Xinchengyue Holdings Limited
新城悅控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1755)

NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 FEBRUARY 2019

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Xinchengyue Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") will be held at Unit 1103-06, China Building, 29 Queen's Road Central, Hong Kong on Friday, 15 February 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, with or without amendment, passing the following resolution:

ORDINARY RESOLUTION

1. "**THAT**:

(a) the 2019 Services Framework Agreement, a copy of which is tabled at the meeting and marked "A" and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder, be and are hereby confirmed and approved;

(b) the Annual Cap be and is hereby approved; and

(c) any one Director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and completion of the 2019 Services Framework Agreement."

By Order of the Board
Xinchengyue Holdings Limited
Qi Xiaoming
Chairman
Executive Director
Chief Executive Officer

Hong Kong, 18 January 2019

Notes:

(1) A member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and, on a poll, to vote instead of him. A member holding two or more shares may appoint more than one proxy. A proxy need not be a member of the Company, but must attend the EGM in person to represent him.

(2) A **white** form of proxy for use at the EGM is enclosed with the circular dated 18 January 2019 despatched to members of the Company.

(3) In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, 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 for holding the EGM or any adjournment thereof failing which the form of proxy will not be valid. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person if he so wishes. In the event that a member attends and votes at the EGM after having lodged his form of proxy, his form of proxy shall be deemed to be revoked.

(4) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

The register of members of the Company will be closed from Tuesday, 12 February 2019 to Friday, 15 February 2019 (both days inclusive) and during such period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 11 February 2019.

As at the date of this notice, the Board comprises nine members, being Qi Xiaoming^ (Chairman and Chief Executive Officer), Wu Qianqian^, Lan Ziyong^, Wang Zhenhua^^, Lv Xiaoping^^, Lu Zhongming^^, Zhang Yan^^^, Zhu Wei^^^ and Xu Xinmin^^^.

^ Executive Directors

^^ Non-executive Directors

^^^ Independent Non-executive Director