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ZENSUN ENTERPRISES LIMITED

正商實業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Zensun Enterprises Limited (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on Tuesday, 12 December 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 an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the 2024 Master Services Agreement (as defined and described in the circular of the Company dated 20 November 2023 (the “**Circular**”), a copy of the Circular marked “A” together with a copy of the 2024 Master Services Agreement marked “B” are tabled before the Meeting and initialled 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 2024-2026 Annual Caps as defined and described in the Circular in respect of the Contracting Services as defined and described in the Circular to be provided to the Company and its subsidiaries under the transactions contemplated under the 2024 Master Services Agreement for each of the financial years ending 31 December 2024, 2025 and 2026 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 of the 2024 Master Services Agreement, the transactions contemplated thereunder, the 2024-2026 Annual Caps and all matters incidental or ancillary thereto.”

By Order of the Board
Zensun Enterprises Limited
Zhang Jingguo
*Chairman, Executive Director and
Chief Executive Officer*

Hong Kong, 20 November 2023

Registered office:

24/F., Wyndham Place,
40-44 Wyndham Street,
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting (“**Meeting**”) above is entitled to appoint in written form one or, if he / she is the holder of two or more Shares of the Company, more proxies to attend and vote instead of him / her. 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 Share as if he / she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
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 Company’s share registrar, Tricor Friendly Limited 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 notorially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. by 10:00 a.m. on Saturday, 9 December 2023) or any adjournment thereof.
4. The register of members of the Company will be closed from Wednesday, 6 December 2023 to Tuesday, 12 December 2023 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the eligibility to attend and vote at the Meeting or any adjourned meeting thereof (as the case may be), all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer forms(s) either overleaf or separately, must be lodged with the Company’s share registrar, Tricor Friendly Limited at 17/F, Far East Finance Centre,

16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 5 December 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. Members and proxies attending the Meeting shall bear their own travel and accommodation expenses.
7. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed or adjourned. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.zensunenterprises.com) to notify shareholders of the Company of the date, time and place of the rescheduled meeting. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.
8. All times and dates specified herein refer to Hong Kong local times and date.
9. The Meeting will be conducted in Chinese and no translation will be provided.

As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Zhang Jingguo and Mr. Zhang Guoqiang; one non-executive Director, namely, Ms. Huang Yanping; and three independent non-executive Directors, namely, Mr. Liu Da, Mr. Ma Yuntao and Dr. Li Huiqun.