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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “**Meeting**”) of National United Resources Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 29 June 2016 at Suite 5208, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the following purposes:

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and the reports of the directors of the Company (the “**Directors**”, each a “**Director**”) and the auditor of the Company thereon.
2.
  - (a) To re-elect Mr. Li Hui as an executive Director.
  - (b) To re-elect Mr. Tian Songlin as an executive Director.
  - (c) To re-elect Mr. Yang Liu as a non-executive Director.
  - (d) To re-elect Dr. Zhang Tianmin as an independent non-executive Director.
  - (e) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.

3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company, and to authorize the Board to fix its remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

### **ORDINARY RESOLUTIONS**

4. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be bought back by the Company pursuant to paragraph (a) above shall not exceed 10% of the aggregate number of shares of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution,

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s articles of association to be held; and
- iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**shares**” shall for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

5. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company), which would or might require shares of the Company to be allotted, issued or dealt with, whether during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant: (a) a rights issue where shares of the Company are offered to shareholders of the Company on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any Stock Exchange in any territory applicable to the Company); or (b) any scrip dividend or similar arrangement providing for the allotment of securities in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (c) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company or pursuant to any share option scheme; or (d) a specific authority granted by the shareholders of the Company in general meeting of the Company, the additional shares of the Company allotted, issued or dealt with (including shares of the Company agreed conditionally or to be allotted, issued or dealt with, whether pursuant to an option or otherwise) shall not in aggregate exceed 20% of the number of shares of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and

(b) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this ordinary resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting is required by any applicable laws or the Company’s articles of association to be held; and
- iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**shares**” shall for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

6. “**THAT** conditional upon the passing of ordinary resolutions numbered 4 and 5 set out in the notice convening the Meeting, the general mandate granted to the Directors to allot shares of the Company pursuant to ordinary resolution numbered 5 set out in the notice convening the Meeting be and is hereby extended by the additional thereto of the number of shares of the Company representing the aggregate number of shares of the Company in issue bought back by the Company under the authority granted pursuant to ordinary resolution numbered 4 set out in the notice convening the Meeting, provided that such extended amount shall not exceed 10% of the aggregate number of shares of the Company in issue at the date of passing this resolution.”

For and on behalf of the Board of  
**National United Resources Holdings Limited**  
**Lo Ka Wai**  
*Executive Director*

*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.*

Hong Kong, 29 April 2016

*Registered office:*

Suite 5208, 52/F  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

*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.
- (2) In order to be valid, the proxy form completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the registered office of the Company situated at Suite 5208, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Meeting or any adjourned meeting thereof if shareholders so wish.
- (4) In the case of joint holders, the vote of the sender who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register in respect of the joint holding.
- (5) The proxy need not be a member of the Company but must attend the Meeting and at any adjournment thereof in person to represent you.