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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 2020 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting for 2020 (the “**AGM**”) of Zhejiang Shibao Company Limited\* (the “**Company**”) will be held at the conference room of the Company at 3rd Floor of Office Building No. 6, 17th Avenue, Hangzhou Economic and Technological Development Zone, Hangzhou, Zhejiang Province, China on 30 June 2021 (Wednesday) at 2:00 p.m. for the purpose of considering and approving the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the Company’s 2020 Audit Report.
2. To consider and approve the Company’s 2020 Annual Report, Summary of Annual Report and results announcement.
3. To consider and approve the Company’s 2020 Work Report of the board (“**Board**”) of directors (the “**Directors**”) of the Company.
4. To consider and approve the Company’s 2020 Profit Distribution Proposal: not to declare cash dividend, issue bonus shares or increase capital by transferring from capital reserve fund.
5. To consider and approve the Company’s 2020 Corporate Governance Report.
6. To consider and approve the remuneration proposal for Directors and supervisors of the Company (the “**Supervisors**”) for 2021: remuneration to Directors and Supervisors for 2021 does not exceed RMB4,000,000 (before tax) in total; and to authorize the Board to determine their respective remuneration.

\* *For identification purposes only*

7. To consider and approve the re-appointment of Pan-China Certified Public Accountants LLP as the Company's audit institution for 2021 to hold offices until the conclusion of the next annual general meeting, and to authorize the Board to determine their remuneration.
8. To consider and approve the Company's 2020 Work Report of the supervisory committee of the Company ("**Supervisory Committee**").
9. To consider and approve the election of non-independent Directors of the 7th session of the Board
  - 9.1 To re-elect Mr. Zhang Shi Quan as a non-executive Director.
  - 9.2 To re-elect Mr. Zhang Bao Yi as an executive Director.
  - 9.3 To re-elect Tang Hao Han as an executive Director.
  - 9.4 To re-elect Ms. Zhang Lan Jun as an executive Director.
  - 9.5 To re-elect Ms. Liu Xiao Ping as an executive Director.
  - 9.6 To re-elect Mr. Zhang Shi Zhong as a non-executive Director.
10. To consider and approve the election of independent Directors of the 7th session of the Board
  - 10.1 To re-elect Mr. Lin Yi as an independent non-executive Director.
  - 10.2 To re-elect Mr. Gong Jun Jie as an independent non-executive Director.
  - 10.3 To elect Mr. Tsui Chun Shing as an independent non-executive Director.
11. To consider and approve the election of Supervisors of the 7th session of the Supervisory Committee
  - 11.1 To re-elect Mr. Yang Di Shan as a shareholder representative Supervisor.
  - 11.2 To re-elect Mr. Shen Song Sheng as an independent Supervisor.
  - 11.3 To re-elect Ms. Feng Yan as an independent Supervisor.

## REPORTING MATTERS

The independent Directors will submit their 2020 Work Report to the shareholders of the Company for reporting but not for approval at the AGM.

For details of resolution nos. 1, 2, 3, 5 and 8, please refer to the Company's 2020 Annual Report and the relevant overseas regulatory announcements published on the designated website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zjshibao.com>). For the Director's and the Supervisor's biography under resolution nos. 9 to 11, please refer to the Company's circular dated 14 May 2021 published on the designated website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zjshibao.com>).

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

Hangzhou, Zhejiang, the PRC

14 May 2021

*Notes:*

- (1) All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**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 AGM 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 AGM, 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 AGM in order for such documents to be valid.
- (3) Shareholders of the Company or their proxies must present proof of their identities upon attending the AGM. 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.

- (4) For the purposes of determining shareholders' eligibility to attend, speak and vote at the AGM, 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 Friday, 28 May 2021
Closure of register of members	Monday, 31 May 2021 to Wednesday, 30 June 2021 (both dates inclusive)
Record date	Wednesday, 30 June 2021

During the above closure period, no transfer of H Shares will be registered. To be eligible to attend, speak and vote at the AGM, 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.

- (5) Where there are joint registered holders of any Share, any one of such joint registered holders may vote at the AGM, 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 AGM 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.
- (6) Shareholders of the Company or proxies attending the AGM are responsible for their own transportation and accommodation expenses.

*As at the date of this announcement, 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. Shum Shing Kei as independent non-executive Directors.*