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Changhong Jiahua Holdings Limited
(長虹佳華控股有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 8016)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Changhong Jiahua Holdings Limited will be held at Unit 3701, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 15 May 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company.

ORDINARY RESOLUTION

“**THAT:**

- (a) the form and substance of the financial services agreement (the “**Financial Services Agreement**”) dated 26 March 2015 between Sichuan Changhong Group Finance Co., Ltd (“**Changhong Finance**”) and Changhong IT Information Products Co., Ltd (“**Changhong IT**”) (a copy of which is tabled at the SGM and initialed by the chairman of the SGM for identification purpose) and the Financial Services (as defined in the circular of the Company dated 28 April 2015 (the “**Circular**”)) contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the proposed annual caps as set out in the Circular being the maximum daily outstanding balance of deposit, loan and settlement services to be placed by Changhong IT and its subsidiaries with Changhong Finance under the Financial Services Agreement for the three years ending 31 December 2015, 2016 and 2017, be and are hereby approved.”

By Order of the Board
Changhong Jiahua Holdings Limited
Zhao Yong
Chairman

Hong Kong
28 April 2015

Notes:

1. Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of the shareholders of the Company (the “**Shareholders**”) at the SGM shall be taken by poll.
2. A Shareholder entitled to attend and vote at the SGM may appoint one or more proxies to attend and vote in his stead. A proxy needs not to be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the Hong Kong share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for holders of shares of the Company as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the SGM if he so wishes.
5. The Hong Kong share register of members of the Company will be closed from Wednesday, 13 May 2015 to Friday, 15 May 2015, both days inclusive, during which period no transfer of the shares of the Company will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 15 May 2015 at Unit 3701, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong are entitled to attend and vote at the SGM. In order to attend and vote at the SGM, all transfer documents accompanied by relevant share certificates must be lodged with the share registrar of the Company, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 12 May 2015.
6. Shareholders who intend to attend the SGM in person or by proxy should return the reply slip to the Hong Kong share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the SGM or any adjournment thereof.
7. Shareholders or their proxies attending the SGM shall produce their identity documents. If the attending shareholder is a corporate, its legal representative or person authorized by the board or other decision making authority shall present a copy of the relevant resolution of the board or other decision making authority in order to attend the SGM.
8. As at the date of this notice, the executive directors of the Company are Mr. Zhao Yong, Mr. Zhu Jianqiu, Mr. Yu Xiao, Mr. Tang Yun, Mr. Wu Xiangtao and Ms. Shi Ping and the independent non-executive directors of the Company are Mr. Jonathan Chan Ming Sun, Mr. Robert Ip Chun Chung, Mr. Sun Dongfeng and Mr. Cheng Yuk Kin.

This notice, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 document misleading.

This notice 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 posting and on the website of the Company at <http://www.changhongit.com.hk>.