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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “SGM”) of Century Ginwa Retail Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 11 July 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTION

“THAT

- (1) the issue of the three-year private placement exchangeable bonds in the principal amount of up to RMB200,000,000 (the “**Exchangeable Bonds**”) to be issued by 世紀金花股份有限公司 (Century Ginwa Company Limited*), a joint stock company established in the PRC, a non-wholly owned subsidiary of the Company owned as to 83.88% by the Company (the “**Issuer**”) be and is hereby approved;
- (2) the disposal (the “**Disposal**”) by the Issuer of up to 30,000,000 A-shares (the “**A-Shares**”) of 金花企業(集團)股份有限公司 (Ginwa Enterprise (Group) Inc.*), a company of which A-shares are listed on the Shanghai Stock Exchange (Stock Code: 600080) (“**A-Shares Company**”), on the assumption that holders of the Exchangeable Bonds would exchange in full of all the A-Shares used as guarantee for the issue of the Exchangeable Bonds be and is hereby approved; and

- (3) the directors of the Company (the “**Directors**”) be and are hereby authorized for and on behalf of the Company to exercise all the powers of the Company to effect the issue of the Exchangeable Bonds and the Disposal from time to time during the term of the Exchangeable Bonds, and the Directors be and are hereby authorized to do all such acts and things, including but not limited to the execution of all documents, which the Directors deem necessary, appropriate or desirable, to implement and give effect to the Disposal and the transactions contemplated thereunder or in connection with the issue of the Exchangeable Bonds and the Disposal.”

By order of the Board
Century Ginwa Retail Holdings Limited
Kam Hou Yin, John
Chief Executive Officer

Hong Kong, 25 June 2018

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Unit 301, 3/F, OfficePlus@Wan Chai
303 Hennessy Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice (or any adjournment thereof) is entitled to appoint one or if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the amended and restated bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the SGM (or any adjournment thereof) is enclosed.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said person at present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be duly completed and signed 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 certified copy of that power or authority, at the office of the Company’s Hong Kong branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 48 hours before the time for holding the SGM or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.

As at the date of this announcement, the Board comprises four executive directors, being Mr. Wu Yijian, Mr. Chan Wai Kwong, Peter, Mr. Kam Hou Yin, John and Mr. Sha Yingjie; three non-executive directors, being Mr. Chen Shuai, Mr. Cao Yonggang and Mr. Qu Jiaqi; and four independent non-executive directors, being Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng, Ms. Sun Zhili and Dr. Cao Guoqi.