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**China Risun Group Limited**

**中國旭陽集團有限公司**

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

**(Stock Code: 1907)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**” or the “**AGM**”) of China Risun Group Limited (the “**Company**”) will be held on Friday, May 30, 2025 at 10:00 a.m. at Room 2001, 20/F., Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong, for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company for the year ended December 31, 2024.
2. To consider and approve the audited financial statements of the Company and the independent auditors’ report for the year ended December 31, 2024.
3. To re-elect Mr. Yang Xuegang as an executive director of the Company.
4. To re-elect Dr. Yu Kwok Kuen Harry as an independent non-executive director of the Company.
5. To re-elect Mr. Wang Yinping as an independent non-executive director of the Company.
6. To re-elect Dr. Liu Xiaofeng as an independent non-executive director of the Company.
7. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending December 31, 2025.
8. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the Company’s external auditor and to authorize the board of directors to determine its remuneration.

9. To consider, approve and declare a special dividend of RMB2.22 cents per share (the “**Special Dividend**”) to be paid in Hong Kong dollars of an amount of HK2.40 cents per share (tax-inclusive) out of the share premium account of the Company.
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorized and unissued shares or to resell or transfer of treasury shares of the Company to the extent permitted under the applicable laws, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of the shares allotted or agreed conditionally or unconditionally to be allotted, or resold, or agreed conditionally or unconditionally to be resold by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company; or (iii) a share option scheme or share award scheme of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares) of the Company at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.

**“Rights Issue”** means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company of any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

11. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which might be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the date of passing of this resolution and the said approval be limited accordingly; and

(c) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.”

12. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT**, subject to the passing of resolutions nos. 10 and 11 set out in this notice, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with authorized and unissued shares of the Company or to resell or transfer of treasury shares to the extent permitted under the applicable laws, the Listing Rules and the Articles pursuant to resolution No. 10 set out in this notice be and is hereby extended by the addition thereto the number of the shares of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to resolution No. 11 set out in this notice, provided that such amount of shares of the Company shall not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the date of passing of this resolution.”

13. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) the proposed share award plan of the Company (the **“Share Award Plan”**), a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the AGM for the purpose of identification, be and is hereby approved and adopted;

- (b) the board of directors of the Company or its delegate(s) be and are hereby authorized to do all such acts, to enter into all such transactions, arrangements and agreements and to take all actions as may be necessary or desirable to implement and give full effect to the Share Award Plan, including but without limitation:
- (i) to administer the Share Award Plan under which the Awards (as defined in the Share Award Plan) may be granted to Eligible Participants (as defined in the Share Award Plan);
  - (ii) to modify and/or amend the Share Award Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Award Plan relating to modification and/or amendment and subject to the requirements of the Listing Rules;
  - (iii) to grant the Awards to Eligible Participants under the Share Award Plan, and to allot and issue from time to time such number of shares as may be required to be allotted and issued in respect of the Awards to be granted under the Share Award Plan and subject to the Listing Rules;
  - (iv) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any new shares that may hereafter from time to time be allotted and issued in respect of the Awards to be granted under the Share Award Plan and subject to the Listing Rules;
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Award Plan.
- (c) the total number of shares which may be issued by the Company in respect of all the Awards to be granted under the Share Award Plan and all the share options and share awards to be granted under any other Share Scheme(s) (as defined in the Share Award Plan) shall not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution.”

Yours faithfully,  
By order of the Board  
**China Risun Group Limited**  
**Yang Xuegang**  
*Chairman*

Hong Kong, April 30, 2025

*Notes:*

1. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member.
2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally 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 be present at the meeting, 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 shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding the AGM (i.e. not later than 10:00 a.m. on Wednesday, May 28, 2025) (or any adjournment thereof).
4. Completion and return of the proxy form in respect of the proposed ordinary resolutions for the AGM will not preclude a member of the Company from attending and voting in person at the AGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.
5. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Tuesday, May 27, 2025 to Friday, May 30, 2025 (both days inclusive) for the purpose of determining the right to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, May 26, 2025.
7. The register of members of the Company will also be closed from Wednesday, June 11, 2025 to Friday, June 13, 2025, both days inclusive, for the purpose of determining the entitlement of the shareholders to receive the Special Dividend, during which period no share transfers will be registered. The record date for entitlement to the Special Dividend is Friday, June 13, 2025. In order to be entitled to the Special Dividend, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, June 10, 2025.
8. A circular giving details of the proposed resolutions has been published together with this notice to shareholders on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.risun.com>).
9. The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.

*As at the date of this notice, the executive Directors are Mr. Yang Xuegang, Ms. Lu Xiaomei, Mr. Li Qinghua, Mr. Han Qinliang, Mr. Wang Nianping and Mr. Yang Lu; and the independent non-executive Directors are Dr. Yu Kwok Kuen Harry, Mr. Wang Yinping and Dr. Liu Xiaofeng.*