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## **China Soft Power Technology Holdings Limited**

**中國軟實力科技集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 139)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**SGM**”) of China Soft Power Technology Holdings Limited (the “**Company**”) will be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 19 August 2016 at 9:45 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company which will be held at 9:30 a.m. at the same place and on the same date) for the purpose of considering and, if though fit, passing with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the entering into of the agreement dated 16 June 2016 (the “**Agreement**”) between Hoshing Limited (the “**Vendor**”) and D9ING International Limited (the “**Purchaser**”) pursuant to which the Vendor has conditionally agreed to sell and assign, and the Purchaser has conditionally agreed to purchase one (1) share with a par value of US\$1.00 which is the entire share capital of CSPT Holdings Limited and accept the assignment of the entire amount of the unsecured and non-interest bearing shareholder’s loan owing from CSPT Holdings Limited and its subsidiaries to the Company at an aggregate considerations of US\$10,500,000, and the transactions contemplated thereunder, details of which are more particularly described in the circular of the Company dated 3 August 2016, be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to execute all such documents and do all such acts and things and to sign all documents and to take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the Agreement and the transactions contemplated thereunder.”

2. “**THAT** the re-election of Ms. Lam Hay Yin to serve as an executive Director with immediate effect be and is hereby approved, and the board of Directors be and is hereby authorised to fix her remuneration.”

By Order of the Board  
**China Soft Power Technology Holdings Limited**  
**Wei Zhenyu**  
*Chairman*

Hong Kong, 3 August 2016

*As at the date of this announcement, Mr. Wei Zhenyu, Ms. Lam Hay Yin and Mr. Yu Qingrui are the executive Directors and Mr. Kwok Chi Kwong, Mr. Chen Youchun and Mr. Mai Qijian are the independent non-executive Directors.*

*Notes:*

- (i) In order to qualify to attend and vote on the proposed resolutions set out in this notice, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 18 August 2016.
- (ii) A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies (if he is a holder of more than one share) to attend and vote on his behalf. A proxy needs not be a member of the Company.
- (iii) The instrument appointing a proxy and the power of attorney or other authorisation document(s), if any, under which it is signed, or a notarially certified copy of such power of attorney or other authorisation document(s), must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof.