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**LONKING 龍工**  
**LONKING HOLDINGS LIMITED**  
**中國龍工控股有限公司\***

*(Incorporated in the Cayman Islands with Limited Liability)*

**(Stock code: 3339)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Lonking Holdings Limited (the “**Company**”) will be held at Meeting Room 508, 5/F., Jucai Office Building, 26 Minyi Road, Xingqiao, Songjiang Industrial, Shanghai 201612, the People’s Republic of China on Thursday, 28 May 2015 at 10 a.m. for the following purposes:

**ORDINARY BUSINESS**

To consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions of the Company:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors the (“**Directors**”) and the report of the auditors of the Company (the “**Auditors**”) for the year ended 31 December 2014.
2. To approve the payment of final dividend of HK\$0.065 per share of the Company for the year ended 31 December 2014.
3.
  - (i). To re-elect Mr. Li San Yim, a retiring Director, as an executive Director.
  - (ii). To re-elect Mr. Qiu Debo, a retiring Director, as an executive Director.
  - (iii). To re-elect Mr. Chen Chao, a retiring Director, as an executive Director.
  - (iv). To re-elect Mr. Luo Jianru, a retiring Director, as an executive Director.
  - (v). To re-elect Mr. Zheng Kewen, a retiring Director, as an executive Director.

\* *For identification purposes only*

- (vi). To re-elect Mr. Yin Kunlun, a retiring Director, as an executive Director.
  - (vii). To re-elect Ms. Ngai Ngan Ying, a retiring Director, as a non-executive Director.
  - (viii). To re-elect Mr. Jin Zhiguo, a retiring Director, as an independent non-executive Director.
  - (ix). To re-elect Mr. Wu Jian Ming, a retiring Director, as an independent non-executive Director.
  - (x). To re-elect Mr. Chen Zhen, a retiring Director, as an independent non-executive Director.
  - (xi). To authorise the board of Directors to fix the remunerations of the Directors.
- 4. To re-elect Dr. Qian Shizheng, a retiring Director, as an independent non-executive Director and to authorise the board of directors of the Company to fix the remuneration of Mr. Qian Shizheng.
  - 5. To re-appoint Ernst & Young, Certified Public Accountants (“Ernst & Young”) as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS**

- 6. To consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions of the Company:

**“THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.1 each in the capital of the Company (the “Shares”) or securities convertible into Shares, and to make or grant offers, agreements, options, warrants, right of exchange or conversion or similar rights to subscribe Shares or such convertible securities which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors to the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options, warrants, rights of exchange or conversion or similar rights to subscribe Shares or securities convertible into Shares, which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a

Rights Issue (as hereinafter defined); (ii) any issue of Share upon the exercise of the subscription rights or conversion rights under the terms of any warrants bonds or notes issued by the Company or any securities which are convertible into Shares; (iii) the exercise of options under any share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

7. “**THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the directors of all the powers of the Company to repurchase such shares, subject to and in accordance with all applicable laws or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors of the Company;
  - (c) the aggregate nominal amount of shares in the capital of the Company to be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and
  - (d) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 the articles of association of the Company or any applicable law to be held; and
    - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT**, subject to the passing of resolutions numbered 6 and 7 as set out in the notice convening the annual general meeting of which this resolution forms part, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with new shares pursuant to the resolution numbered 6 set out in the said notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 7, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board  
**Lonking Holdings Limited**  
**Li San Yim**  
*Chairman*

Hong Kong, 24 April 2015

*Notes:*

1. The register of members of the Company will be closed from 26 May 2015 to 28 May 2015, both days inclusive, during which period no transfer of shares will be effected. All transfers 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 not later than 4:30 p.m., 22 May 2015.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend. A proxy need not be a member of the Company.
3. 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.
4. In order to be valid, the form of proxy must be lodged at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the senior 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 shall be determined by the order in which the names stand in the register in respect of the joint holding.
7. With regard to item numbered 3 and 4 in this notice, the board of Directors proposes that the retiring Directors namely, Mr. Li San Yim, Mr. Qiu Debo, Mr. Chen Chao, Mr. Luo Jianru, Mr. Zheng Ke Wen, Mr. Yin Kun Lun, Ms. Ngai Ngan Ying, Mr. Jin Zhi Guo, Mr. Wu Jian Ming, Mr. Chen Zhen and Dr. Qian Shizheng be re-elected as Directors.

*As at the date of this announcement, Mr. Li San Yim, Mr. Qiu De Bo, Mr. Chen Chao, Mr. Luo Jian Ru, Mr. Zheng Ke Wen, Mr. Yin Kun Lun and Mr. Lin Zhong Ming are the executive directors of the Company; Ms. Ngai Ngan Ying is the non-executive director of the Company; and Dr. Qian Shi Zheng, Mr. Jin Zhi Guo, Mr. Wu Jian Ming and Mr. Chen Zhen are the independent non-executive directors of the Company.*