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中泛控股有限公司

CHINA OCEANWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 715)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Oceanwide Holdings Limited (the “**Company**”) will be held at Small Connaught Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Thursday, 23 May 2019 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements together with the report of the directors and independent auditor’s report for the year ended 31 December 2018.
2. (a) To re-elect Mr. HAN Xiaosheng as executive director (the “**Director(s)**”);
(b) To re-elect Mr. LIU Bing as the executive Director;
(c) To re-elect Mr. LIU Hongwei as the executive Director;
(d) To re-elect Mr. LIU Guosheng as the executive Director; and
(e) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint BDO Limited as auditor and to authorise the board of Directors to fix their remuneration.

As a special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with new shares of the Company (“**Shares**”), or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, other than Shares issued as a result of a Rights Issue (as defined below) or pursuant to the exercise of the subscription or conversion rights attaching to any warrants issued by the Company or the exercise of options granted under the share option scheme of the Company or any scrip dividend scheme providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares, shall not exceed 20% of the total number of Shares in issue on the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company registered on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to

such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or buy-back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be generally and unconditionally approved;
- (b) the total number of Shares which may be purchased or bought-back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue on the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT** subject to the passing of ordinary resolution nos. 4 and 5 set out in the notice convening this meeting, the total number of Shares which may be purchased or bought-back by the Company pursuant to the authority granted to the Directors pursuant to ordinary resolution no. 5 set out in the notice convening this meeting shall be added to the total number of Shares that may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors pursuant to ordinary resolution no. 4 set out in the notice convening this meeting, provided that such Shares shall not exceed 10% of the total number of Shares in issue on the date of passing this resolution.”

7. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, Shares to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of options under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 19 May 2015 be and is hereby refreshed so that the total number of Shares to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue on the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorised to do such acts and incidental things and execute such documents to effect the Refreshed Scheme Mandate Limit.”

By Order of the Board
HAN Xiaosheng
Chairman

Hong Kong, 18 April 2019

Notes:

1. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 20 May 2019 to Thursday, 23 May 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company 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 for registration no later than 4:30 p.m. on Friday, 17 May 2019.
2. A shareholder entitled to attend and vote at the meeting or any adjournment thereof is entitled to appoint one or more proxies to attend and, on a poll, vote at the meeting in his stead. A proxy need not be a shareholder of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 11:00 a.m. on Tuesday, 21 May 2019.
3. Where there are joint registered holders of any Share, any one of such holders may vote, either in person or by proxy, in respect of such Share at the meeting or any adjournment thereof as if he/she were solely entitled thereto, but if more than one of such holders were present at the meeting or any adjournment thereof, 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 of the Company in respect of such Share.
4. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of Directors comprises:

Executive Directors:

Mr. HAN Xiaosheng (*Chairman*)

Mr. LIU Bing

Mr. LIU Hongwei

Mr. ZHANG Xifang

Mr. LIU Guosheng

Independent Non-executive Directors:

Mr. LIU Jipeng

Mr. CAI Hongping

Mr. YAN Fashan

Mr. LO Wa Kei, Roy

Non-executive Directors:

Mr. ZHAO Yingwei

Mr. ZHANG Fubiao