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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, 21 April 2017 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the agreement (the “**Agreement**”) dated 28 November 2016 (as supplemented by an extension letter dated 28 February 2017 and a supplemental agreement dated 7 March 2017 (the “**Supplemental Agreement**”)) entered into between Celestial Lodge Limited as purchaser (the “**Purchaser**”) and Gold Mission Limited as vendor (the “**Vendor**”) in relation to the acquisition of the entire issued share capital of Sky Eagle Global Limited and the shareholder’s loan owing from Sky Eagle Global Limited and its subsidiaries to the Vendor for a total consideration of HK\$227,000,000 (the “**Proposed Acquisition**”) (details of which are more particularly described in the Company’s circular dated 31 March 2017 (the “**Circular**”) and a copy of the Agreement and the Circular have been produced to the meeting, marked “A” and “B” respectively and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to issue the convertible bonds in the principal amount of HK\$205,000,000 (the “**Convertible Bonds**”) to the Vendor, which may be converted into 1,120,218,579 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Conversion Share(s)**”) at the initial conversion price of HK\$0.183 per Conversion Share (subject to adjustments) subject to and in accordance with the terms and conditions of the Agreement and the Supplemental Agreement;

- (c) the Directors be and are hereby granted a specific mandate to allot and issue such number of Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds, credited as fully paid, to the holder of the Convertible Bonds subject to and in accordance with the terms and conditions of the Agreement, the Supplemental Agreement and the Convertible Bonds; and
- (d) the Directors be and are hereby authorised to implement and take all such steps and do all such acts and things and execute all such documents (including under seal, where applicable) which they consider necessary, desirable or expedient to give effect to the Agreement, the Supplemental Agreement, the Proposed Acquisition and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”
2. “**THAT** the re-election of Mr. Chen Xiaodong 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 his remuneration.”

By order of the Board
China Soft Power Technology Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 31 March 2017

As at the date hereof, Mr. Chen Xiaodong, 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:

1. The register of members of the Company will be closed from Tuesday, 18 April 2017 to Friday, 21 April 2017, both dates inclusive, during which period no transfer of shares will be registered. 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, 13 April 2017.
2. 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.
3. 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.