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長城環亞控股有限公司*

GREAT WALL PAN ASIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 583)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**Meeting**”) of Great Wall Pan Asia Holdings Limited (the “**Company**”) will be held at Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 28 December 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** approval be and is hereby given for the Proposed Renewal of Tenancies (as defined in the circular of the Company dated 6 December 2021 issued in respect thereof (“**Circular**”)) on the terms set out in the Letters of Offer (as defined in the Circular, copies of which are produced to the Meeting marked “A” and signed by the chairman of the Meeting for identification purposes), the transactions contemplated thereunder and the proposed Annual Caps (as defined in the Circular); and any director of the Company (“**Director**”) be and is hereby authorised to take any action and to approve, sign and execute any agreements, deeds, instruments and documents, under hand or under seal, and to make all such arrangements as he/she/they may consider appropriate, necessary or desirable to give effect to or in connection with the Letters of Offer, the Proposed Renewal of Tenancies and the transactions contemplated thereunder, and the proposed Annual Caps and, subject to and in accordance with the applicable law and regulations, to approve and make such immaterial variation, amendment, supplement or waiver of immaterial matters relating thereto which is in the interests of the Company and its shareholders as a whole.”
2. To re-elect Mr. Wang Hai as an executive Director.
3. To re-elect Mr. Yu Xianqing as a non-executive Director.

By Order of the Board
Great Wall Pan Asia Holdings Limited
Wang Hai
Chairman and executive Director

Hong Kong, 6 December 2021

* *For identification purpose only*

Notes:

1. Resolutions at the meeting will be taken by poll pursuant to the Company's Bye-Laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint not more than two persons (who must be individuals) as his/her proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
4. Where there are joint registered holders of any share, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands will for this purpose be deemed joint holders thereof.
5. A form of proxy for the above meeting is enclosed. In order to be valid, the completed and signed 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 of attorney or authority, must be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 10:30 a.m. on Sunday, 26 December 2021 (or if the Special General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Special General Meeting). Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the above meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 21 December 2021 to Tuesday, 28 December 2021, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 20 December 2021.
7. In accordance with Chapter 14A of the Listing Rules, Great Wall Pan Asia (BVI) Holding Limited and its associates are required to abstain from voting on the resolution numbered 1.
8. Unless otherwise defined in this notice of Meeting, capitalised terms used herein shall have the same meanings ascribed to them in the circular of the Company dated 6 December 2021.
9. Shareholders of the Company are advised to read the circular to the shareholders of the Company dated 6 December 2021 which contains further information in respect of the resolutions as set out in this notice.

As at the date of this announcement, the Board consists of Mr. Wang Hai and Mr. Xu Yongle as executive Directors of the Company, Mr. Yu Xianqing as non-executive Director of the Company, and Dr. Song Ming, Dr. Sun Mingchun and Ms. Liu Yan as independent non-executive Directors of the Company.