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China Golden Classic Group Limited

中國金典集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8281)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Golden Classic Group Limited (the “**Company**”) will be held at Conference Room, No. 35 Yingbin Road, Xiake Town, Jiangyin City, Jiangsu Province, the PRC on Wednesday, 22 May 2019 at 10:00 a.m. to consider and, if thought fit, transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements and the reports of the directors and the independent auditor’s report of the Group for the year ended 31 December 2018.
2. (a) Each as a separate resolution, to re-elect the following retiring directors of the Company:
 - (i) Ms. Du Yongwei as an executive director of the Company; and
 - (ii) Mr. Ye Jingzhong as an independent non-executive director of the Company;
- (b) to authorize the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint Shinewing (HK) CPA Limited as the auditor of the Company and to authorize the board of directors of the Company to fix the auditor’s remuneration.

4A. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy-back shares (the **“Shares”**) of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited in accordance with any applicable law or the law of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought-back by the directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate number of the Shares in issue on the date of the passing of this resolution; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Companies Law of the Cayman Islands or the existing articles of association of the Company to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

4B. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with any unissued Shares in the Company and to make or grant offers, agreement and options (including warrants, bonds, notes and other securities which carry right to subscribe for or are convertible into Shares) which would or might require the exercise of such powers to be and is the same hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during Relevant Period (as defined below) to make or grant offers, agreement and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the respective approval and authorisation referred to in sub-paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue, (ii) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company or (iii) any adjustment of rights to subscribe for shares under options and warrants or a specific authority granted by the shareholders of the Company, shall not exceed the aggregate of (i) 20% of the aggregate number of Shares in issue at the date of the passing of this resolution and (ii) the aggregate number of Shares that may have been bought-back pursuant to the buy-back mandate referred to in resolution 4A; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Companies Law of the Cayman Islands or the existing articles of association of the Company to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares in the Company on the register of members on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares in the Company by way of rights shall be construed accordingly.”

4C. “**THAT** subject to the passing of resolutions 4A and 4B above, the authority of the directors of the Company pursuant to resolution 4B be and is hereby approved to extend to cover such amount representing the aggregate number of Shares bought-back pursuant to the authority granted pursuant to resolution 4A.”

By Order of the Board
China Golden Classic Group Limited
Li Qiuyan
Chairman

Hong Kong, 28 March 2019

Notes:

- 1 A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office 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 fixed for holding the meeting or adjourned meeting (as the case may be).
- 2 With regard to Resolutions 4A, 4B and 4C above, the directors of the Company do not have immediate plans to issue any new shares (other than shares which may fall to be allotted and issued upon exercise of the subscription rights attached to options granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company) or buy-back any existing shares. Approval is being sought from members of the Company for general mandates pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this announcement, the executive Directors are Ms. Li Qiuyan, Mr. Tong Xing and Ms. Du Yongwei and the independent non-executive Directors are Mr. Ye Jingzhong, Mr. Qian Zaiyang and Mr. Tang Wai Yau.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.goldenclassicbio.com.