



# CSmall Group Limited 金貓銀貓集團有限公司

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

**(Stock Code: 1815)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of CSMall Group Limited (the “**Company**”) will be held at Unit 1415, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 16 August 2019 at 2:00 p.m. for the purpose of considering and, if thought fit, passing each of the following resolutions, with or without amendments, as an ordinary resolution of the Company:

### ORDINARY RESOLUTIONS

**1. “THAT** subject to and conditional upon:

- (a) the grant of the waiver (the “**Whitewash Waiver**”) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate thereof (the “**Executive**”) pursuant to Note 1 to the Notes on dispensations from Rule 26 of the Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”) of any obligation on the part of the Concert Group (as defined in the circular of the Company dated 31 July 2019 (the “**Circular**”, a copy of which marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM)) to make a mandatory general offer to the holders of securities of the Company to acquire securities of the Company other than those already owned or agreed to be acquired by the Concert Group, which would otherwise arise under Rule 26 of the Takeovers Code as a result of the Employee Issuance and the Voting Arrangement (each as defined in the Circular);
- (b) all necessary conditions attached to the Whitewash Waiver (if any) having been satisfied; and
- (c) the Whitewash Waiver not having been withdrawn by the Executive,

the Whitewash Waiver be and is hereby approved and the board of directors of the Company (the “**Board**”) or a committee thereof be and is hereby authorized to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as it considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or implementing or in connection with the Whitewash Waiver.”

2. **“THAT** subject to and conditional upon the passing of the resolution numbered 1 in the notice of the EGM:
- (a) (i) the subscription agreement dated 6 May 2019 entered into among the Company (as the issuer), Ascend Delight Holdings Limited (as the subscriber) and Ms. XUE Meiqi (as the guarantor) (the **“Employee Subscription Agreement”**, a copy of which marked “B” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM); (ii) the trust deed dated 6 May 2019 entered into among Ascend Delight Holdings Limited (as the settlor), Ms. XUE Meiqi (as the trustee) and the Company (the **“Employee Trust Deed”**, a copy of which marked “C” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM); and (iii) the subscription agreement dated 6 May 2019 entered into between the Company (as the issuer) and Mr. YAO Runxiong (as the subscriber) (the **“Strategic Investor Subscription Agreement”**, a copy of which marked “D” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM) and all other transactions contemplated under the aforesaid agreements in accordance with the terms and conditions set forth therein be and are hereby approved, confirmed and ratified;
  - (b) the Board be and is hereby granted a specific mandate (the **“Specific Mandate”**) to exercise the powers of the Company to allot and issue 184,287,040 ordinary shares (the **“Issuance Shares”**) of US\$0.0001 each in the share capital of the Company, where (i) the Issuance Shares, when issued and fully paid, shall rank *pari passu* among themselves in all respects and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue; and (ii) the Specific Mandate is in addition to, and shall not prejudice nor revoke any general and/or other specific mandate(s) which has/have been granted or may from time to time be granted to the Board prior to the passing of this resolution;
  - (c) the Board or a committee thereof be and is hereby specifically authorized to allot and issue the Issuance Shares in accordance with the terms and conditions of the respective agreements outlined in (a) above; and

- (d) the Board or a committee thereof be and is authorized to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as it considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or implementing or in connection with the Issuances and the Voting Arrangement (each as defined in the Circular) and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the agreements outlined in (a) above and which shall be subject to approval of the shareholders of the Company) as are, in the opinion of the Board or a committee thereof, in the interest of the Company and its shareholders as a whole.”

By order of the Board  
**CSMall Group Limited**  
**CHEN He**  
*Chairman*

Hong Kong, 31 July 2019

*Registered office:*

Intertrust Corporate Services (Cayman) Limited  
190 Elgin Avenue  
George Town  
Grand Cayman  
KY1-9007  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit 1417, China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Sheung Wan, Hong Kong

*Notes:*

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed.
2. For determining the entitlement of shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 13 August 2019 to Friday, 16 August 2019 (both days inclusive) during which period no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Computershare Hong Kong Investor Limited at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 12 August 2019.
3. A member entitled to attend and vote at the EGM convened by this notice shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company. A proxy need not be a member of the Company.

4. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Computershare Hong Kong Investor Limited at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding any adjourned meeting.
5. Each of China Silver and persons acting in concert or presumed to be acting in concert with it, including Mr. CHEN Wantian and Ms. XUE Meiqi, which are interested in an aggregate of 510,479,569 Shares as at the date of this notice, will abstain from voting on the above ordinary resolutions to be proposed at the EGM to approve the Issuances, the Specific Mandate, the allotment and issue of the Issuance Shares under the Specific Mandate and the Whitewash Waiver.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Code on Takeovers and Mergers of Hong Kong, the above resolution will be decided by way of poll.
7. As of the date of this notice, the executive directors of the Company are Mr. CHEN He, Mr. ZHANG Jinpeng and Mr. QIAN Pengcheng, and the independent non-executive directors of the Company are Mr. FU Lui, Mr. HU Qilin and Mr. ZHANG Zuhui.