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China Hongqiao Group Limited

中國宏橋集團有限公司

(incorporated under the laws of Cayman Islands with limited liability)

(Stock code: 1378)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Hongqiao Group Limited (the “**Company**”) will be held at the Conference Hall on 8th Floor, Company Office Building, No. 12, Wei Fang Road, Zouping Economic Development District, Zouping County, Shandong Province, the People’s Republic of China, on Monday, 20 November 2017 at 9:00 a.m. for the following purposes:

1. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT,**

- (a) the share subscription agreement (the “**Share Placing Agreement**”), entered into between the Company and CTI Capital Management Limited (中信信惠國際資本有限公司) as the share subscriber, on 15 August 2017 in relation to, among other things, the placing of 806,640,670 new shares (the “**Placing Shares**”) of the Company at a price of HK\$6.80 per Placing Share and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the director(s) of the Company (the “**Director(s)**”) be and are hereby granted the specific mandate to exercise the powers of the Company and authorised to allot and issue the Placing Shares pursuant to the Share Placing Agreement (the “**Share Specific Mandate**”), such Placing Shares shall rank equally in all respects among themselves and with all fully paid shares of the Company (the “**Shares**”) in issue as at the date of allotment and issue. The Share Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect

to the Share Placing Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the bond subscription and purchase agreement (the **“CB Placing Agreement”**), entered into among the Company, CNCB (Hong Kong) Investment Limited (信銀(香港)投資有限公司), as the bond subscriber, and CNCB (Hong Kong) Capital Limited (信銀(香港)資本有限公司), as the lead manager on 15 August 2017 in relation to, among other things, the subscription of the US dollar denominated 5.0% convertible bonds due 2022 (the **“Convertible Bonds”**, each a **“Convertible Bond”**) with an initial principal amount of US\$320,000,000 (the **“CB Placing”**) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the Directors be and are hereby granted the specific mandate to exercise the powers of the Company and authorised to issue the Convertible Bonds pursuant to the CB Placing Agreement (the **“CB Specific Mandate”**). The CB Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;
- (c) the allotment and issue of new shares (the **“Conversion Shares”**) of US\$0.01 each in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Bonds, pursuant to the terms of the Convertible Bonds, be and is hereby approved. Such Conversion Shares shall rank equally in all respects among themselves and with all fully paid Shares in issue as at the date of allotment and issue; and
- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the CB Placing Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By order of the Board
Zhang Shiping
Chairman

Hong Kong, 2 November 2017

Notes:

- (a) Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on behalf of him/her. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her 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.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor Hopewell Centre 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
- (c) The share register of the Company will be closed from Thursday, 16 November 2017 to Monday, 20 November 2017 (both days inclusive), during which no transfer of shares will be effected. In order to be entitled to attend the EGM of the Company and vote at the meeting, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Wednesday, 15 November 2017. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.
- (d) Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (e) The EGM is expected to last half a day. Shareholders attending the EGM should be responsible for their own transportation and accommodation expenses.

As at the date of this notice, the Board comprises eight directors, namely Mr. Zhang Shiping, Ms. Zheng Shuliang and Mr. Zhang Bo as executive directors, Mr. Yang Congsen and Mr. Zhang Jinglei as non-executive directors, and Mr. Chen Yinghai, Mr. Xing Jian and Mr. Han Benwen as independent non-executive directors.