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ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 0922)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of Anxian Yuan China Holdings Limited (the “**Company**”) will be held at Hong Kong on Tuesday, 28 August 2018 at 10:30 a.m. for considering and if thought fit, to approve the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**, conditional upon (i) compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (the “**Companies Act**”) to effect the Capital Reduction (as defined below) and; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the New Shares (as defined below) in issue, with effect from the business day immediately following the date of passing this resolution:

- (a) Every 10 issued and unissued share of the Company of nominal value of HK\$0.10 (the “**Existing Shares**”) each in the share capital of the Company will be consolidated into 1 consolidated share of nominal value of HK\$1.00 each (the “**Consolidated Share**”) in share capital of the Company (the “**Share Consolidation**”);
- (b) immediately upon the Share Consolidation becoming effective, (i) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation; and (ii) the nominal value of each of the then issued Consolidated Shares will be reduced from HK\$1.00 to HK\$0.10 (the “**New Shares**” and each a “**New Share**”) by cancelling the paid up capital of the Company to the extent of HK\$0.90 on each of the then issued Consolidated Shares (the “**Capital Reduction**”);

* *For identification purposes only*

- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of nominal value of HK\$1.00 will be sub-divided into 10 New Shares of nominal value of HK\$0.10 each (the “**Share Sub-division**”, together with the Share Consolidation and Capital Reduction, shall comprise the “**Capital Reorganisation**”);
- (d) all New Shares in issue immediately following the Capital Reorganisation becoming effective will rank *pari passu* in all respects with each other;
- (e) the credits arising from (a) the Capital Reduction of the paid up capital; and (b) the cancellation of any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be applied towards cancelling the accumulated losses of the Company as at the effective date of the Capital Reduction, the excess of which (if any) will be credited to the contributed surplus account of the Company within the meaning of the Companies Act; and
- (f) any one of the directors of the Company be and is hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient to complete, implement and give effect to any and all the arrangements in relation to the Capital Reorganisation.”

By Order of the Board
ANXIAN YUAN CHINA HOLDINGS LIMITED
SHI HUA
Chairman

Hong Kong, 27 July 2018

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office in Hong Kong:
Room 1215
Leighton Centre
77 Leighton Road
Causeway Bay, Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. Where a member appoints more than one proxy the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy need not be a member of the Company.
2. To be valid, a form of proxy must be delivered to the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 10:30 a.m. on Sunday, 26 August 2018. If a form of proxy is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a certified copy) must be delivered to the branch share registrar of the Company in Hong Kong with the form of proxy, except that the power of attorney which has already been registered with the Company need not be so delivered. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof should he so wish.
3. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. The register of members of the Company will be closed from Thursday, 23 August 2018 to Tuesday, 28 August 2018 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the SGM, all transfers, accompanied by the relevant certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event by no later than 4:30 p.m. on Wednesday, 22 August 2018.
5. The votes to be taken at the meeting for the resolution will be by way of a poll.
6. As at the date of this notice, the Board comprises three executive directors, namely Mr. Shi Hua, Mr. Shi Jun and Mr. Law Fei Shing; one non-executive director, namely Mr. Wang Hongjie; and three independent non-executive directors, namely Mr. Chan Koon Yung, Mr. Lai Chun Yu and Mr. Lum Pak Sum.