

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 29 December 2017 at 11 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 27 November 2017 entered into 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 12 December 2017 (the “**Circular**”)) contemplated thereunder be and are hereby approved, ratified and confirmed;
- (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 2018, 2019 and 2020, be and are hereby approved; and

(c) any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all documents or agreements under hand (and, where required, under the common seal of the Company together with any other director or the company secretary) for and on behalf of the Company as he/she/they may consider necessary, desirable, appropriate or expedient in connection with and/or to implement and/or give effect to the Financial Services Agreement including the new annual caps contemplated thereunder and to agree to such verification, announcement or waiver as are, in the opinion of the directors of the Company, in the interests of the Company.”

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

Hong Kong
12 December 2017

Notes:

1. Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of 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 authorised attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
4. In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Hong Kong branch 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 fixed 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 branch share register of members of the Company will be closed from Friday, 22 December 2017 to Friday, 29 December 2017, 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, 29 December 2017 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 Hong Kong branch share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 21 December 2017.
6. 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.
7. As at the date of this notice, the executive directors of the Company are Mr. Zhao Yong, Mr. Zhu Jianqiu, Mr. Li Jin, Mr. Yang Jun 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 Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this notice or this notice misleading; and (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This notice will appear on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the day of its posting thereon and on the website of the Company at www.changhongit.com.hk.