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NANYANG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 212)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Nanyang Holdings Limited (the “**Company**”) will be held at 21st Floor, St. George’s Building, 2 Ice House Street, Central, Hong Kong on Wednesday, 25 September 2019 at 10:00 a.m. (or at any adjourned meeting thereof) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

the Company’s participation in the offer for subscription of new shares by The Shanghai Commercial & Savings Bank, Ltd. (“**SCSB**”) whereby the Company may subscribe for up to 13,342,945 new shares in SCSB at an subscription price of NT\$36 each (“**Proposed Subscription**”) as more particularly described in the circular of the Company dated 6 September 2019 and produced to the SGM and signed by the chairman of the SGM for identification purpose be and is hereby generally and unconditionally approved; and the board of directors of the Company be and is hereby authorised at its discretion to exercise all the powers of the Company to subscribe for up to 13,342,945 new shares in SCSB under the Proposed Subscription and to take all such actions as it considers necessary or desirable to implement and give effect to the Proposed Subscription and the transactions contemplated thereunder.”

By Order of the Board
Nanyang Holdings Limited
LEE Sheung Yee
Company Secretary

Hong Kong, 6 September 2019

*Head Office and Principal Place of Business
in Hong Kong:*

Room 1808
St. George’s Building
2 Ice House Street
Central
Hong Kong

Notes:

1. The register of members of Company will be closed from 19 September 2019 to 25 September 2019, both days inclusive, during which period no transfer of shares will be registered. For the purpose of ascertaining the shareholders' eligibility to attend and vote at the Special General Meeting of the Company to be held on 25 September 2019, all transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 18 September 2019.
2. A member entitled to attend, act and vote is entitled to appoint one or more proxies to attend, act and vote instead of him. A proxy need not be a member of the Company. To be valid, an instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the principal place of business of the Company, Room 1808, St. George's Building, 2 Ice House Street, Central, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting, and in default thereof the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting concerned, and in such event the instrument appointing a proxy shall be deemed to be revoked.
3. Corporate representatives shall before the meeting commences produce the relevant resolution of directors or other governing body or the power of attorney under which they are authorised to attend, act and vote at the meeting.

If a member which is a corporation wishes to appoint a proxy to attend and vote at the meeting, Note 2 above shall be applicable.
4. The Chairman will demand that the resolution set out in the notice of this meeting be voted on by poll.

As at the date of this notice, the Board comprises seven Directors as follows:

Executive Directors:

Hung Ching Yung, JP (*Managing Director*)
Lincoln C. K. Yung, JP, FHKIB
(*Deputy Managing Director*)
Jennie Chen (*Financial Controller*)

Independent Non-Executive Directors:

Rudolf Bischof (*Chairman*)
Robert T. T. Sze
Wong Chi Kwong Patrick

Non-Executive Director:

John Con-sing Yung