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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Oceanwide Holdings Limited (the “**Company**”) will be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 18 October 2019 at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the Framework Services Agreement (as defined in a circular of the Company dated 30 September 2019 (the “**Circular**”), a copy of which has been produced at the SGM marked “A” and signed by the chairman of the SGM for identification purpose) dated 30 August 2019 entered into between the Company and CTIFL (as defined in the Circular), and the transactions contemplated thereunder (including the Annual Caps (as defined in the Circular)) be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company (the “**Director**”) (or where execution under the common seal of the Company is required, any two Directors or any one Director and the secretary of the Company) be authorised to do such acts and execute such other documents and/or deeds with or without amendments and/or take all such steps as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Framework Services Agreement, any transactions contemplated thereunder (including the Annual Caps).”

By Order of the Board
China Oceanwide Holdings Limited
HAN Xiaosheng
Chairman

Hong Kong, 30 September 2019

Notes:

1. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 16 October 2019 to Friday, 18 October 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the SGM (or at any adjournment thereof), all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 15 October 2019.
2. A shareholder entitled to attend and vote at the SGM (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote at the SGM in his stead. A proxy need not be a shareholder. 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 Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof) (as the case may be).
3. The resolution proposed at the SGM will be voted by way of poll.
4. Where there are joint holders of any Share (as defined in the Circular), any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM the vote of the joint holder whose name stands first on the register of members of the Company in respect of the joint holding who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

5. If tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by a super typhoon or a black rainstorm warning signal is/are in force at 9:00 a.m. on the date of the SGM, the SGM will be postponed. Shareholders may visit the website of the Company at www.oceanwide.hk for details of the postponement and alternative SGM arrangements. The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the SGM under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.
6. 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 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. YAN Fashan
Mr. LO Wa Kei Roy

Non-executive Director:

Mr. ZHAO Yingwei