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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 and continued in Bermuda with limited liability)

(Stock Code: 1194)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (“SGM”) of Munsun Capital Group Limited (the “Company”) will be held at Meeting Room C, 5th Floor, World-Wide House, 19 Des Voeux Road, Central, Hong Kong on Wednesday, 31 January 2018 at 11:00 a.m. for the purpose of considering, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT:

- (A) the execution of the supplemental trust deed (the “**Second Supplemental Trust Deed**”), a copy of which marked “A” and is produced to the meeting and signed by the chairman of the meeting for identification purposes only, to be dated on or about the date following this meeting, in any case no later than 2 February 2018, to be entered into between the Company and The Bank of New York Mellon, London Branch as trustee (the “**Bank of New York Mellon**”) amending the terms of the existing trust deed as amended by a supplemental trust deed on 4 February 2016 and from time to time (“**Trust Deed**”) and setting out certain amendments (the “**New Proposals**”) to the terms and conditions of the HK\$1,028,000,000 in aggregate principal amount of 7.25% convertible bonds due 2018 (the “**Bonds**”) which may be converted into ordinary shares of HK\$0.005 each in the share capital of the Company (the “**Shares**”), the transactions contemplated thereby be and are hereby approved;
- (B) conditional upon the passing of the resolution in (A) above, a specific mandate (the “**Specific Mandate**”) be and is hereby granted to the board of directors of the Company to issue not more than 5,050,000,000 new Shares upon conversion of the Bonds for the period from the passing of this ordinary resolution up to any subsequent revocation or variation of the authority given under the ordinary resolution passed at a general meeting of the shareholders of the Company; and
- (C) the directors of the Company or any one of them be and are hereby authorised to execute and deliver whether under common seal of the Company or otherwise all such deeds, notices, certificates, documents and to do all such acts or things as they may consider necessary, appropriate, desirable or expedient in connection with:

- (i) the Second Supplemental Trust Deed, the New Proposals and all the transactions contemplated thereunder and implementation thereto;
- (ii) securing the fulfilment of the conditions precedent for the New Proposals to take effect pursuant to the execution of the Second Supplemental Trust Deed; and
- (iii) the approval of any amendments or variations to the Trust Deed, the Second Supplemental Trust Deed, the New Proposals and the Bonds or the granting of waivers of any matters contemplated thereby that are, in the directors' opinion, not fundamental to the transactions contemplated thereby and are in the best interests of the Company, including without limitation the signing (under the common seal of the Company where required or expedient or otherwise) of any supplemental or ancillary agreements and instruments and the giving of any undertakings and confirmations for any such purposes."

By order of the Board
Munsun Capital Group Limited
LIU Liyang
Chairman

Hong Kong, 15 January 2018

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but 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 of the Company in respect of the joint holding.
3. A proxy form for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
5. 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 notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).
6. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.
7. The form of proxy for use at the SGM is enclosed herewith.

As at the date of this announcement, the Executive Directors of the Company are Mr. Liu Liyang, Mr. Zhang Lirui, Mr. Wang Baozhi, Mr. Yu Yong, Mr. Chen Sheng and Ms. Zang Dongling; and the Independent Non-Executive Directors of the Company are Mr. Wu Tai Cheung, Professor Xiao Rong Ge and Professor Zhang Tianyu.