung Alvin and Ms. Xing Mengwei being executive Directors; and Mr. Lau Fai Lawrence, Mr. Mak Kwok Kei and Mr. Xu Xinwei being independent non-executive Directors.*