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中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(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 Central Wealth Group Holdings Limited (the “**Company**”) will be held at Unit 1801-2, 18/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong on Wednesday, 23 March 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the relevant transactions under a series of acquisitions of a total of 564,242,000 ordinary shares of China Shandong Hi-Speed Financial Group Limited (whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 412)) on the open market and through bought and sold notes at an aggregate consideration of approximately HK\$208,889,000 (inclusive of transaction costs) by Central Wealth Infrastructure Investment Limited (“**CWII**”) during November 2020 and the authorisation and empowerment of the directors (the “**Directors**”) of the Company to determine, decide, execute and implement with full discretion all matters relating to such acquisitions and to do all such acts and things, including but not limited to execution of all documents which the Directors deem necessary, appropriate or desirable to implement and give full effect to such acquisitions and the transactions contemplated thereunder be and are hereby approved and/or ratified.”
2. “**THAT** the relevant transactions under a series of acquisitions of a total of 1,329,200 ordinary shares of Hong Kong Exchanges and Clearing Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 388)) on the open market at an aggregate consideration of approximately HK\$556,278,956 (inclusive of transaction costs) by CWII during July 2020 to February 2021 and the authorisation and empowerment of the Directors to determine, decide, execute and implement with full discretion all matters relating to such acquisitions and to do all such acts and things, including but not limited to execution of all documents which the Directors deem necessary, appropriate or desirable to implement and give full effect to such acquisitions and the transactions contemplated thereunder be and are hereby approved and/or ratified.”

3. “**THAT** the relevant transactions under a series of disposals of a total of the 3,459,775,829 then ordinary shares (“**CMBC Share(s)**”) of CMBC Capital Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange (stock code: 1141)) on the open market and through bought and sold notes at an aggregate consideration of approximately HK\$426,634,154 (exclusive of transaction costs) by CWII and Desert Gold Limited during January 2020 to May 2021 and the authorisation and empowerment of the Directors to determine, decide, execute and implement with full discretion all matters relating to such disposals and to do all such acts and things, including but not limited to execution of all documents which the Directors deem necessary, appropriate or desirable to implement and give full effect to such disposals and the transactions contemplated thereunder be and are hereby approved and/or ratified.”
4. “**THAT**
- (a) the possible disposal(s) (the “**Possible Disposal(s)**”) by the Company and/or its subsidiaries (i) in the open market through the trading system of the Stock Exchange to independent third party(ies); and/or (ii) in the off-market through block trades by entering into placing agreement(s) with licensed corporation(s) which carry(ies) out Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as placing agent(s) who shall be independent third party(ies), of, in part or in whole, up to 8,460,250 consolidated CMBC Shares (the “**Approved Sale Shares**”) to independent third party purchaser(s), during the period of 12 months from the date of passing of this resolution (the “**Mandate Period**”) be and are hereby approved subject to the following conditions:
- (i) each Possible Disposal in the open market or in the off market shall be at market price of no more than 20% discount to the average closing price of the CMBC Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately before the date of each Possible Disposal during the Mandate Period; and
- (ii) the minimum selling price of the Possible Disposal(s) shall be no less than HK\$2.33 per consolidated CMBC Share; and
- (b) the Directors be and are hereby authorised and empowered to determine, decide, execute and implement with full discretion all matters relating to the Possible Disposals(s) from time to time during the Mandate Period, including but not limited to the number of batches of Possible Disposal(s), the number of the CMBC Shares to be sold in each Possible Disposal and the timing of each Possible Disposal and to do all such acts and things, including but not limited to, execution of all documents which the Directors deem necessary, appropriate or desirable to implement and give full effect to the Possible Disposal(s) and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate.”
5. “**THAT** the re-election of Mr. Wang Jun 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.”
6. “**THAT** the re-election of Ms. Chen Jingxian 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.”

7. “**THAT** the re-election of Ms. Song Caini 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.”
8. “**THAT** the re-election of Mr. Chen Hongjin 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
Central Wealth Group Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 28 February 2022

Notes:

- (a) Due to the recent development of the COVID-19 pandemic and in view of the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong), Shareholders are reminded to refer to section “Special Arrangements For the SGM” on page iii of the circular dated 28 February 2022 issued by the Company for details.
- (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 notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 10:00 a.m. on Monday, 21 March 2022) or any adjournment thereof (as the case may be). **The Company reminds the Shareholders who wish to exercise his/her/its voting rights that they must appoint the Chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM.**
- (c) For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 18 March 2022 to Wednesday, 23 March 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the SGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 17 March 2022.
- (d) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this announcement, the board of Directors comprises the following Directors:

Executive Directors

Mr. Chen Xiaodong (*Chairman*)
Ms. Chen Jingxian (*Vice Chairman*)
Mr. Wang Jun (*Chief Executive Officer*)
Mr. Yu Qingrui
Ms. Song Caini
Mr. Chen Hongjin

Independent non-executive Directors

Mr. Kwok Chi Kwong
Mr. Wu Ming
Mr. Liu Hongwei