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南旋控股有限公司

NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of Nameson Holdings Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 11 December 2017 at 10:30 a.m. for the purposes of considering and, if thought fit, passing with or without amendments the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) subject to the fulfillment of the terms and conditions set out in the share transfer agreement (the “**Share Transfer Agreement**”, a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) dated 28 September 2017 and entered into between (i) Nameson Group Limited (the “**Purchaser**”), a wholly-owned subsidiary of the Company; and (ii) Mr. Wong Ting Chung (the “**Vendor**”) in relation to the proposed acquisition (the “**Acquisition**”) of the entire issued share capital of V. Success Limited (the “**V. Success**”) by the Purchaser from the Vendor, at the consideration of HK\$550 million which shall be satisfied by cash and the issue and allotment of Consideration Shares (as defined below) at completion of the Acquisition, the Acquisition and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of 200,000,000 ordinary shares of HK\$0.01 each in the issued share capital of the Company (the “**Consideration Shares**”) at an issued price of HK\$1.72 per Consideration Share to the Vendor in accordance with the Share Transfer Agreement be and is hereby approved, confirmed and ratified; and

- (c) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Acquisition and the transactions contemplated thereunder, including but not limited to the issue and allotment of the Consideration Shares to the Vendor.”

By Order of the Board
Nameson Holdings Limited
Mr. Tao Chi Keung
Company Secretary

Hong Kong, 24 November 2017

Notes:

1. The resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow the resolutions which relate to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
2. For the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 6 December 2017 to Monday, 11 December 2017, both days inclusive. During such period, no transfer of the Company's shares will be registered. In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, 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 Tuesday, 5 December 2017.
3. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (if holding two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. To be effective, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, 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 holding the meeting or any adjournment thereof.
5. If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 7:30 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on its website (www.namesonholdings.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. Wong Ting Chung BBS, JP (Chairman and chief executive officer), Mr. Wong Wai Wing, Raymond, Mr. Wong Ting Chun, Mr. Li Po Sing and Ms. Chan Mei Hing, Aurora, as executive Directors; Mr. Tam Wai Hung, David, Mr. Wong Ting Kau, Mr. Wong Wai Yue and Mr. Lau Ka Keung MH, JP, as non-executive Directors; Ms. Fan Chiu Fun, Fanny GBM, GBS, JP, Mr. Kan Chung Nin, Tony SBS, JP, Mr. Ong Chor Wei, Mr. Fan Chun Wah, Andrew JP and Ms. Lee Bik Kee, Betty, as independent non-executive Directors.