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Yincheng International Holding Co., Ltd.

銀城國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1902)

REVISED NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting to be held on 20 June 2019 (the “AGM”) of Yincheng International Holding Co., Ltd. (the “Company”) dated 30 April 2019 (the “AGM Notice”), which was also set out in the circular of the Company dated 30 April 2019, and also the form of proxy for the AGM (the “Original Proxy Form”).

The Company would like to clarify that the following resolution numbered 2(iii) “To re-elect Mr. Ma Baohua as a Director” had been inadvertently omitted from each of the Original Proxy Form and the AGM Notice. To rectify the above matter, printed copies of the revised form of proxy (the “Revised Proxy Form”) for the AGM will be dispatched to the shareholders of the Company (the “Shareholders”) on 4 June 2019. The Revised Proxy Form will also be available on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and that of the Company (www.yincheng.hk) on 3 June 2019. The date, time and address for holding the AGM remain unchanged.

REVISED NOTICE IS HEREBY GIVEN THAT the AGM will be held at Caine Room, 7/F, Conrad Hong Kong, Pacific Place, Admiralty, Hong Kong on Thursday, 20 June 2019 at 10 a.m. to transact the following businesses (including the new resolution numbered 2 (iii):

1. To receive and consider the audited financial statements and the reports of the directors of the Company (“Directors”) and auditor of the Company (“Auditor”) for the year ended 31 December 2018.
2.
 - (i) To re-elect Mr. Huang Qingping as a Director.
 - (ii) To re-elect Mr. Xie Chenguang as a Director.
 - (iii) To re-elect Mr. Ma Baohua as a Director.
 - (iv) To re-elect Mr. Zhu Li as a Director.
 - (v) To re-elect Mr. Wang Zheng as a Director.
 - (vi) To re-elect Ms. Shao Lei as a Director.
 - (vii) To re-elect Dr. Chen Shimin as a Director.

- (viii) To re-elect Mr. Chan Peng Kuan as a Director.
 - (ix) To re-elect Mr. Lam Ming Fai as a Director.
 - (x) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as Auditor and to authorize the Board to fix its remuneration.
4. **“THAT:**
- (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options and warrants or similar rights to subscribe for Shares or bonds and debentures or other securities convertible into Shares which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, 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 and options and warrants or similar rights to subscribe for Shares or bonds and debentures or other securities convertible into Shares which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
 - (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and

- (e) 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;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company 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 jurisdiction applicable to the Company outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; 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;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By Order of the Board
Yincheng International Holding Co., Ltd.
Huang Qingping
Chairman

Hong Kong, 3 June 2019

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 17 June 2019 to Thursday, 20 June 2019, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 June 2019.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. Since the AGM Notice and the Original Proxy Form enclosed thereof did not contain the new resolution numbered 2(iii) set out in this revised notice, the Revised Proxy Form has been prepared and is sent together with this revised notice.

In order to be valid, the Revised Proxy Form must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting (or at any adjournment thereof).

Shareholders who have not completed and returned the Original Proxy Form and wish to attend the AGM by proxy are required to complete and return the Revised Proxy Form.

Shareholders who have completed and duly returned the Original Proxy Form must pay attention to the following:

- (i) If the Revised Proxy Form is not completed and duly returned, or if the Revised Proxy Form is returned later than 48 hours before the time appointed for holding the AGM (or any adjournment thereof), and the Original Proxy Form has been correctly completed and returned, then the Original Proxy Form will be deemed as the valid proxy form returned by the Shareholder, save and except for resolution numbered 2(iii). The proxy of the Shareholder will be entitled to vote in accordance with the instruction given by the Shareholder or at his/her/its discretion on the said resolution numbered 2(iii).
- (ii) If the Revised Proxy Form is completed and returned not less than 48 hours before the time appointed for holding the AGM (or any adjournment thereof), then the Revised Proxy Form shall supersede and replace the Original Proxy Form previously returned by the Shareholder. The Revised Proxy Form, if correctly completed, will be deemed as the valid proxy form returned by the Shareholder.

Completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not prejudice the Shareholders from attending and voting at the AGM (or at any adjournment thereof) if they so wish.

- 5. With respect to resolution numbered 2 of this notice, Mr. Huang Qingping, Mr. Xie Chenguang, Mr. Ma Baohua, Mr. Zhu Li, Mr. Wang Zheng, Ms. Shao Lei, Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 30 April 2019.
- 6. As at the date of this revised notice, the Board comprises four executive Directors, namely Mr. Ma Baohua, Mr. Zhu Li, Mr. Wang Zheng and Ms. Shao Lei; two non-executive Directors, namely Mr. Huang Qingping and Mr. Xie Chenguang; and three independent non-executive Directors, namely Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai.