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China Hongqiao Group Limited

中國宏橋集團有限公司

(incorporated under the laws of Cayman Islands with limited liability)

(Stock code: 1378)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of China Hongqiao Group Limited (the “**Company**”) will be held at the Conference Hall on 8th Floor, Company Office Building, No. 12, Wei Fang Road, Zouping Economic Development District, Zouping City, Shandong Province, the People’s Republic of China on Friday, 22 May 2020 at 9:00 a.m. for the following purposes. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 20 April 2020 to convene the Annual General Meeting.

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and the auditors of the Company for the year ended 31 December 2019;
2.
 - (i) To re-elect Mr. Zhang Bo as an executive Director;
 - (ii) To re-elect Ms. Zheng Shuliang as an executive Director;
 - (iii) To re-elect Ms. Zhang Ruilian as an executive Director;
 - (iv) To re-elect Mr. Yang Congsen as a non-executive Director;
 - (v) To re-elect Mr. Zhang Jinglei as a non-executive Director;
 - (vi) To re-elect Mr. Chen Yisong (Mr. Zhang Hao as his alternate) as a non-executive Director;
 - (vii) To re-elect Mr. Xing Jian, who has served the Company for more than nine years, as an independent non-executive Director;
 - (viii) To re-elect Mr. Han Benwen, who has served the Company for more than nine years, as an independent non-executive Director;

- (ix) To re-elect Mr. Dong Xinyi as an independent non-executive Director;
 - (x) To authorize the Board to fix the respective Directors' remuneration;
3. To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorize the Board to fix their remuneration;
 4. To declare a final dividend of HK\$34.0 cents per Share for the year ended 31 December 2019 to the Shareholders;
 5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its Shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders in a general meeting of the Company; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held”;

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options granted under the share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Articles of Association; and
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders in a general meeting of the Company; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)”; and

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening the Annual General Meeting (the “**Notice**”), the general mandate granted to the Directors to exercise the powers to allot, issue and deal with the Shares pursuant to the resolution item 6 in this notice of the Annual General Meeting be and is hereby extended by the addition of an amount representing the total number of the Shares repurchased by the Company pursuant to the resolution item 5 above, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing of this resolution”.

By order of the Board
Zhang Bo
Chairman

Hong Kong, 20 April 2020

As at the date of this notice, the Board comprises nine Directors, namely Mr. Zhang Bo, Ms. Zheng Shuliang and Ms. Zhang Ruilian as executive Directors, Mr. Yang Congsen, Mr. Zhang Jinglei and Mr. Chen Yisong (Mr. Zhang Hao as his alternate) as non-executive Directors, and Mr. Xing Jian, Mr. Han Benwen and Mr. Dong Xinyi as independent non-executive Directors.

* For identification purposes only

Notes:

- (a) Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on behalf of him/her. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor Hopewell Centre 183 Queen's Road East Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) The share register of the Company will be closed from Monday, 18 May 2020 to Friday, 22 May 2020 (both days inclusive), during which no transfer of shares will be effected. In order to be entitled to attend the forthcoming Annual General Meeting and vote at the meeting, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Friday, 15 May 2020. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The share register of the Company will be closed from Monday, 8 June 2020 to Friday, 12 June 2020 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for the proposed final dividend, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Friday, 5 June 2020. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (d) In relation to the ordinary resolutions set out in items 5, 6 and 7 of this notice, the Directors wish to state that they have no immediate plan to repurchase any existing Shares or issue any new Shares.
- (e) Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (f) Shareholders whose names appear on the register of members of the Company on Monday, 18 May 2020 are entitled to attend and vote at the Annual General Meeting or any adjourned meetings, and subject to approval of the proposed declaration of the final dividend by the Shareholders at the Annual General Meeting, Shareholders whose names appear on the register of members of the Company on Friday, 12 June 2020 are entitled to the proposed final dividend.

- (g) If a Shareholder wishes to propose a person the (“Candidate”) to stand for election as a Director, (i) a notice signed by a Shareholder (other than him/herself) duly qualified to attend and vote at the Annual General Meeting of his/her intention to propose the Candidate for election; (ii) a notice signed by the Candidate of his/her willingness to be elected; and (iii) that Candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (iv) the Candidate’s written consent to the publication of his/her personal data, must be lodged at the head office of the Company or the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong with minimum notice(s) period of at least seven days, and that the period of lodgment of such notice(s) shall commence on the day after the date of the despatch of the notice of the Annual General Meeting and end no later than seven days prior to 22 May 2020.
- (h) Please refer to Appendix I to the circular of the Company dated 20 April 2020 for the details of the retiring Directors subject to re-election at the Annual General Meeting.
- (i) The Annual General Meeting is expected to last half a day. Shareholders attending the Annual General Meeting should be responsible for their own transportation and accommodation expenses.