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China e-Wallet Payment Group Limited
中國錢包支付集團有限公司*

(formerly known as RCG Holdings Limited 宏霸數碼集團(控股)有限公司)
(a company incorporated in Bermuda with limited liability)*

(Stock Code: 802)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of China e-Wallet Payment Group Limited (the “Company”) will be held at 11:00 a.m. on 5 June 2017 (Hong Kong time) at No. 16-3, Jalan PJU 5/4, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia, for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements for the year ended 31 December 2016 and the reports of the directors of the Company and of the auditors thereon.
2. To re-elect:
 - (a) Mr. Wang Zhongling as an executive director of the Company;
 - (b) Mr. Liu Wen as an independent non-executive director of the Company; and
 - (c) Ms. Lo Suet Lai as an independent non-executive director of the Company.
3. To authorise the board of directors or executive committee of the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and authorise the board of directors to fix their remuneration.

* For purpose of identification only

AS SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.04 each in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of Shares upon the exercise of subscription or conversion rights attached to the warrants which might be issued by the Company or any other securities which are convertible into Shares or an issue of Shares in lieu of the whole or part of a dividend on Shares or any scrip dividend scheme or similar arrangement in accordance with the Bye-laws, shall not exceed 20% of the shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the Shareholders on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (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 territory applicable to the Company).”

6. **“THAT** conditional upon the passing of resolutions no. 5 and 8 in the notice convening this meeting of the Company, the general mandate granted to the Directors to allot, issue and deal with additional Shares in the Company pursuant to the said resolution no. 5 be and is hereby extended by the addition thereto of an amount representing the Shares of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution no. 8, provided that the amount of Shares so repurchased by the Company shall not exceed 10% of the issued shares of the Company at the date of passing of this resolution.”
7. **“THAT** subject to and conditional upon the Listing Committee of the Hong Kong Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of share options which may be granted under the Company’s share option scheme adopted by the Company on 28 June 2013 (the “Share Option Scheme 2013”), the existing scheme mandate limit in respect of the granting of share options to subscribe for Shares under the Share Option Scheme 2013 be refreshed so that the aggregate amount of the shares of the Company which may be allotted and issued pursuant to the grant or exercises of the share options under the Share Option Scheme 2013 (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the share option scheme adopted by the Company on 16 October 2008 (terminated on 28 June 2013)) and any other share option schemes of the Company shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “Refreshed Limit”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules, to grant share options under the Share Option Scheme 2013 up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution of the Company:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and the

requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), be and is hereby generally and unconditionally approved;

- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (C) the amount of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Shareholders in general meeting.”

Yours faithfully,
On behalf of the Board
China e-Wallet Payment Group Limited
Li Jinglong
Executive Director

Hong Kong, 28 April 2017

As at the date of this announcement, the Board of the Company comprises the following directors:

Executive Directors:

Li Jinglong
Zhang Ligong
Wang Zhongling

Independent Non-executive Directors:

Liu Wen
Kwan King Wah
Lo Suet Lai

Notes:

1. A Form of Proxy is enclosed.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
4. The instrument appointing a proxy and 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 branch share registrar 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) at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event the Form of Proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at any 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 register of members in respect of the joint holding.
7. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereat.
8. Only those Shareholders registered in the register of members of the Company as of 31 May 2017 are entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded when determining the rights of any person to attend or vote in the AGM. The register of members of the Company will be closed from 1 June 2017 to 5 June 2017, both days inclusive. In order to be entitled to attend and vote at the AGM, Shareholders registered on the Hong Kong branch register of the Company are reminded to ensure that all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 31 May 2017.