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林達控股有限公司
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

(Formerly known as China New Energy Power Group Limited 中國新能源動力集團有限公司)
(Incorporated in Bermuda with limited liability)
(Stock Code: 1041)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of Lamtex Holdings Group Limited (the “**Company**”) will be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong on Monday, 9 January 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the subscription agreement dated 21 November 2016 (the “**Subscription Agreement**”) (a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification) and entered into between the Company as issuer and China Force Enterprises Inc. (the “**Subscriber**”) as subscriber in relation to the issue by the Company to the Subscriber of the two-year two per cent. coupon convertible bonds in the principal amount of HK\$200,000,000 (the “**Convertible Bonds**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment of the conditions precedent set out in the Subscription Agreement, any one or more of the directors (the “**Director(s)**”) of the Company be and is/are hereby authorised to exercise all the powers of the Company and to take all steps as might in his/her/their opinion be desirable or necessary in connection with the Subscription Agreement, including without limitation, to issue the Convertible Bonds in favour of the Subscriber;
- (c) the allotment and issue of new ordinary shares (the “**Conversion Shares**”) of US\$0.005 each in the share capital of the Company upon exercise of the conversion rights attaching to the

Convertible Bonds pursuant to the terms of the Convertible Bonds as set out in the instrument of the Convertible Bonds attached to the Subscription Agreement be and is hereby approved, and the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue such number of Conversion Shares as may be required to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds pursuant to the terms of the Convertible Bonds, where such Conversion Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The aforementioned specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

(d) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. “**THAT** Ms. Shen Jing be re-elected as an executive Director.”

3. “**THAT** Mr. Ye WeiMing be re-elected as a non-executive Director.”

By order of the Board
Lamtex Holdings Limited
Wu Xiaolin
Chief Executive Officer

Hong Kong, 19 December 2016

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Bermuda

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Notes:

1. Any member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
3. In order to be valid, the 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 with the share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the SGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoke.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this notice, the board of the Directors comprises three executive Directors, namely Mr. Wu Xiaolin (Chief Executive Officer), Mr. Wen Wenfeng and Ms. Shen Jing; two non-executive Directors, namely Mr. Lung Chee Ming George and Mr. Ye WeiMing; and three independent non-executive Directors, namely Mr. Tse Long, Dr. Loke Yu (alias Loke Hoi Lam) and Mr. Zeng Zhaolin.