

ZG Group
(找钢产业互联集团)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6676)
(Warrant Code: 2572)
(the “Company”)

**PROCEDURES FOR SHAREHOLDERS TO CONVENE
GENERAL MEETINGS**

The following procedures are subject to the memorandum and articles of association of the Company (as amended from time to time) (the “**M&A**”), and the applicable legislation and regulation, in particular the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended from time to time).

Annual General Meeting

- Pursuant to the M&A, the Company shall hold a general meeting as its annual general meeting (the “**AGM**”) for each financial year within six months (or such other period as may be permitted by the Listing Rules or the Stock Exchange) after the end of such financial year, which must be called by notice in writing of not less than 21 clear days.
- There are no provisions allowing shareholders of the Company (the “**Shareholders**”) to propose additional resolutions other than those as set out in the AGM notice at the AGM under the M&A. Shareholders who wish to propose additional resolutions may, however, convene an extraordinary general meeting (the “**EGM**”) to do so by following the procedures below:

Extraordinary General Meeting

Procedures for shareholders to convene an EGM

- Pursuant to the M&A, an EGM shall be called by notice in writing of not less than 14 clear days.
- A members’ requisition is a requisition of one or more members holding at the date of deposit of the requisition not less than 10% of the voting rights, on a one vote per share basis, of the issued shares which as at that date carry the right to vote at general meetings of the Company (the “**Eligible Shareholder(s)**”).
- The members’ requisition must state the objects and the resolutions to be added to the agenda of the meeting and must be signed by the requisitionists and deposited at the principal office of the Company in Hong Kong, at Room 1918, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong.
- The Company will check the requisition and the identity and the shareholding of the Eligible Shareholder(s) will be verified with the Company’s branch share registrar. If the requisition is found to be proper and in order, a general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by directors of the Company (the “**Directors**”).

- If there are no Directors as at the date of the deposit of the members' requisition or if the Directors do not within 21 days from the date of the deposit of the members' requisition duly proceed to convene a general meeting to be held within a further 21 days, the requisitionists, or any of them representing more than one-half of the total voting rights of all of the requisitionists, may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three months after the expiration of the said 21 day period.