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Newtree Group Holdings Limited
友川集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1323)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Newtree Group Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 14 July 2016 at Suites 3505-08, 35/F, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon fulfillment of all the conditions precedent set out in the underwriting agreement dated 17 May 2016 (the “**Underwriting Agreement**”, a copy of which marked “A” has been produced to the EGM and signed by the chairman of the EGM for identification purpose) and entered into between the Company and Cheong Lee Securities Limited as the underwriter (the “**Underwriter**”):

- (a) the issue by way of an open offer (the “**Open Offer**”) of 1,405,519,920 new shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) as offer shares (the “**Offer Shares**”) at the subscription price of HK\$0.164 per Offer Share (the “**Subscription Price**”) in the proportion of three Offer Shares for every two existing Shares to the qualifying shareholders of the Company (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company on 22 July 2016 or such other date as may be agreed between the Company and the Underwriter (the “**Record Date**”), other than those shareholders of the Company whose addresses on the register of members of the Company are in a place outside Hong Kong on the Record Date where, the Directors, based on legal opinions provided by legal advisers of the Company, consider it is necessary or expedient on account either of legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in

that place not to offer the Offer Shares to them (the “**Excluded Shareholders**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and that the Open Offer shall not be extended to the Excluded Shareholders and their Offer Shares shall be taken up by the Underwriter, be and are hereby approved, confirmed and ratified;

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Offer Shares pursuant to the Open Offer notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the shareholders of the Company and, in particular, the Directors may make such exclusions or other arrangements in relation to the Excluded Shareholders as they deem necessary, desirable or expedient to having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
- (c) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Offer Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified;
- (d) the absence of any arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and are hereby approved, confirmed and ratified; and
- (e) any Director be and is hereby authorised to sign or execute such documents and do all acts and things in connection with the allotment and issue of the Offer Shares, the implementation of the Open Offer and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as he may in his discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders.”

By Order of the Board
Newtree Group Holdings Limited
Mr. Wong Wai Sing
Chairman and Executive Director

Hong Kong, 24 June 2016

Registered office:
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Cayman Islands

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Flat L, 12th Floor
Macau Finance Centre
Rua de Pequim
Macau

*Principal place of business
in Hong Kong:*
Suites 3505-08, 35/F.
Tower 6, The Gateway
Harbour City
Kowloon, Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in on its/his/her behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the offices of the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of proxy form will not preclude a shareholder of the Company from attending in person and voting at the meeting or any adjournment thereof, should he/she so wish.
3. A proxy form in respect of the meeting is enclosed. Whether or not you intend to attend the meeting in person, all members are urged to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting if they so wish.
4. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the EGM.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. on the date of the EGM, the EGM will be postponed. Members may visit the website of the Company at www.newtreegroup Holdings.com for details of the postponement and alternative meeting arrangement.
6. The Chinese translation of this notice and the proxy form are for reference only, and in case of any inconsistency, the English Version shall prevail.

As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Wong Wai Sing, Mr. Chum Hon Sing, Mr. Chan Kin Lung, Mr. Lee Chi Shing, Caesar, Ms. Yick Mi Ching, Dawnibilly and Mr. Wong Jeffrey; and three independent non-executive Directors, namely Mr. Kwok Kam Tim, Dr. Hui Chik Kwan and Mr. Tso Ping Cheong, Brian.