

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of China Risun Group Limited (the “**Company**”) will be held on Wednesday, December 23, 2020 at 10:00 a.m. at Room 2001, 20/F, Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong, for the purposes of:

ORDINARY RESOLUTION

1. “**THAT:**

- a) the purchase in steps of the entire partnership interests of limited partners and general partners of Wuhu Shunri Xinze Equity Investment Partnership (LP) (the “**Transaction**”) by Risun Group Limited (“**Risun Chemicals**”), a subsidiary of the Company, pursuant to the Interests Transfer Agreement in relation to Wuhu Shunri Xinze Equity Investment Partnership (LP) dated October 16, 2020 among Risun Chemicals, China Cinda Asset Management Co., Ltd. (“**China Cinda**”) and Cinda Capital Management Co., Ltd. (“**Cinda Capital**”) (the “**Interests Transfer Agreement**”) be and is hereby approved;
- b) the Interests Transfer Agreement entered into by Risun Chemicals and the performance of its obligations under the Interests Transfer Agreement be and are hereby approved, ratified and confirmed;
- c) the guarantee agreement dated October 16, 2020 entered into by the Company, China Cinda and Cinda Capital for the purpose of the Transaction (the “**Guarantee Agreement**”) and the performance of its obligations under the Guarantee Agreement be and are hereby approved, ratified and confirmed; and
- d) the board of the Company (or its authorised person) be and is hereby authorized to arrange for the Company or any of its subsidiaries to execute such documents and take such actions as the board may consider necessary or desirable in connection with the Transaction.”

By order of the Board
China Risun Group Limited
Mr. Yang Xuegang
Chairman

Hong Kong, December 8, 2020

Notes:

1. A form of proxy for use at the EGM (or any adjournment thereof) is enclosed herewith. Any member of the Company entitled to attend and vote at the EGM 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 of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding the EGM (or any adjournment thereof) (for the purpose of the EGM, Monday, December 21, 2020 at 10:00 a.m.).
4. Completion and return of the proxy form in respect of the proposed ordinary resolutions for the EGM will not preclude a member of the Company from attending and voting in person at the EGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the EGM (or any adjournment thereof) will be deemed to have been revoked.
5. All resolutions at the EGM 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.risun.com) in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Tuesday, December 22, 2020 to Wednesday, December 23, 2020 (both days inclusive) for the purpose of determining the right to attend and vote at the EGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming EGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, December 21, 2020.
7. The EGM 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. However, taking into account of the recent development of the COVID-19 epidemic, in order to facilitate the prevention and control of the epidemic and to safeguard the health and safety of the Shareholders and investors, the Company encourages the Shareholders to adopt the appropriate way to vote at the EGM, such as appoint the chairman of the EGM as a proxy to vote on relevant resolution, instead of attending the EGM in person.

As at the date of this notice, the executive Directors are Mr. Yang Xuegang, Mr. Zhang Yingwei, Mr. Han Qinliang, Mr. Wang Fengshan, Mr. Wang Nianping and Mr. Yang Lu; and the independent non-executive Directors are Mr. Kang Woon, Mr. Yu Kwok Kuen Harry and Mr. Wang Yinping.