

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Neway Group Holdings Limited (“**Company**”) will be held at 11:30 a.m. (Hong Kong time) on Friday, 13 July 2018 at 5/F, Chung Tai Printing Group Building, 11 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 16 March 2018 (as amended by a supplemental agreement dated 11 April 2018) entered into among Chung Tai Printing Holdings Limited, a wholly-owned subsidiary of the Company as vendor, Ritzy Success Enterprises Limited as purchaser and Mr. Yuan Ji Zhong as guarantor in respect of the Disposal (as defined in the circular of the Company dated 25 June 2018 (“**Circular**”), a copy of which is marked “A” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting) (“**Sale and Purchase Agreement**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

* *For identification purpose only*

- (b) any one of the directors of the Company be and is hereby authorised to sign and execute all such documents or agreements or deeds on behalf of the Company and to do all such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purpose of giving effect to or in connection with the Sale and Purchase Agreement and all transactions contemplated thereunder, and to agree to all such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreement) as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

On behalf of the Board
NEWAY GROUP HOLDINGS LIMITED
Suek Ka Lun, Ernie
Chairman

Hong Kong, 25 June 2018

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal place of business

in Hong Kong:
Chung Tai Printing Group Building
11 Yip Cheong Street
On Lok Tsuen, Fanling
New Territories
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy needs 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 of shares in respect of which each such proxy is so appointed.

- (2) The instrument appointing a proxy shall be signed 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 authorised to sign the same. In order to be valid, the proxy form must be deposited 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, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 11:30 a.m. (Hong Kong time) on Wednesday, 11 July 2018 or not later than 48 hours before the time appointed for holding the adjourned meeting, if any.
- (3) Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should he/she/it so wish and in such event the proxy form previously submitted shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.
- (5) Members of the Company whose names appear on the register of members of the Company at 4:30 p.m. (Hong Kong time) on Monday, 9 July 2018 shall be entitled to attend and vote at the Meeting. In order to be entitled to attend and vote at the Meeting, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 9 July 2018.

As at the date of this notice, the board of directors of the Company comprises Mr. Suek Ka Lun, Ernie (Chairman) and Mr. Suek Chai Hong (Chief Executive Officer) being the executive directors; Dr. Ng Wai Kwan, Mr. Chan Kwing Choi, Warren and Mr. Wong Sun Fat being the non-executive directors; Mr. Lee Kwok Wan, Mr. Lai Sai Wo, Ricky and Mr. Chu Gun Pui being the independent non-executive directors; and Mr. Lau Kam Cheong being the alternate director to Dr. Ng Wai Kwan.