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**Zhong Ao Home Group Limited**

**中奥到家集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1538)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Zhong Ao Home Group Limited (the “**Company**”) will be held at 17 Floor, Block 1, Pacific Dingwang Commercial Centre, 2 Baichen Lu, Chihua She Qu, Chencun Town, Shunde District, Foshan City, Guangdong Province, the PRC on Wednesday, 1 April 2026 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT** conditional upon The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the new shares of the Company (the “**Shares**”) which may fall to be allotted and issued upon the exercise of the exercise rights attached to the Warrants, the directors of the Company (the “**Directors**”) be and are hereby authorised:
  - (a) to create and issue 85,455,000 warrants (the “**Warrants**”), which shall be in registered form, carrying rights to subscribe for 85,455,000 new Shares at the exercise price of HK\$0.42 (subject to adjustment) per Share and shall be exercisable after twelve (12) months from the date of issue of the Warrants and ending on the date falling forty-eight (48) months from the date of the issue of the Warrants on the terms and conditions set out in the warrant instrument (the “**Warrant Instrument**”) (a copy of a draft of which marked “A” is produced to this meeting and signed for the purpose of identification by the Chairman of this meeting);
  - (b) as at the date of passing this resolution, the existing share award scheme of the Company as adopted on 20 June 2017 (the “**Existing Share Award Scheme**”) be and is hereby terminated (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Award Scheme prior to the date of the passing of this resolution);

- (c) the total number of Shares to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the exercise of any options and awards granted under any other share schemes of the Company as may from time to time be adopted by the Company, shall not exceed such number of Shares as equals to 10 per cent. of the Shares in issue as at the date of passing of this resolution;
- (d) any one or more Directors be and is hereby authorised to sign and to execute the said Warrant Instrument, certificates for the Warrants and all other documents, deeds and instruments (the “**Relevant Documents**”) under hand or, where necessary, any two Directors be and are hereby authorised to sign and to execute the Relevant Documents under seal of the Company in accordance with the articles of association of the Company, as the Directors consider necessary or expedient to give effect to the Warrant Instrument and other transactions contemplated in this resolution; and
- (e) any one or more Directors be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such acts and things as he or they may consider necessary, appropriate, desirable or expedient to implement or give effect to the transactions contemplated under this resolution or the Warrant Instrument or all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.”
2. “**THAT** the grant of 12,390,975 Warrants carrying the rights to subscribe for up to 12,390,975 new Shares to Mr. Li Lixin upon exercise of the exercise rights attaching to the Warrants on the terms set out in the Circular be and is hereby approved and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”
3. “**THAT** the grant of 30,336,525 Warrants carrying the rights to subscribe for up to 30,336,525 new Shares to Ms. Peng Zhen upon exercise of the exercise rights attaching to the Warrants on the terms set out in the Circular be and is hereby approved and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”
4. “**THAT** the grant of 42,727,500 Warrants carrying the rights to subscribe for up to 42,727,500 new Shares to Mr. Yan Zheheng upon exercise of the exercise rights attaching to the Warrants on the terms set out in the Circular be and is hereby approved and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

By order of the Board  
**Zhong Ao Home Group Limited**  
**LIU Jian**  
*Chairman and Executive Director*

Hong Kong, 10 March 2026

*Notes:*

1. The register of members of the Company will be closed from Friday, 27 March 2026 to Wednesday, 1 April 2026 (both days inclusive) during which period no transfer of share(s) will be effected. Members whose names appear on the register of members of the Company at the close of business on Wednesday, 1 April 2026 will be entitled to attend and vote at the EGM. In order to ensure that the Shareholders are entitled to attend and vote at the EGM, all transfer documents, together with the relevant share certificates, should be lodged no later than 4:30 p.m. on Thursday, 26 March 2026 at the branch share registrar and transfer registrar office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register of members in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding the EGM or adjournment thereof.

*As at the date of this notice, our executive directors are Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing and Mr. Long Weimin, our non-executive directors are Ms. Jin Keli and Ms. Xu Yaping, and our independent non-executive directors are Mr. Chan Wai Cheung, Admiral, Mr. Chan Ka Leung, Kevin and Mr. Yang Jianpeng.*