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VESTATE GROUP HOLDINGS LIMITED

國投集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1386)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Vestate Group Holdings Limited (the “**Company**”) will be held at Room 631, 6/F, Kowloonbay, International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay Kowloon, Hong Kong on Friday, 21 June 2019 at 2:30 p.m. to consider, and if thought fit, passing with or without amendments the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** BDO Limited be and is hereby removed as the auditors of the Company and any of its subsidiaries pursuant to Article 155(2) of the articles of association of the Company with immediate effect.”

ORDINARY RESOLUTION

2. “**THAT** subject to the passing of the special resolution in relation to the removal of BDO Limited above, Elite Partners CPA Limited be and is hereby appointed as the auditors of the Company and any of its subsidiaries with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By order of the Board
Vestate Group Holdings Limited
ZHU Xiaojun
Chairman

Hong Kong, 29 May 2019

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Unit E, 22nd Floor
Tower A, Billion Centre
1 Wang Kwong Road, Kowloon Bay
Kowloon, Hong Kong

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
- (2) In case of joint registered holders of any share in the Company, any one of such persons may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the extraordinary general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall be entitled to vote in respect thereof.
- (3) To be valid, the form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 2:30 p.m. on Wednesday, 19 June 2019 (Hong Kong time), being 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- (4) Completion and return of the form of proxy will not preclude members from attending and voting at the meeting or any adjournment thereof, if you so wish.
- (5) In compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, all resolutions set out in this notice of EGM will be voted by way of poll.
- (6) The record date for determining the entitlement of the shareholders of the Company to attend and vote at the above meeting will be 17 June 2019. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, 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 17 June 2019.

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. ZHU Xiaojun
Mr. KANG Jianming
Ms. CAI Jiaying
Mr. YIN Wansun

Independent Non-executive Directors:

Ms. ZHAO Hong
Mr. CHAU Wai Hing
Mr. YU Lei