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NATIONAL UNITED RESOURCES HOLDINGS LIMITED

國家聯合資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 254)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting (the “**Meeting**”) of National United Resources Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, 18 July 2016 at Suite 5208, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the sale and purchase agreement entered into among Nation Spirit Limited, Blissful Elite Limited (as vendors, collectively as “**Vendors**”), and Ms. Gu Baorong and Mr. Ji Sen (as the guarantors of the Vendors, collectively as “**Guarantors**”), and NUR New Energy Management Company Limited (as purchaser, “**Purchaser**”) dated 15 January 2016 (and amended on 24 June 2016) (the “**Sale and Purchase Agreement**”) in relation to the acquisition by the Purchaser of entire issued share capital of Gear World Development Limited at a consideration of HK\$800,000,000, subject to downward adjustments as set out in the Sale and Purchase Agreement (as more particularly described in the Company’s circular dated 30 June 2016 (the “**Circular**”) and a copy of the Sale and Purchase Agreement and the Circular have been produced to the Meeting and marked “A” and “B” respectively, and initialed by the Chairman of the Meeting for the purpose of identification), and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) subject to completion of the transactions contemplated under the Sale and Purchase Agreement and the fulfillment of the profits guarantees as set out in the Sale and Purchase Agreement and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such Conversion Shares (as defined in the Circular), the directors of the Company (the “**Directors**”) be and are hereby specifically authorized to issue the Convertible Bonds (as defined in the Circular) in the principal amount of not exceeding HK\$560,000,000 to the Vendors as partial settlement of the Consideration (as defined in the Circular) in accordance with the terms and conditions under the Sale and Purchase Agreement;
- (c) subject to completion of the transactions contemplated under the Sale and Purchase Agreement and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such Conversion Shares, the Directors be and are hereby specifically authorised to allot and issue such number of Conversion Shares upon exercise of the conversion right attaching to the Convertible Bonds approved to be issued under paragraph (b) to holders of the said bonds in accordance with the terms and conditions of the Sale and Purchase Agreement and the instrument of the bonds, and THAT such specific mandate shall be in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 29 June 2016 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (d) any one of the Directors be and is hereby authorised to do all such acts and things and sign, agree, ratify or execute all such documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Sale and Purchase Agreement and any of the transactions contemplated thereunder.”

By Order of the Board
National United Resources Holdings Limited
Lo Ka Wai
Executive Director

Hong Kong, 30 June 2016

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's registered office at Suite 5208, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the Meeting or any adjourned meeting thereof should he so wishes.
3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Meeting if shareholders so wish.
5. The ordinary resolution set out in this notice of general meeting will be put to Shareholders to vote taken by way of a poll.

As at the date of this notice, the executive Directors are Mr. Lo Ka Wai, Mr. Feng Yongming, Mr. Li Hui and Mr. Tian Songlin; the non-executive Directors are Ms. Mou Ling and Mr. Yang Liu; and the independent non-executive Directors are Mr. Wang Qun, Dr. Yang Zhi Shu, Mr. Lai Ho Man, Dickson and Dr. Zhang Tianmin.