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Yunfeng Financial Group Limited **雲鋒金融集團有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Yunfeng Financial Group Limited (the “**Company**”) will be held at Suites 3205-3208, One Exchange Square, 8 Connaught Place, Central, Hong Kong on Wednesday, 10 January 2018 at 3:00 p.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions. Capitalized terms defined in the circular dated 21 December 2017 issued by the Company (the “**Circular**”) shall have the same meanings when used in this notice unless otherwise specified.

ORDINARY RESOLUTIONS

Resolution in relation to the Acquisition

1. **“THAT**

- (a) the Share Purchase Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Directors (or any one of them) be and are hereby authorized to do all such acts and things and execute (where appropriate, as a deed) and deliver, and (where required) to affix the common seal of the Company to, all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with paragraph (a) of this resolution no. 1.”

Resolution in relation to the conditional grant of the Specific Mandate for the allotment and issue of the Consideration Shares

2. **“THAT**

- (a) subject to the passing of resolution no. 1 and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the grant of a specific mandate to the Directors with the power and authority to allot and issue the Consideration Shares in accordance with the terms of the Share Purchase Agreement be and are hereby approved;

- (b) the Directors (or any one of them) be and are hereby authorized to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with paragraph (a) of this resolution no. 2.”

Resolution in relation to the Whitewash Waiver

3. “**THAT** subject to the passing of resolutions no. 1 and no. 2 above, the Whitewash Waiver, granted or to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code waiving the obligation on the part of the Vendor to make a mandatory general offer for all the Shares that are not already owned or agreed to be acquired by the Vendor and parties acting in concert with it as a result of the Company allotting and issuing the Consideration Shares to the Vendor, be and is hereby approved.”

Resolution in relation to the Sheen Light Acquisition

4. “**THAT** the Sheen Light Acquisition, as a special deal for the purpose of Rule 25 of the Takeovers Code, be and is hereby approved.”

Resolutions in relation to the appointment of non-executive Directors

5. “**THAT** the appointment of Mr. Adnan Omar Ahmed as a non-executive Director with effect from the completion of the Acquisition be and is hereby approved and the Board be and is hereby authorised to fix his remuneration.”
6. “**THAT** the appointment of Mr. Gareth Ross as a non-executive Director with effect from the completion of the Acquisition be and is hereby approved and the Board be and is hereby authorised to fix his remuneration.”

Yours faithfully,
By order of the Board
Yunfeng Financial Group Limited
Li Ting
Executive Director and Chief Executive Officer

Hong Kong, 21 December 2017

Notes:

1. All resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a shareholder of the Company. If a shareholder who hold two or more shares and appoint more than one proxy, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

3. Any shareholder of the Company whose ownership is either recorded through the Central Clearing and Settlement System (“CCASS”) or maintained with a licensed securities dealer (i.e. not directly recorded in his own name in the Register of Members of the Company) shall only be entitled to vote by providing its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries. In order to attend and vote at the EGM, any such shareholder shall be appointed by HKSCC Nominees Limited as its proxy to attend and vote instead of him.
4. In order to be valid, the form of proxy must be deposited at the Company’s share registrar, 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 the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the EGM, the Register of Members of the Company will be closed from Friday, 5 January 2018 to Wednesday, 10 January 2018 both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 January 2018.
6. In the event of inconsistency, the English text of this notice shall prevail over the Chinese text.
7. As of the date of this notice, the Board comprises Mr. Yu Feng (who is Chairman and non-executive director), Ms. Li Ting and Mr. Huang Xin (who are executive directors), Mr. Ko Chun Shun, Johnson, Ms. Hai Olivia Ou and Mr. Huang Youlong (who are non-executive directors), and Mr. Lin Lijun, Mr. Qi Daqing and Mr. Chu Chung Yue, Howard (who are independent non-executive directors).