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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 Suite 5208, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 1 June 2015 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2014 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. Lo Ka Wai as a Director.
  - (b) To re-elect Mr. Feng Yongming as a Director.
  - (c) To re-elect Mr. Wang Qun, as a Director.
  - (d) To re-elect Mr. Lai Ho Man, Dickson as a Director.
  - (e) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.

3. To re-appoint Martin C.K. Pong & Company as the auditor of the Company, and to authorize the Board to fix its remuneration.

As special businesses, 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 recognized 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 4 and 5 set out in the notice convening the Meeting, the general mandate granted to the Directors to allot shares pursuant to ordinary resolution 5 set out in the notice convening the Meeting be and is hereby extended by the additional thereto of the number of shares representing the aggregate number of shares of the Company in issue bought back by the Company under the authority granted pursuant to ordinary resolution 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.”
7. “**THAT** subject to and conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in, the shares of the Company issuable upon exercise of the options to be granted pursuant to the authority hereby given, the Board be and is hereby authorized to grant options under the share option scheme of the Company adopted on 14 December 2012 pursuant to which shares of the Company representing up to 10% of the number of shares of the Company in issue as at the date of passing of this resolution may be issued upon the exercise of such options (the “**Refreshed Scheme Mandate Limit**”), provided that options granted prior to the date of passing

of this resolution under such scheme or any other share option scheme of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with such scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Refreshed Scheme Mandate Limit.”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

### **SPECIAL RESOLUTION**

8. “**THAT**, the new articles of association of the Company in the form of the document marked “A” and produced to the Meeting and for the purpose of identification signed by the chairman of the Meeting be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect and the object clause contained in the existing memorandum of association of the Company be abandoned with immediate effect, and any Director or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the new articles of association of the Company.”

Yours faithfully,

For and on behalf of the Board of

**National United Resources Holdings Limited**

**Yang Fan**

*Chairman*

*As at the date of this notice, the executive Directors are Mr. Yang Fan (Chairman), Mr. Lo Ka Wai, Mr. Feng Yongming and Mr. Tang Lap Chin, Richard, the non-executive Director is Ms. Mou Ling, and the independent non-executive Directors are Mr. Wang Qun, Dr. Yang Zhi Shu and Mr. Lai Ho Man, Dickson.*

Hong Kong, 29 April 2015

*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. A proxy need not be a member of the Company.
- (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) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its seal or under the hand of an officer or attorney duly authorized.
- (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.