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Minshang Creative Technology Holdings Limited **民商創科控股有限公司**

(formerly known as Food Wise Holdings Limited 膳源控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1632)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Minshang Creative Technology Holdings Limited (the “**Company**”) will be held at Units 4428 to 4430, 44/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Thursday, 11 April 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing and approving the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 31 December 2018 (as supplemented and amended by a supplemental sale and purchase agreement dated 20 March 2019 entered into between the same parties) (the “**Sale and Purchase Agreement**”) entered into between MSCT Investment Limited, a wholly owned subsidiary of the Company, as the purchaser (the “**Purchaser**”) and MSEC Holdings Limited, as the vendor (the “**Vendor**”) in relation to, among other matters, the acquisition (the “**Acquisition**”) of the entire issued share capital of MSEC Investment Limited (the “**Target Company**”) and the shareholder’s loan due and owing from the Target Company to the Vendor as at the date of completion of the Sale and Purchase Agreement upon and subject to the terms and conditions as set out therein (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM (the “**Chairman**”) for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, an aggregate of 58,918,182 shares (the “**Consideration Share(s)**”) of HK\$0.0025 each in the share capital of the Company credited as fully paid at an issue price of HK\$1.1 per Consideration Share, the allotment and issue of Consideration Shares (“**Consideration Shares Specific Mandate**”) to the Vendor being the full consideration under the Sale and Purchase Agreement be and is hereby approved and the Consideration Shares Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company (the “**Director(s)**”) by the shareholders of the Company in the annual general meeting of the Company held on 24 August 2018 or such other general or specific mandate(s) that may have been granted to the Directors prior to the passing of this resolution;
- (c) the Directors be and are hereby granted the Consideration Shares Specific Mandate to exercise all the powers of the Company to allot and issue the Consideration Shares, subject to and in accordance with the terms and conditions set out in the Sale and Purchase Agreement; and
- (d) any one Director be and is hereby authorized for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purposes of or in relation to implementing, completing and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder including but not limited to the allotment and issue of the Consideration Shares and to agree to such variations of the terms of the Sale and Purchase Agreement as he/she may in his/her absolute discretion consider necessary or desirable.”

2. **“THAT**

- (a) the conditional placing agreement dated 6 November 2018 (the **“Placing Agreement”**) (as supplemented and amended by the side letter dated 20 March 2019 entered into between the same parties) (a copy of which is marked “B” and initialled by the chairman of the EGM for the purpose of identification has been produced to the EGM) entered into between the Company as the issuer and CCB International Capital Limited as the placing agent in relation to the placing of up to 56,607,666 new ordinary shares of the Company (the **“Placing Share(s)”**) at the placing price of HK\$1.1 per Placing Share, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares, the allotment and issue of the Placing Shares to the relevant placees pursuant to the Placing Agreement (the **“Placing Specific Mandate”**) be and is hereby approved and the Placing Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 24 August 2018 or such other general or specific mandate(s) that may have been granted to the Directors prior to the passing of this resolution;
- (c) the Directors be and are hereby granted the Placing Specific Mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions set out in the Placing Agreement; and

- (d) any Director(s) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not and in the case of execution under the common seal, the common seal be affixed in accordance with the articles of association of the Company) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Placing Agreement as he/she/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Placing Agreement and all transactions contemplated thereunder (including but not limited to the allotment and issue of the Placing Shares).”

By order of the Board
Minshang Creative Technology Holdings Limited
WU Jiangtao
Chairman

Hong Kong, 25 March 2019

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and on a poll, vote instead of him/her/it at the EGM and the appointment shall specify the number of shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

4. For determining the entitlement of the shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 8 April 2019 to Thursday, 11 April 2019 (both dates inclusive), during which period no transfer of shares of the Company will be effected. To qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 April 2019.
5. In case of joint holders of any share, any one of such joint holders may vote, whether in person or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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.
6. The resolutions at the meeting 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.

As at the date of this notice, the executive Directors are Mr. Wu Jiangtao, Mr. Lu Sheng Hong, Ms. Li Jia and Mr. Wat Tat Fei; the non-executive Director is Mr. Wong Stacey Martin; and the independent non-executive Directors are Mr. Ko Po Ming, Mr. Choi Tze Kit, Sammy, Mr. Cheung Miu and Mr. Cheung Pak To, Patrick.