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## **XINGYE WULIAN SERVICE GROUP CO. LTD.**

### **興業物聯服務集團有限公司**

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

**(Stock Code: 9916)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Xingye Wulian Service Group Co. Ltd. (the “**Company**”) will be held at Room 105, 1st floor, No. 1 Gangwan Road, Guancheng District, Zhengzhou City, Henan Province, China on Thursday, 19 October 2023 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

- (1) to, as special business, consider and, if thought fit, pass the following resolution (with or without modifications) as an ordinary resolution:

**“THAT**

- (a) the Agreement as defined and described in the circular of the Company dated 28 September 2023 (the “**Circular**”), a copy of the Circular marked “A” together with a copy of the Agreement marked “B” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder as described in the Circular and the implementation thereof be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Agreement, the transactions contemplated thereunder and all matters incidental or ancillary thereto.”

- (2) to, as special business, consider and, if thought fit, pass the following resolution (with or without modifications) as an ordinary resolution:

**“THAT**

- (a) the Master Construction Framework Agreement as defined and described in the Circular, a copy of the Master Construction Framework Agreement marked “C” is tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder as described in the Circular and the implementation thereof be and are hereby approved, ratified and confirmed;

- (b) the Annual Caps as defined and described in the Circular in respect of the construction services to be provided to the Company and its subsidiaries under the transactions contemplated under the Master Construction Framework Agreement for the period from the effective date of the Master Construction Framework Agreement to 31 December 2023 and each of the financial years ending 31 December 2024 and 2025 be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Master Construction Framework Agreement, the transactions contemplated thereunder and the Annual Caps and all matters incidental or ancillary thereto.”

By Order of the Board  
**Xingye Wulian Service Group Co. Ltd.**  
**Qiu Ming**  
*Chairman and Chief Executive Officer*

Hong Kong, 28 September 2023

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A member who is the holder of two or more shares in the Company (the “**Shares**”) may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, 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 holders are present at the above meeting, 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointer or of his/her attorney duly authorised in writing, or if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the share registrar of the Company, Tricor Investor Services Limited, which is situated at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than Tuesday, 17 October 2023 on 10:00 a.m.) (or any adjournment thereof).

4. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Monday, 16 October 2023 to Thursday, 19 October 2023 (both days inclusive), during which no transfer of the Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Friday, 13 October 2023.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. All times and dates specified herein refer to Hong Kong local times and date.
7. The meeting will be conducted in Chinese and no translation will be provided.

*As at the date of this notice, the Board comprises one executive Director namely, Mr. Qiu Ming, three non-executive Directors, namely, Ms. Zhang Huiqi, Mr. Wang Jinhua and Mr. Liu Zhenqiang, and three independent non-executive Directors, namely, Mr. Xu Chun, Mr. Feng Zhidong and Mr. Zhou Sheng.*