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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 2/F., 35-45B Bonham Strand, Sheung Wan, Hong Kong on Monday, 25 February 2019 at 10:30 a.m. for considering and if thought fit, to approve the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** Ernst & Young be and is hereby removed as the auditor of the Company and its subsidiaries pursuant to No. 152(3) of the Bye-laws of the Company with immediate effect.”

ORDINARY RESOLUTION

2. “**THAT** conditional upon the passing of the special resolution no. 1 above, BDO Limited be and is hereby appointed as the auditor of the Company and its subsidiaries pursuant to No. 152(3) of the Bye-laws of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and the board (the “**Board**”) of directors (the “**Directors**”) of the Company be and is hereby authorised to fix their remuneration.”

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

Hong Kong, 22 January 2019

* *For identification purposes only*

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 less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. 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. In such event, the instrument appointing a proxy will be deemed to be revoked.
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 Wednesday, 20 February 2019 to Monday, 25 February 2019 (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 Tuesday, 19 February 2019.
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. Lum Pak Sum and Mr. Yao Hong.