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AVIC Joy Holdings (HK) Limited

幸福控股(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 260)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the general meeting (the “GM”) of AVIC Joy Holdings (HK) Limited (the “**Company**”) will be held at Unit 1804A, 18/F., Tower 1, Admiralty Centre, No. 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 31 December 2019 at 9:30 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 Company be and is hereby authorised to dispose of the 100% equity interest in Shanghai Shangju Enterprise Co., Ltd.* (上海商聚實業有限公司) by way of public tender through Shanghai United Assets and Equity Exchange Co., Ltd. (上海聯合產權交易所有限公司) (or such other equity exchange as subsequently determined by the Board), in accordance with the major terms as delineated in the announcement of the Company dated 14 November 2019 and the circular dated 12 December 2019 despatched by the Company (the “**Proposed Disposal**”) and the transactions contemplated under such Proposed Disposal be and are hereby approved, ratified and confirmed; and
- (b) any director of the Company be and is hereby granted in advance the general mandate (the “**Proposed Mandate**”) to proceed with the Proposed Disposal and should there be a successful bidder, to complete the Proposed Disposal and to exercise all the powers of the Company and to do all such acts and things and execute

and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Proposed Disposal.”

For and on behalf of the Board of
AVIC Joy Holdings (HK) Limited
GUAN Liqun

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 12 December 2019

Registered office and principal place of business:

Room A02, 35/F., United Centre, 95 Queensway, Hong Kong

Notes:

1. A member entitled to attend and vote at the GM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the GM to represent the member of the Company. 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.
2. In the case of joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the shares of the Company.
3. A form of proxy for use at the GM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, with the Company at the share registrar of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the GM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the GM or any adjournment thereof, should he so wish.
4. To ascertain the entitlements to attend and vote at the GM, members must lodge the relevant transfer document(s) and share certificates with the share registrar of the Company no later than 4:30 p.m. on Friday, 20 December 2019 for registration.
5. Any vote of members (attending in person or by proxy) at the GM shall be taken by poll.

As of the date of this announcement, the Board comprises Mr. GUAN Liqun (Chairman and Chief Executive Officer), Mr. ZHANG Zhibiao, Ms. WANG Ying and Ms. MU Yan as executive Directors; and Mr. JIANG Ping, Ms. WU Rui and Mr. GUO Wei as independent non-executive Directors.

* *For identification purposes only*