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ADDCHANCE HOLDINGS LIMITED

互益集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3344)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of Addchance Holdings Limited (the “**Company**”) will be held at Room 1118, 11/F., Peninsula Centre, 67 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong at 9:30 a.m. on Friday, 17 March 2017 for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) subject to the fulfilment of the terms and conditions set out in the subscription agreement (the “**First Subscription Agreement**”) dated 6 January 2017 (a copy of the First Subscription Agreement has been produced to this meeting marked “A” and initialled by the chairman of the Meeting (the “**Chairman**”) for the purpose of identification), and entered into between the Company and Gold Train Investments Limited (the “**First Subscriber**”), in relation to the subscription for no less than 2,500,000,000 new shares and no more than 3,800,000,000 new shares (the “**First Subscription Shares**”) in the Company at the subscription price of HK\$0.08 per First Subscription Share by the First Subscriber, the First Subscription Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under the First Subscription Agreement including but not limited to the Specific Mandate to allot and issue the First Subscription Shares by the Company to the First Subscriber pursuant to the First Subscription Agreement be and is hereby approved, and the director(s) of the Company (the “**Director(s)**”) be and are hereby authorised to allot and issue the First Subscription Shares to the First Subscriber pursuant to the First Subscription Agreement; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the First Subscription Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”
2. “**THAT**, subject to the passing of the ordinary resolution no. 1 above, and subject to the granting of the Whitewash Waiver by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of the Executive Director) and any conditions that may be imposed thereon, the waiver of the obligation on the part of the First Subscriber to make a mandatory general offer to shareholders of the Company for all the issued shares of the Company not already owned or agreed to be acquired by them which might otherwise arise as a result of the First Subscriber subscribing for the First Subscription Shares under the First Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of the Code on Takeovers and Mergers (the “**Whitewash Waiver**”) be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents as he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”
3. “**THAT**
- (a) subject to the fulfilment of the terms and conditions set out in the share subscription agreement (the “**Second Subscription Agreement**”) dated 6 January 2017 (a copy of each of the Second Subscription Agreement has been produced to this meeting marked “B” and initialled by the Chairman for the purpose of identification), and entered into between the Company and Mr. Yuan Dongjie (the “**Second Subscriber**”), in relation to the subscription of 250,000,000 new shares (the “**Second Subscription Shares**”) in the Company at the subscription price of HK\$0.08 per Second Subscription Share by the Second Subscriber, the Second Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under the Second Subscription Agreement including but not limited to the Specific Mandate to allot and issue the Second Subscription Shares by the Company to the Second Subscriber pursuant to the Second Subscription Agreement be and is hereby approved, and the Directors be and are hereby authorised to allot and issue the Second Subscription Shares to the Second Subscriber pursuant to the Second Subscription Agreement; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents (and under the common seal of the Company, if necessary) which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Second Subscription Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

4. **“THAT**

- (a) subject to the fulfilment of the terms and conditions set out in the share subscription agreement (the **“Third Subscription Agreement”**) dated 6 January 2017 (a copy of each of the Third Subscription Agreement has been produced to this meeting marked “C” and initialled by the Chairman for the purpose of identification), and entered into between the Company and Mr. Chen Chiquan (the **“Third Subscriber”**), in relation to the subscription of 250,000,000 new shares (the **“Third Subscription Shares”**) in the Company at the subscription price of HK\$0.08 per Third Subscription Share by the Third Subscriber, the Third Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under the Third Subscription Agreement including but not limited to the Specific Mandate to allot and issue the Third Subscription Shares by the Company to the Third Subscriber pursuant to the Third Subscription Agreement be and is hereby approved, and the Directors be and are hereby authorised to allot and issue the Third Subscription Shares to the Third Subscriber pursuant to the Third Subscription Agreement; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents (and under the common seal of the Company, if necessary) which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Third Subscription Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

5. **“THAT**

- (a) subject to the fulfilment of the terms and conditions set out in the share subscription agreement (the **“Fourth Subscription Agreement”**) dated 6 January 2017 (a copy of each of the Fourth Subscription Agreement has been produced to this meeting marked “D” and initialled by the Chairman for the purpose of identification), and entered into between the Company and Mr. Li Shuanghui (the **“Fourth Subscriber”**), in relation to the subscription of 250,000,000 new shares (the **“Fourth Subscription Shares”**) in the Company by the Fourth Subscriber, the Fourth Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under the Fourth Subscription Agreement including but not limited to the Specific Mandate to allot and issue the Fourth Subscription Shares by the Company to the Fourth Subscriber pursuant to the Fourth Subscription Agreement be and is hereby approved by the Directors be and are hereby authorised to allot and issue the Fourth Subscription Shares to the Fourth Subscriber pursuant to the Fourth Subscription Agreement; and

(c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents (and under the common seal of the Company, if necessary) which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Fourth Subscription Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

Yours faithfully,
By Order of the Board
Addchance Holdings Limited
Lo Ping
Executive Director

Hong Kong, 28 February 2017

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or if he is the holder of two or more shares more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM 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. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 28 February 2017. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date of this notice, the Board comprises (i) Mr. Cheung Tak Chung (Chief Executive Officer), Mr. Lo Ping and Mr. Zheng Jun as executive Directors; (ii) Mr. Chui Chi Yun, Robert and Mr. Zhao Xu as non-executive Directors; and (iii) Mr. Chan Shu Kin, Dr. Tse Kwok Sang and Mr. Chiu Wai Piu as independent non-executive Directors.