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## **CN Logistics International Holdings Limited**

**嘉泓物流國際控股有限公司**

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2130)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of CN Logistics International Holdings Limited (“**Company**”) will be held at Crystal Room IV, 3/F, Panda Hotel, 3 Tsuen Wan Street, Tsuen Wan, Hong Kong on Friday, 5 November 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (with or without modification) as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the share purchase agreement (the “**CN Switzerland SPA**”) dated 16 September 2021 (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) entered into between CN Investment Limited (“**CN HK**”) (as purchaser), Mr. Fabio Di Nello and Ms. Augusta Morandin (collectively, the “**Vendors**”) (as vendors) in relation to the sale and purchase of 40% of the entire issued shares in CN LOGISTICS SA (“**CN Switzerland Sale Shares**”), together with the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**CN Switzerland Specific Mandate**”) to exercise all the powers of the Company to allot and issue 2,050,000 new ordinary shares of US\$0.001 each (“**Share**”) in the share capital of the Company (the “**CN Switzerland Consideration Shares**”) at the issue price of HK\$8.0 per Share to the Vendors subject to and in accordance with the terms and conditions set out in the CN Switzerland SPA; and

- (c) the Directors be and are hereby authorised to do all acts, matters and things as they may consider desirable or expedient to give effect to the CN Switzerland SPA and all the transactions contemplated thereunder (including the allotment and issue of the CN Switzerland Consideration Shares pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the CN Switzerland SPA.”

2. **“THAT:**

- (a) the share purchase agreement (the “**CN Italy SPA**”) dated 16 September 2021 (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification) entered into between CN HK (as purchaser) and the Vendors (as vendors) in relation to the sale and purchase of 30% of the entire issued corporate capital in CN Logistics S.R.L. (“**CN Italy Sale Shares**”), together with the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby granted a specific mandate (the “**CN Italy Specific Mandate**”) to exercise all the powers of the Company to allot and issue 17,950,000 new Shares (the “**CN Italy Consideration Shares**”) at the issue price of HK\$8.0 per Share to the Vendors subject to and in accordance with the terms and conditions set out in the CN Italy SPA; and
- (c) the Directors be and are hereby authorised to do all acts, matters and things as they may consider desirable or expedient to give effect to the CN Italy SPA and all the transactions contemplated thereunder (including the allotment and issue of the CN Italy Consideration Shares pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the CN Italy SPA.”

By order of the Board  
**CN Logistics International Holdings Limited**  
**Ngan Tim Wing**  
*Executive Director and Chief Executive Officer*

Hong Kong, 19 October 2021

*Head office and principal place of business in Hong Kong:*  
Unit B, 13th Floor, Park Sun Building  
97–107 Wo Yi Hop Road  
Kwai Chung  
New Territories  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
2. 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 offices of the Company's branch share registrar and transfer office in Hong Kong ("**Branch Registrar**"), Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM (i.e. not later 10:00 a.m. on Wednesday, 3 November 2021 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of a proxy will not preclude a shareholder from attending in person and voting at the meeting or any adjournment thereof, should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 2 November 2021 to Friday, 5 November 2021 (both days inclusive), during which period no transfers of shares will be effected. To be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Branch Registrar, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 1 November 2021.
4. References to time and dates in this notice are to Hong Kong time and dates.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board comprises Mr. Ngan Tim Wing, Ms. Chen Nga Man and Mr. Cheung Siu Ming Ringo as the executive Directors; Mr. Lau Shek Yau John as the non-executive Director; and Mr. Lam Hing Lun Alain, Mr. Chan Chun Hung Vincent and Mr. Chun Chi Man as the independent non-executive Directors.*