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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 11:00 a.m. on Wednesday, 14 February 2018 at Unit 1103, China Building, 29 Queen’s Road Central, Central, 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

- (a) the agreement dated 21 September 2017 (as amended and supplemented by the supplemental agreement dated 6 October 2017 and the extension letter dated 7 December 2017) (the “**Sale and Purchase Agreement**”) entered into between Mr. Zhou Feng Tang as vendor (the “**Vendor**”) and Bright World Investment Limited, a wholly-owned subsidiary of the Company, as purchaser (the “**Purchaser**”) in relation to the sale and purchase of 40 ordinary shares of US\$1.00 each in the issued share capital of Alpha Youth Limited (the “**Target**”) (the “**Sale Shares**”), representing 20% of the issued share capital of the Target as at the date of completion of the Sale and Purchase Agreement, for a total consideration of HK\$119,000,000 (subject to adjustments according to the terms of the Sale and Purchase Agreement) (copies of the Sale and Purchase Agreement are marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;

- (b) the issue of the promissory notes (the “**Promissory Notes**”) in the aggregate principal amount of HK\$24,000,000 by the Company to the Vendor (or its nominee(s)) as part of the consideration for the Sale Shares pursuant to the terms and conditions of the Sale and Purchase Agreement be and are hereby approved;
- (c) the entering into of an option deed (the “**Option Deed**”) by the Vendor and the Purchaser in respect of the grant of the right by the Vendor to the Purchaser to acquire all but not part of the remaining 80% of the issued share capital of the Target by the Purhaser pursuant to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved; and
- (d) any one or more of the director(s) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents (including under seal) which he/she/they considers necessary or expedient to give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder including but not limited to the issue of the Promissory Notes and the entering into of the Option Deed.”

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

Hong Kong, 25 January 2018

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Headquarter:

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

Principal place of business in Hong Kong:

Suites 2804–07, 28/F,
Shui On Centre
6–8 Harbour Road
Wanchai, 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 share 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 the 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. 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, the resolution 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 or adjourned. Members may visit the website of the Company at www.newtreegroupholdings.com for details of the rescheduled meeting.
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.
7. The register of members of the Company will be closed from Friday, 9 February 2018 to Wednesday, 14 February 2018 (both dates inclusive) for determining the identity of the shareholders who are entitled to attend and vote at the EGM. No transfer of shares of the Company and/or the conversion of the outstanding convertible bonds will be registered during this period. Shareholders whose name appear on the register of members of the Company on Wednesday, 14 February 2018 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 8 February 2018.

As at the date of this announcement, the executive Directors are Mr. Wong Wai Sing, Mr. Chan Kin Lung, Mr. Lee Chi Shing, Caesar and Mr. Wong Jeffrey; the non-executive Director is Ms. Lin Fang; and the independent non-executive Directors are Mr. Kwok Kam Tim, Dr. Hui Chik Kwan and Mr. Tso Ping Cheong, Brian.