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MUNSUN 麥盛

MUNSUN CAPITAL GROUP LIMITED

麥盛資本集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1194)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Annual General Meeting**”) of Munsun Capital Group Limited (“**Company**”) will be held at Units 7809-7812, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 22 June 2017 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2016.
2. (A) (i) To re-elect Mr. Zhang Shuguang as an Executive Director.
(ii) To re-elect Professor Xiao Rong Ge as an Independent Non-executive Director.
(iii) To re-elect Mr. Wu Tai Cheung as an Independent Non-executive Director.
(iv) To re-elect Mr. Yin Chenggang as an Independent Non-executive Director.
(B) To authorise the board of Directors (“**Board**”) to determine the remuneration of the Directors.
3. To re-appoint Ascenda Cachet CPA Limited as the Company’s auditor and to authorise the Board to fix its remuneration.

AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:
(A) “**THAT:**
(a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional shares

of the Company of HK\$0.125 each (“**Shares**”) and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the Share allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire the Shares approved by The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”); or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares of the Company in accordance with the articles of association of the Company (“**Articles**”), shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing 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 Articles to be held; and
- (iii) the date on which the approval given under this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

“**Rights issue**” means the allotment, issue or grant of the Shares open for a period fixed by the Directors to holders of the Shares or any class of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the Articles and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable), as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase the Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the Shares to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing 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 Articles to be held; and
- (iii) the date on which the approval given under this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

(C) **“THAT:**

“conditional upon the passing of resolutions set out in paragraphs 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to the resolution set out in paragraph 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company as stated in the resolution set out in paragraph 4(B) above, PROVIDED THAT such 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.”

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“THAT

- (a) the authorised share capital of the Company be and is hereby increased from HK\$2,500,000,000 divided into 20,000,000,000 shares (the “**Shares**”) of HK\$0.125 each to HK\$3,750,000,000 divided into 30,000,000,000 Shares of HK\$0.125 each by the creation of additional 10,000,000,000 Shares of HK\$0.125 each (the “**Increase in Authorised Share Capital**”); and
- (b) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the Increase in Authorised Share Capital.”

By order of the Board
Munsun Capital Group Limited
Li Xianghong
Chairman

Hong Kong, 28 April 2017

As at the date of this notice, the Board comprises Mr. Li Xianghong, Mr. Liu Liyang, Mr. Wang Hao, Mr. Zhang Lirui, Mr. Zhang Liwei and Mr. Zhang Shuguang, as Executive Directors; Mr. Wu Tai Cheung, Professor Xiao Rong Ge and Mr. Yin Chenggang, as Independent Non-executive Directors.

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member.
2. Where there are joint holders of any Share any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting the vote of 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 principal register and where applicable, any branch register of members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time in respect of the joint holding.

3. The form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share register, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17/ F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than before the time appointed for holding the Annual General Meeting or adjourned meeting at which the person named in the form of proxy proposes to vote and in default the form of proxy shall not be treated as valid.
4. The form of proxy for use at the Annual General Meeting is enclosed herewith.
5. To ascertain shareholders' eligibility to attend and vote at the annual general meeting, the register of members will be closed from Monday, 19 June 2017 to Thursday, 22 June 2017 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify to attend and vote at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 16 June 2017.