

---

## NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



### Holly Futures

*(a joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 弘業期貨股份有限公司 and carrying on business in Hong Kong as Holly Futures)*

*(the "Company")*

**(Stock Code: 3678)**

### NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2016 first extraordinary general meeting of the Company (the "EGM") will be held at Conference Room, 9th Floor, Holly Building, 50 Zhonghua Road, Qinhuai, Nanjing, Jiangsu, the PRC on Monday, 21 March 2016 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### AS SPECIAL RESOLUTION

1. **THAT** the change in the scope of business and amendments to the Articles of Association of Holly Futures Co., Ltd. (the "**Articles of Association**") (please see Appendix 1) be considered and approved

#### AS ORDINARY RESOLUTION

2. **THAT** the change of the Company's certified public accountant (please see Appendix 2) be considered and approved

By order of the Board

**Mr. Zhou Yong**

*Chairman*

Nanjing, the PRC, 5 February 2016

*Notes:*

1. In order to determine the list of shareholders who are to be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Saturday, 20 February 2016 to Monday, 21 March 2016, both days inclusive, during which no transfer of shares will be effected. Shareholders whose names appear on the registers of members of the Company on Friday, 19 February 2016 are entitled to attend and vote at the EGM. In order for the shareholders to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's board office at 50 Zhonghua Road, Nanjing, the PRC for holders of domestic shares, or the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares no later than 4:30 p.m. on Friday, 19 February 2016 for registration.

---

## NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

---

2. Shareholders intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (or any adjournment thereof) in person or by post. Shareholders should complete and return the reply slip to the Company's board office in person by post to (or by depositing it at) 50 Zhonghua Road, Nanjing, the PRC for holders of domestic shares, or the Company's H Share Registrar by facsimile at 28250990 or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares, such that the reply slip shall be received by the Company 20 days before the EGM (i.e. on or before Tuesday, 1 March 2016).
3. Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
4. Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing ("**power of attorney**"). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the EGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
5. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 4 above must be delivered to the Company's board office at 50 Zhonghua Road, Nanjing, the PRC for holders of domestic shares, or the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares not less than 24 hours before the time appointed for the EGM (or any adjournment thereof).
6. A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).
7. The EGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the EGM (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
8. The principal place of business of the Company in the PRC is situated at:  
  
50 Zhonghua Road, Nanjing, the PRC  
Tel: +86 25 8691 9356  
  
The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, is situated at:  
  
Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong  
Tel: 2862 8555  
Fax: 2825 0990
9. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Article 76 of the Articles of Association of the Company, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

*As at the date of this notice, the Board of the Company comprises Mr. ZHOU Yong and Ms. ZHOU Jianqiu as executive directors; Mr. XUE Binghai, Mr. ZHANG Fasong and Mr. SUN Changyu as non-executive directors; and Mr. LI Xindan, Ms. ZHANG Jie, Mr. ZHANG Hongfa and Mr. LAM Kai Yeung as independent non-executive directors.*

---

# NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

---

## Appendix 1

### The resolution on the change in the scope of business and amendments to the Articles of Association is considered and approved

Jiangsu Regulatory Bureau of China Securities Regulatory Commission has approved the qualification of the Company for sales of securities investment funds, and the Company intends to change the scope of business and amend the Articles of Association. For details, please see the following amendments.

No.	Original Articles of Association	Amended Articles of Association
1.	<p><b>Article 11</b> As legally registered, the scope of business of the Company includes commodity futures brokerage, financial futures brokerage, futures investment consulting and asset management.</p> <p>Upon approval, the Company can engage in other businesses as regulated by the China Securities Regulatory Commission (the “CSRC”). The Company must obtain approval from the CSRC in respect of the change in the scope of business, and shall complete the relevant procedures with the company registration authorities according to legal procedures.</p>	<p><b>Article 11</b> As legally registered, the scope of business of the Company includes commodity futures brokerage, financial futures brokerage, futures investment consulting, asset management and fund sale.</p> <p>Upon approval, the Company can engage in other businesses as regulated by the China Securities Regulatory Commission (the “CSRC”). The Company must obtain approval from the CSRC in respect of the change in the scope of business, and shall complete the relevant procedures with the company registration authorities according to legal procedures.</p>
2.	<p><b>Article 154</b> Where no re-election is made in time upon expiry of the term of a Director or any Director’s resignation resulting in the number of members of the Board to fall below the statutory number, the original Director shall, prior to a new Director taking up the office, continue to perform his duties as a Director in accordance with the provisions of laws, administrative regulations and the Articles of Association.</p> <p>A Director may resign before the expiry of his tenure. The resigning Director shall submit to the Board a written resignation. The Board shall disclose the relevant information within two days.</p> <p>Except the circumstances specified above, the resignation of a Director shall become effective when the written resignation is served on the Board.</p>	<p><b>Article 154</b> Where no re-election is made in time upon expiry of the term of a Director or any Director’s resignation resulting in the number of members of the Board or the number of independent directors to fall below the statutory number under the PRC Company Law and the listing rules with which the Company shall comply, the original Director shall, prior to a new Director taking up the office, continue to perform his duties as a Director in accordance with the provisions of laws, administrative regulations and the Articles of Association.</p> <p>A Director may resign before the expiry of his tenure. The resigning Director shall submit to the Board a written resignation. The Board shall disclose the relevant information within two days.</p> <p>The resignation of a Director shall become effective when the written resignation is served on the Board. However, the resignation of a Director shall become effective when the elected Director taking up the office in the event that the resignation of a Director results in the number of members of the Board or independent Directors to fall below the statutory number as specified above.</p>

---

## NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

---

The above amendment to Article 11 of the Articles of Association is to include fund sales in the scope of business of the Company. The above amendment to Article 154 of the Articles of Association is to revise requirements on the taking effect of resignation of Directors in accordance with circumstances of the Company and the Company Law of the People's Republic of China.

### Appendix 2

#### **The resolution on the change of the Company's certified public accountant is considered and approved**

Talent Certified Public Accountants (Special General Partnership) has been acting as the external auditor of the Company for 5 consecutive years to provide audit services and issue annual audit report for the Company. The Company hereby expresses its gratitude for its quality services. According to the requirements under the Measures for Financial Enterprises to Select and Employ Accounting Firms by Bidding (for Trial Implementation) issued by the Ministry of Finance of the PRC, there are restrictions on the tenure of office of a certified public accountant (including its relevant entities) engaged by a financial institution. The Company shall change its certified public accountant for the audit of its annual report from 2015.

KPMG Huazhen (Special General Partnership), Shanghai Branch and KPMG has been undertaking the audit work for the listing of H shares of the Company from 2014. In order to maintain the consistence and completeness of the audit work of the Company, the Board decides to appoint KPMG Huazhen (Special General Partnership), Shanghai Branch and KPMG, respectively, to act as the auditor of the Company's annual report for 2015 under the PRC Accounting Standards for Business Enterprises and International Financial Reporting Standards until the conclusion of the 2015 annual general meeting of the Company. The audit and review fees are as follows: RMB350,000 for providing audit and review services under the PRC Accounting Standards for Business Enterprises, RMB1,150,000 for providing audit and review services under the International Financial Reporting Standards, totaling RMB1,500,000.

In addition, Talent Certified Public Accountants (Special General Partnership) has confirmed that there are no matters in connection with its ceasing to hold office to be brought to the attention of the shareholders of the Company. The Board has confirmed that it is unaware of any matters in connection with the proposed ceasing to appoint Talent Certified Public Accountants (special general partnership) as the external auditor to be brought to the attention of the shareholders of the Company. There is also no dispute or unresolved matter between Talent Certified Public Accountants (Special General Partnership) and the Company in connection with such ceasing to appoint.