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## SHANGHAI ZENDAI PROPERTY LIMITED

### 上海証大房地產有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 755)**

#### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Shanghai Zendai Property Limited (the “Company”) will be held at Suite 2701-08, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Wednesday, 11 September 2024 for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions of the Company:

#### ORDINARY RESOLUTION

“THAT:

- (a) the conditional sale and purchase agreement dated 26 July 2024 (the “**Sale and Purchase Agreement**”) entered into among (i) the Company as the vendor, (ii) Fortunate Omen (HK) Limited as the purchaser (the “**Purchaser**”), and (iii) Auto Win Investments Limited, Giant Hope Investments Limited, Best East Developments Limited and Ample Century Limited (collectively, the “**Disposal Targets**”, together with its subsidiaries, the “**Disposal Group**”) in relation to, among other things, (i) the sale and purchase of the entire issued share capital of each of the Disposal Targets, and (ii) the assignment of the amount due to and due from the Company and its subsidiaries (collectively, the “**Group**”) but excluding the Disposal Group (the “**Remaining Group**”) as at 31 May 2024, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

\* For identification purpose only

- (b) any one or more of the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided thereunder) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

## **SPECIAL RESOLUTION**

**“THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, (i) the English name of the Company be changed from “Shanghai Zendai Property Limited” to “DevGreat Group Limited”, and (ii) the Chinese name “大方廣瑞德集團有限公司” be adopted as the secondary name of the Company (collectively, the “**Change of Company Name**”); and
- (b) any one or more of the Directors be and are hereby authorised to do all such acts and things and execute all such documents as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**Huang Yuhui**  
*Chairman of the Board*

Hong Kong, 23 August 2024

\* *For identification purposes only*

*Notes:*

1. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the Company’s branch registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no later than 2:30 p.m. (Hong Kong time) on Monday, 9 September 2024 (or, if the SGM is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned SGM).

3. In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. Detailed information on certain businesses to be transacted at the SGM is set out in the circular to be sent to the shareholders of the Company.
5. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 6 September 2024 to Wednesday, 11 September 2024, both dates inclusive, during which period no transfer of shares of the Company will be effected. Shareholders who are entitled to attend and vote at the SGM are those whose names appear on the register of members of the Company on Wednesday, 11 September 2024. In order to be eligible to attend and vote at the SGM, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m., Thursday, 5 September 2024 (Hong Kong time).
6. Bad weather arrangement:

If a black rainstorm warning signal or a typhoon warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force in Hong Kong at any time after 12:00 p.m. (Hong Kong time) on the date of the SGM, the SGM will be automatically adjourned to a later date. The Company will post an announcement on both websites of the Company ([www.zendaiproperty.com](http://www.zendaiproperty.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and location of the adjourned SGM. Shareholders should in any event exercise due care and caution when deciding to attend the SGM in adverse weather conditions. In the event that the SGM is adjourned because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the adjourned SGM will remain the same as stated above.

The SGM will be held as scheduled when an amber or red rainstorm warning signal or typhoon warning signal no. 3 or below is in force in Hong Kong at any time on that day.

*As at the date of this notice, the executive Directors are Mr. Huang Yuhui, Mr. Wang Letian, Ms. Li Zhen, and Mr. Long Tianyu, the non-executive Directors are Ms. Wang Zheng, Mr. Zou Yang and Mr. Guo Haomiao, and the independent non-executive Directors are Dr. Guan Huanfei, Mr. Cao Hailiang, Dr. Lin Xinzhu and Mr. Wang Yuzhou.*