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## 粵海廣南(集團)有限公司

GDH GUANGNAN (HOLDINGS) LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 01203)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary general meeting (the “EGM”) of GDH Guangnan (Holdings) Limited (the “Company”) will be held at the Boardroom, Basement II, Wharney Hotel, No. 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 31 May 2024 at 11:30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 11:00 a.m. on the same day and at the same place and at any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company. Unless otherwise specified, capitalised terms defined in the circular dated 26 April 2024 issued by the Company (the “Circular”) shall have the same meanings when used herein.

#### ORDINARY RESOLUTIONS

1. “**THAT** the 2024 Zhongyue Electricity Agreement, the transactions contemplated thereunder and the relevant Proposed Cap be and are hereby approved and confirmed.”
2. “**THAT** the 2024 GDH Food Foshan Electricity Agreement, the transactions contemplated thereunder and the relevant Proposed Cap be and are hereby approved and confirmed.”
3. “**THAT** the 2024 Runhehe Food Electricity Agreement, the transactions contemplated thereunder and the relevant Proposed Cap be and are hereby approved and confirmed.”
4. “**THAT** the 2024 Guanglong Food Electricity Agreement, the transactions contemplated thereunder and the relevant Proposed Cap be and are hereby approved and confirmed.”

5. “**THAT** any one director of the Company be and is hereby authorized to take up any steps and execute such other documents as he considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the 2024 Electricity Agreements or the transactions contemplated thereunder.”

By order of the Board  
**GDH Guangnan (Holdings) Limited**  
**CHEN Benguang**  
*Chairman*

Hong Kong, 26 April 2024

*Registered Office:*

Unit 2905-08, 29th Floor  
Shui On Centre  
6-8 Harbour Road, Wanchai  
Hong Kong

Notes:

- (a) A shareholder entitled to attend and vote at the EGM may appoint a proxy to attend and vote in his place and such proxy needs not be a shareholder of the Company. A shareholder holding two or more shares may appoint more than one proxy.
- (b) A form of proxy is enclosed. To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting or any adjourned meeting if he so wishes. If a shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
- (c) In the case of joint shareholders, 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 will be determined by the order in which the names stand in the Company’s Register of Members in respect of the joint holding.
- (d) In order to qualify for attending and voting at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2024.
- (e) The register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive), for the purpose of determining shareholders’ eligibility to attend and vote at the EGM, during which period no transfers of shares will be registered. Holders of shares of the Company whose names appear on the Register of Members of the Company on Friday, 31 May 2024 (i.e the record date) are entitled to attend and vote at the EGM following completion of the registration procedures of the share transfers.

- (f) Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be voted by way of a poll.
- (g) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in force in Hong Kong at 9:00 a.m. on the date of the EGM, the EGM will be automatically adjourned. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify Shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board is composed of three executive Directors, namely Mr. CHEN Benguang, Mr. YANG Zhe and Mr. CHAU Wang Kei; one non-executive Director, namely WANG Longhai; and three independent non-executive Directors, namely Mr. Gerard Joseph MCMAHON, Mr. LI Kar Keung, Caspar and Dr. WONG Yau Kar, David.*