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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Electronics Optics Valley Union Holding Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**中电光谷**

CEC OPTICS VALLEY

**China Electronics Optics Valley Union Holding Company Limited**

**中電光谷聯合控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 798)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of China Electronics Optics Valley Union Holding Company Limited to be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 14 June 2018 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.ceovu.com>).

In order to be valid, whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. no later than Tuesday, 12 June 2018 at 10:00 a.m., Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

20 April 2018

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 14 June 2018 at 10:00 a.m. to consider and, if appropriate (where applicable), to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	China Electronics Optics Valley Union Holding Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HKD0.1 each in the issued share capital of the Company or if there has been a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

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## DEFINITIONS

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“Share Issuance Mandate”	the proposed granting of general mandate to the Directors to allot, issue or deal with new Shares in total not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution as contained in item 8 of the notice of the Annual General Meeting set out on pages 14 to 17 of this circular
“Share Repurchase Mandate”	the proposed granting of general mandate to the Directors to repurchase Shares on the Stock Exchange in total not exceeding 10% of the total issued Shares of the Company as at the date of passing of the ordinary resolution as contained in item 7 of the notice of the Annual General Meeting set out on pages 14 to 17 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission as amended from time to time

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LETTER FROM THE BOARD

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中電光谷

CEC OPTICS VALLEY

**China Electronics Optics Valley Union Holding Company Limited**

**中電光谷聯合控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 798)

*Executive Directors:*

Huang Liping (*Chairman and President*)

Hu Bin (*Executive President*)

*Non-executive Directors:*

Wang Qiuju

Xiang Qunxiong

Zhang Jie

Sun Ying

*Independent Non-executive Directors:*

Qi Min

Leung Man Kit

Zhang Shuqin

*Registered Office:*

Clifton House, 75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and Principal Place  
of Business in the PRC:*

Building No. 1, Higher Level

Creative Capital

16 Ye Zhi Hu West Road

Hongshan District

Wuhan, Hubei, PRC

*Principal Place of Business  
in Hong Kong:*

19/F, Cheung Kong Center

2 Queen's Road Central

Central, Hong Kong

Hong Kong, 20 April 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## **LETTER FROM THE BOARD**

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### **1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 14 June 2018.

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 108(A) of the Articles of Association, Mr. Zhang Jie will retire as Director at the Annual General Meeting. In addition, in accordance with Article 112 of the Articles of Association, Ms. Sun Ying was appointed as the non-executive Director by the Board on 22 March 2018 to fill the vacancy following the resignation of Mr. Lu Jun, and to hold office only until the Annual General Meeting. All aforesaid retiring Directors are eligible and will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 24 May 2017, the Directors were granted general mandate to repurchase Shares. The mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, it is recommended to propose an ordinary resolution at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange in total not exceeding 10% of the total issued Shares of the Company as at the date of passing of the ordinary resolution as contained in item 7 of the notice of the Annual General Meeting set out on pages 14 to 17 of this circular (i.e. 770,008,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (18,004,000 Shares have been repurchased but not yet cancelled as at the Latest Practicable Date.).

An explanatory statement as required by the Listing Rules to provide Shareholders with requisite information reasonably necessary for Shareholders to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES**

At the annual general meeting of the Company held on 24 May 2017, the Directors were granted general mandate to issue new Shares. The mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, it is recommended to propose an ordinary resolution at the Annual General Meeting to approve the granting of the Share Issuance Mandate to the Directors to allot, issue or deal with additional Shares in total not exceeding 20% of the total issued Shares of the Company as at the date of passing of the ordinary resolution as contained in item 8 of the notice of the Annual General Meeting set out on pages 14 to 17 of this circular (i.e. 1,540,016,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution will also be proposed at the Annual General Meeting to extend the Share Issuance Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll, except where the chairman, in accordance with the Listing Rules, decides to allow a resolution which relates to a procedural or administrative matter to be voted by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ceovu.com>). To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, 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, at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. no later than Tuesday, 12 June 2018 at 10 a.m., Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Share Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By order of the Board

**China Electronics Optics Valley Union Holding Company Limited**

**Huang Liping**

*Chairman*

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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

### NON-EXECUTIVE DIRECTOR

(1) **Mr. Zhang Jie (“Mr. Zhang”)**

*Position and Experience*

Mr. Zhang Jie (張傑), aged 48, is a non-executive Director of the Company appointed on 12 June 2014. Mr. Zhang has over 22 years of experience in real estate management. Mr. Zhang is currently the general manager of the property construction and operation centre of Sunshine Insurance Group Corporation Limited\* (陽光保險集團股份有限公司), the Chairman of Beijing Sunshine Ronghe Property Company Limited\* (北京陽光融和置業有限公司), and the managing director of Hainan Sunshine Yihe Development Company Limited\* (海南陽光頤和發展有限公司) and Hainan Sunshine Xinhai Development Company Limited\* (海南陽光鑫海發展有限公司), both being subsidiaries of Sunshine Insurance Group Corporation Limited. Mr. Zhang worked with COFCO Corporation (中糧集團有限公司) from August 1993 to November 2011, during which he served as the assistant manager of three departments at COFCO Property Development Company Limited\* (中糧置業發展有限公司), namely: the management department, the technology department and the equipment department, and the director of engineering, assistant to the president and subsequently vice president of Sanya Yalong Development Company Limited\* (三亞亞龍灣開發股份有限公司). Mr. Zhang was a committee member of the Sanya Municipal Committee of the Fifth Chinese People’s Political Consultative Conference from January 2007 to January 2012 and a member of the Standing Committee of the Sanya Municipal Committee of the Sixth Chinese People’s Political Consultative Conference from January 2012 to January 2017, and he has been a member of the Standing Committee of the Sanya Municipal Committee of the Seventh Chinese People’s Political Consultative Conference since January 2017. Mr. Zhang has also been the vice president of the Sanya Real Estate Association since 2002. Mr. Zhang graduated from Tsinghua University with a bachelor’s degree in engineering in June 1993, and obtained a master’s degree in engineering majoring in real estate management from Tsinghua University in May 2004. Mr. Zhang obtained a certificate of national registered real estate appraiser issued by the Ministry of Housing and Urban-Rural Development of the People’s Republic of China in May 1998, and a certificate of supervising engineer issued by the Beijing Municipal Commission of Housing and Urban-Rural Development in December 1998.

Mr. Zhang has not held other directorships in the last 3 years in any public companies of which the securities are listed on any securities market in Hong Kong or overseas.

*Service term*

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years commencing from 12 June 2017.



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## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### *Relationships*

As far as the Directors are aware, Mr. Zhang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

### *Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporations as defined in Part XV of the SFO.

### *Director's emolument*

Mr. Zhang will not receive any emolument from the Company as a Director.

### *Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

There is no other information which is discloseable nor is Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

## (2) Ms. Sun Ying (“Ms. Sun”)

### *Position and Experience*

Ms. Sun Ying, aged 35, was appointed as a non-executive Director of the Company on 22 March 2018. Ms. Sun graduated from University of Freiburg (Albert-Ludwigs-Universität Freiburg im Breisgau) with a professional master's degree in national economics (國民經濟學專業) in 2009, and graduated from Huazhong University of Science and Technology (華中科技大學) with a PhD in western economics (西方經濟學) in 2015. Ms. Sun is currently the deputy general manager (副總經理) of Hubei Science & Technology Investment Group Co., Ltd.\* (湖北省科技投資集團有限公司), a shareholder of the Company. Ms. Sun served as a staff member of Wuhan East Lake High-tech Development Zone Development and Reform Bureau\* (武漢東湖新技術開發區發展改革局) at the deputy division level (副科級) and division level (正科級) during April 2010 to September 2016. Ms. Sun is a member of China Zhi Gong Party (中國致公黨).

Ms. Sun has not held other directorships in the last 3 years in any public companies of which the securities are listed on any securities market in Hong Kong or overseas.

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## **APPENDIX I    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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### ***Service term***

Ms. Sun has entered into a letter of appointment with the Company for a term of three years commencing from 22 March 2018.

### ***Relationships***

As far as the Directors are aware, Ms. Sun does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

### ***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Sun was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporations as defined in Part XV of the SFO.

### ***Director's emolument***

Ms. Sun will not receive any emolument from the Company as a Director.

### ***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

There is no other information which is discloseable nor is Ms. Sun involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Sun that need to be brought to the attention of the Shareholders.

The following is an explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 7,700,080,000 Shares (18,004,000 Shares have been repurchased but not yet cancelled as at the Latest Practicable Date.).

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting (i.e. 7,700,080,000 Shares), the Directors would be authorized under the Share Repurchase Mandate, during the period in which the Share Repurchase Mandate remains in force, to repurchase an aggregate of up to 770,008,000 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders to grant the Share Repurchase Mandate.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share, and will only be made when the Board of Directors believes that such repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE REPURCHASE**

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange for the past 12 months were as follows:

<b>Month</b>	<b>Highest</b> <i>HKD</i>	<b>Lowest</b> <i>HKD</i>
<b>2017</b>		
April	0.79	0.71
May	0.77	0.70
June	0.76	0.58
July	0.76	0.66
August	0.77	0.65
September	0.87	0.70
October	0.80	0.71
November	0.76	0.69
December	0.75	0.69
<b>2018</b>		
January	0.74	0.68
February	0.69	0.58
March	0.70	0.58
April ( <i>up to the Latest Practicable Date</i> )	0.68	0.65

**6. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODES

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, to the best knowledge of the Company, Mr. Huang Liping (“**Mr. Huang**”), through his controlled corporation, is in aggregate interested in 1,747,700,000 Shares, representing approximately 22.70% of the issued shares of the Company. AAA Finance and Investment Holdings Limited is interested in 1,627,700,000 Shares, representing approximately 21.14% of the issued shares of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, AAA Finance and Investment Holdings Limited's shareholding in the Company would be increased from 21.14% to 23.49%; the aggregate shareholding of Mr. Huang would be increased from 22.70% to 25.22%. Both of them would not give rise to an obligation to make a mandatory offer in accordance with the provisions of Rule 26 of the Takeovers Codes. China Electronics Corporation Limited\* (中國電子信息產業集團有限公司) is interested in an aggregate of 2,550,000,000 Shares through its controlled corporation, representing approximately 33.12% of the issued shares of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, China Electronics Corporation Limited's shareholding in the Company would be increased from 33.12% to approximately 36.80%, which may give rise to an obligation to make a mandatory offer in accordance with the provisions of Rule 26 of the Takeovers Codes.

The Directors believe that the increase of shareholding interest would not reduce the public holding of issued share capital to lower than 25% (or such prescribed minimum percentage as determined by the Stock Exchange). The Directors do not intend to propose the exercise of the Share Repurchase Mandate to an extent that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes and would cause the aggregate public holding of issued Shares to be lower than the prescribed minimum percentage as determined by the Stock Exchange.

\* For identification purpose only

**8. REPURCHASE OF SHARES MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had repurchased an aggregate of 191,248,000 Shares of the Company on the Stock Exchange with details set out below.

Date of repurchase	Number of shares	Price per share	
		Highest HKD	Lowest HKD
<b>2017</b>			
13 October	11,024,000	0.76	0.74
16 October	18,892,000	0.76	0.74
23 October	36,000	0.76	0.76
25 October	5,340,000	0.74	0.73
26 October	560,000	0.74	0.74
27 October	440,000	0.74	0.74
2 November	10,940,000	0.76	0.71
3 November	7,784,000	0.75	0.72
6 November	100,000	0.75	0.75
7 November	7,064,000	0.75	0.74
8 November	1,216,000	0.74	0.74
9 November	48,000	0.74	0.74
12 November	3,532,000	0.74	0.74
13 November	1,572,000	0.73	0.73
14 November	4,204,000	0.74	0.74
16 November	772,000	0.74	0.73
17 November	8,144,000	0.74	0.71
20 November	500,000	0.74	0.73
21 November	6,944,000	0.73	0.72
22 November	128,000	0.72	0.72
23 November	7,740,000	0.73	0.72
24 November	10,968,000	0.75	0.74
27 November	2,848,000	0.75	0.74
28 November	5,464,000	0.75	0.75
29 November	9,208,000	0.75	0.74
30 November	14,196,000	0.75	0.73
5 December	184,000	0.71	0.71
8 December	5,932,000	0.72	0.71
11 December	6,760,000	0.74	0.73
12 December	3,000,000	0.73	0.73
13 December	2,460,000	0.73	0.73
14 December	500,000	0.73	0.73
18 December	1,500,000	0.73	0.73
19 December	900,000	0.73	0.73
20 December	700,000	0.73	0.73

Date of repurchase	Number of shares	Price per share	
		Highest <i>HKD</i>	Lowest <i>HKD</i>
22 December	684,000	0.74	0.73
28 December	4,364,000	0.73	0.72
29 December	6,596,000	0.75	0.73
<b>2018</b>			
10 January (not yet cancelled)	1,300,000	0.72	0.72
23 March (not yet cancelled)	2,816,000	0.66	0.64
26 March (not yet cancelled)	2,024,000	0.68	0.65
27 March (not yet cancelled)	1,520,000	0.68	0.67
28 March (not yet cancelled)	1,128,000	0.68	0.67
29 March (not yet cancelled)	1,020,000	0.68	0.67
3 April (not yet cancelled)	1,716,000	0.68	0.67
4 April (not yet cancelled)	412,000	0.67	0.67
6 April (not yet cancelled)	1,400,000	0.68	0.67
9 April (not yet cancelled)	52,000	0.67	0.67
10 April (not yet cancelled)	2,012,000	0.68	0.67
11 April (not yet cancelled)	1,104,000	0.68	0.67
12 April (not yet cancelled)	1,500,000	0.68	0.68

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## NOTICE OF ANNUAL GENERAL MEETING

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中电光谷

CEC OPTICS VALLEY

**China Electronics Optics Valley Union Holding Company Limited**

**中電光谷聯合控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 798)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Electronics Optics Valley Union Holding Company Limited (the “**Company**”) will be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 14 June 2018 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements, directors’ report and auditors’ report of the Company for the year ended 31 December 2017.
2. To declare a final dividend of HKD2 cents per share for the year ended 31 December 2017.
3. To re-elect Mr. Zhang Jie as non-executive director of the Company.
4. To re-elect Ms. Sun Ying as non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the remuneration of each of the directors.
6. To re-appoint Messrs. PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
7. To consider and if thought fit, to pass, with or without amendments or modifications, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent



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consolidation or sub-division of shares is conducted, the maximum number of shares that may be repurchased according to the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or sub-division must be the same; and

(c) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of 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 the articles of association of the Company or other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at general meeting.”

8. To consider and if thought fit, to pass, with or without amendments or modifications, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of subscription or exchange option under the terms of any existing warrant, bonds, debenture, notes or other securities carrying the right to subscribe for or exchange into Shares of the Company;
  - (iii) the issue of shares pursuant to the exercise of options under a share option scheme of the Company; and

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- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision must be the same; and

- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of 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 the articles of association of the Company or other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at general meeting.

**“Rights Issue”** means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- 9. To consider and if thought fit, to pass, with or without amendments or modifications, the following resolution as an ordinary resolution:

**“THAT** conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares repurchased by the Company pursuant to the

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mandate referred to in resolution set out in item 7 of the Notice, provided that such amount shall not exceed 10% of the total issued shares of the Company as at the date of passing of this resolution.”

By order of the Board  
**China Electronics Optics Valley Union Holding Company Limited**  
**Huang Liping**  
*Chairman*

Hong Kong, 20 April 2018

*Notes:*

1. All resolutions at the annual general meeting of the Company (the “**Meeting**”) (except those relating to procedural or administrative matters, which should be taken by a show of hands as the Chairman may decide) will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above Meeting is entitled to appoint a proxy (or more than one proxy) to attend and vote at the Meeting on behalf of him when the resolutions are taken by poll. A proxy need not be a shareholder of the Company. 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 in the relevant form of proxy.

During a vote by poll, each shareholder attending by himself/herself or by proxy shall have one vote per share.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or is a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. no later than Tuesday, 12 June 2018 at 10 a.m. (Hong Kong time)). Return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the eligibility to attend and vote at the above Meeting, the register of members of the Company will be closed from Monday, 11 June 2018 to Thursday, 14 June 2018, both dates inclusive, during which period no share transfers will be registered. In order to be eligible to attend and vote at the above Meeting, unregistered shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 8 June 2018.
5. For determining the entitlement to the proposed final dividend (subject to the approval by shareholders of the Company at the Meeting), the register of members of the Company will be closed from Thursday, 21 June 2018 to Friday, 22 June 2018, both dates inclusive, during which period no share transfers will be registered. In order to qualify for the proposed final dividend, unregistered shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 20 June 2018.