

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.



FORTUNET E-COMMERCE GROUP LIMITED

鑫 網 易 商 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1039)

REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Fortunet e-Commerce Group Limited (“**Company**”) will be held at 10:30 a.m. on Tuesday, 7 August 2018 at Room 1001-1009, 10/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong, or at any adjournment thereof, to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT:

- (a) the Warrant Subscription Agreement (as defined in the circular of the Company dated 5 July 2018 (the “**Circular**”)), a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for identification purposes, pursuant to which the Company conditionally agreed to issue, and Century Investment (Holding) Limited conditionally agreed to subscribe for, 298,000,000 Warrants (as defined in the Circular) at the Subscription Price (as defined in the Circular) and the transactions contemplated thereunder, be and are hereby considered, approved, confirmed and ratified;
- (b) the Warrant Instrument (as defined in the Circular), a copy of which has been produced to the EGM and marked “B” and initialed by the chairman of the EGM for identification purposes, and the transactions contemplated thereunder, be and are hereby considered, approved, confirmed and ratified;
- (c) the grant of the Specific Mandate (as defined in the Circular) to the directors of the Company to allot and issue the Warrant Shares (as defined in the Circular) at the Strike Price (as defined in the Circular) upon the exercise of the Subscription Rights (as defined in the Circular) be and is hereby approved, and subject to the completion of the Warrant Subscription Agreement, any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be

necessary, appropriate, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to any matter relating to or incidental to the Specific Mandate; and

- (d) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to the Warrant Subscription Agreement, the Warrant Instrument and the transactions contemplated thereunder.”

By order of the Board
Fortunet e-Commerce Group Limited
Mr. Cheng Jerome
Chairman

Hong Kong, 19 July 2018

Notes:

1. A member of the Company entitled to attend and vote at the EGM by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. Where there are joint holders of any share of the Company, any one of such joint holder 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 the EGM, 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. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company’s Hong Kong branch share registrar, 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 the holding of the meeting or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange.

As at the date of this notice, the executive Directors are Mr. Cheng Jerome and Mr. Yuan Weitao; the non-executive Director is Mrs. Guo Yan; and the independent non-executive Directors are Mr. Wong Chi Keung, Mr. Liu Jialin and Mr. Chan Chi Keung Alan.