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CHICMAX

Shanghai Chicmax Cosmetic Co., Ltd.

上海上美化妝品股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2145)

NOTICE OF THE SECOND 2023 EGM

Notice is hereby given that the extraordinary general meeting (the “**Second 2023 EGM**”) of Shanghai Chicmax Cosmetic Co., Ltd. (the “**Company**”) will be held at Meeting Room, 25 Floor, Building B, No. 3300 Zhongshan North Road, Putou District, Shanghai, the PRC on Thursday, 14 December 2023 at 2:00 p.m., for the purpose of considering and if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the new Shares to be allotted and issued underlying the share awards granted in accordance with the terms and conditions of the Restricted Share Unit Scheme of the Company (the “**RSU Scheme**”), the rules of which are contained in the document marked “A” produced to the Second 2023 EGM and initialled by the chairman of the Second 2023 EGM for the purpose of identification, the RSU Scheme be and is hereby approved and adopted, and any directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as he may in his absolute discretion consider necessary or expedient in order to give effect to the RSU Scheme, including without limitation:
 - (i) to administer and operate the RSU Scheme under which RSUs will be granted to eligible participants under the RSU Scheme;
 - (ii) to modify and/or amend the RSU Scheme from time to time, provided that such modification and/or amendment is/are effected in accordance with the provisions of the RSU Scheme relating to modification and/or amendment and is in compliance with Chapter 17 of the Listing Rules;

- (iii) to grant share awards under the RSU Scheme and to allot and issue and/or purchase from time to time such number of Shares as may be required to be allotted and issued and/or purchased in respect of the share awards granted in accordance with the terms and conditions of the RSU Scheme and subject to the Listing Rules;
 - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares that may be allotted and issued underlying the share awards granted in accordance with the terms and conditions of the RSU Scheme; and
 - (v) to consent, if he so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the RSU Scheme.”
2. “**THAT** the Scheme Mandate Limit (as defined in the Circular) on the total number of Shares which may be issued in respect of all awards involving issue of new Shares that may be granted under the RSU Scheme and any other share scheme(s) of the Company, representing 10% of the total number of Shares in issue at the date of the passing of this resolution, be and is hereby approved and adopted and any directors of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he may in his absolute discretion consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”
3. “**THAT** the Board and/or any persons to which the Board has delegated its authority to, to make any necessary amendments to the Articles of Association of the Company to reflect the change to the total number of issued shares of the Company due to the issue of new shares of the Company pursuant to the RSU Scheme, and such directors of the Company be and is hereby authorised to do such other things, for and on behalf of the Company, as he may in his absolute discretion consider necessary, desirable or expedient to effect the amendments to the Articles of Association of the Company, including but not limited to applying to the relevant regulatory authorities for the relevant approval, registration and filing procedures.”

By Order of the Board
Shanghai Chicmax Cosmetic Co., Ltd.
上海上美化妝品股份有限公司

Mr. Lyu Yixiong

Chairman of the Board, Executive Director and Chief Executive Officer

Shanghai, the PRC
24 November 2023

Notes:

1. All resolutions at the Second 2023 EGM will be taken by poll (except where the chairman decides to allow a resolution relating 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 results of the poll will be published on the websites of the Company at <http://www.chicmaxgroup.com> and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the Second 2023 EGM.
2. For details of the resolutions to be approved in this Second 2023 EGM, please refer to the circular of the Company dated 24 November 2023 (the “Circular”). Unless the context requires otherwise, the terms used in this notice of Second 2023 EGM shall have the meaning same as those used in the Circular.
3. For determining the entitlement to attend and vote at the Second 2023 EGM, the register of members of H Shares of the Company would be closed from Monday, 11 December 2023 to Thursday, 14 December 2023, both days inclusive, during which period no share transfers of the Company would be registered. In order to be eligible to attend and vote at the Second 2023 EGM, all transfers forms accompanied by the relevant share certificates must be lodged for registration with the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 8 December 2023 (for H Share Holders).
4. H Share Holders and Domestic Share Holders who have the right to attend and vote at the Second 2023 EGM are entitled to appoint one or more proxies (whether or not a Shareholder) to attend and vote on his/her/its behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of poll. However, given the arrangements adopted by the Company as set out in the section headed “Second 2023 EGM Arrangements” in the Letter from the Board of the Circular, Shareholders who wish to vote at the Second 2023 EGM shall appoint the chairman of the Second 2023 EGM as their proxy to exercise their rights to vote at the Second 2023 EGM in accordance with their instructions.
5. As set out in the section headed “Second 2023 EGM Arrangements” in the Letter from the Board of the Circular, if the Shareholders will not be able to attend the Second 2023 EGM in person, Shareholders who wish to vote at the Second 2023 EGM shall appoint the chairman of the Second 2023 EGM as their proxy by completing the accompanying form of proxy. In order to be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and return it to the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the Second 2023 EGM (for the H Share Holders); or to the business address of the Company in the PRC, at 25 Floor, Building B, No. 3300 Zhongshan North Road, Putuo District, Shanghai, PRC not less than 24 hours before the time appointed for the holding of the Second 2023 EGM (for the Domestic Share Holders).
6. If a proxy is appointed to attend the Second 2023 EGM on behalf of a Shareholder, the proxy must produce a proxy form which is signed by the appointer or his/her agent so authorised in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so officially authorised. The proxy form shall specify the number of shares represented by the proxy of the Shareholder. Where a Shareholder appoints more than one proxy, he/she shall specify the number of shares represented by each proxy. However, given the arrangements adopted by the Company as set out in the section headed “Second 2023 EGM Arrangements” in the Letter from the Board of the Circular, Shareholders who wish to vote at the Second 2023 EGM shall appoint the chairman of the Second 2023 EGM as their proxy to exercise their rights to vote at the Second 2023 EGM in accordance with their instructions.
7. If the proxy form is signed by another person as authorised by the appointer, the power of attorney or other authorisation document must be notarised. The notarised power of attorney or other authorisation document must be deposited together with the proxy form at the H Share Registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the Second 2023 EGM (for the H Share Holders) or the business address of the Company in the PRC, at 25 Floor, Building B, No. 3300 Zhongshan North Road, Putuo District, Shanghai, PRC (for Domestic Share Holders) not less than 24 hours before the time for holding the Second 2023 EGM.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Lyu Yixiong, Ms. Luo Yan (羅燕), Mr. Feng Yifeng and Ms. Song Yang as executive Directors; Ms. Li Hanqiong and Mr. Sun Hao as non-executive Directors; Mr. Leung Ho Sun Wilson, Ms. Luo Yan (羅妍) and Mr. Liu Yi as independent non-executive Directors.