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If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Holly Futures (a joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 弘業期貨股份有限公司 and carrying on business in Hong Kong as Holly Futures) (the "**Company**"), you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Holly Futures

(a joint stock company incorporated in the People's Republic of China (the "PRC" or "China") with limited liability under the Chinese corporate name 弘業期貨股份有限公司 and carrying on business in Hong Kong as Holly Futures) (the "Company")
(Stock Code: 3678)

PROPOSALS FOR PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018 REMUNERATION PACKAGE FOR DIRECTORS AND SUPERVISORS FOR THE YEAR 2018 PROPOSED CHANGES IN THE USE OF PROCEEDS OF THE GLOBAL OFFERING AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 10 of this circular. A notice convening the annual general meeting of the Company (the "**AGM**") to be held at Conference Room, 9/F, Holly Tower, No. 50 Zhonghua Road, Nanjing, the PRC on Thursday, 6 June 2019 at 2:00 p.m. is set out on pages 11 to 13 of this circular.

Shareholders who intend to attend the AGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company (for holders of H Shares of the Company) or to the headquarters in the PRC of the Company (for holders of Domestic Shares of the Company) on or before Friday, 17 May 2019.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the form of proxy for the AGM must be deposited by hand or post, for holders of H Shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and, for holders of Domestic Shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the AGM (i.e. before 2:00 p.m. on Wednesday, 5 June 2019) (or any adjournment thereof) for taking the poll. If the form of proxy is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

18 April 2019

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DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held on Thursday, 6 June 2019 at 2:00 p.m. at Conference Room, 9/F, Holly Tower, No. 50 Zhonghua Road, Nanjing, the PRC, notice of which is set out on pages 11 to 13 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“Board”	the board of Directors of the Company
“Company”	Holly Futures Co., Ltd. (弘業期貨股份有限公司), a joint stock limited company established under the laws of the PRC with limited liability on 29 November 2012 and carrying on business in Hong Kong as “Holly Futures”, whose H Shares are listed and traded on the Hong Kong Stock Exchange (stock code: 3678)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestics Share(s)”	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC natural persons or entities established under the laws of the PRC
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each listed on the Main Board of the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC” or “China”	The People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shares(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Working Day”	days on which banks in China are generally open for business, other than Saturday, Sunday (except days on which open for business due to adjustment of Chinese holidays) or any other statutory holidays in the PRC
“%”	per cent

LETTER FROM THE BOARD



Holly Futures

(a joint stock company incorporated in the People's Republic of China (the "PRC" or "China") with limited liability under the Chinese corporate name 弘業期貨股份有限公司 and carrying on business in Hong Kong as Holly Futures) (the "Company")
(Stock Code: 3678)

Executive Directors:

Mr. Zhou Yong (周勇) (Chairman)

Ms. Zhou Jianqiu (周劍秋) (General Manager)

Non-executive Directors:

Mr. Xue Binghai (薛炳海)

Mr. Zhang Ke (張柯)

Mr. Shan Bing (單兵)

Independent non-executive Directors:

Mr. Zhang Hongfa (張洪發)

Mr. Lam Kai Yeung (林繼陽)

Mr. Wang Yuetang (王躍堂)

Registered office and

headquarters in the PRC:

No. 50 Zhonghua Road
Nanjing, the PRC

Place of business in Hong Kong
registered under Part 16 of
the Companies Ordinance:

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai, Hong Kong

18 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018
REMUNERATION PACKAGE FOR DIRECTORS AND SUPERVISORS
FOR THE YEAR 2018
PROPOSED CHANGES IN THE USE OF PROCEEDS OF
THE GLOBAL OFFERING
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (a) the profit distribution plan for the year 2018; (b) the remuneration package for Directors and Supervisors for the year 2018; (c) the proposed

LETTER FROM THE BOARD

changes in the use of proceeds of the global offering; and (d) the other matters contained in the notice of AGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be tabled at the AGM.

II. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018

According to the annual results announcement of the Company for the year ended 31 December 2018 dated 22 March 2019, in view of the long-term development and interests of investors, the Company is expected to make the following profit distribution plan:

The Board proposed distribution of final dividend for the year ended 31 December 2018 (“**2018 Final Dividend**”) of RMB0.08 per Share (tax inclusive) in cash to Shareholders whose names appeared on the register of members on the equity registration date (the “**Equity Registration Date**”) of the distribution of cash dividend for 2018, namely Tuesday, 18 June 2019, and who are entitled to such distribution. Based on the total equity of the Company as of 31 December 2018, the aggregate amount to be distributed will be RMB72,560,000. The actual total cash dividend to be distributed is subject to the total equity of the Company on the Equity Registration Date. The 2018 Final Dividend of the Company is intended to be paid on Thursday, 25 July 2019. The dividend payable to holders of Domestic Shares of the Company will be in RMB while those payable to holders of H Shares of the Company will be in HK\$. The exchange rate shall be calculated on the basis of the average benchmark exchange rate between RMB and HK\$ as announced by the People’s Bank of China for the five Working Days prior to the date of the AGM of the Company.

The related resolution was considered and approved by the Board at the 4th meeting of the third session of the Board on 22 March 2019. It is hereby submitted to the AGM for consideration in accordance with the Articles of Association and the Rules of Procedures of the Shareholders’ General Meeting of the Company.

Subject to the approval of the resolution regarding the declaration of the 2018 Final Dividend at the AGM, the 2018 Final Dividend will be paid to the Shareholders whose names appear on the register of members of the Company on the Equity Registration Date, i.e. Tuesday, 18 June 2019, and who are entitled to such distribution. The register of members of the Company will be closed from Thursday, 13 June 2019 to Tuesday, 18 June 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for receiving the 2018 Final Dividend, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 12 June 2019. The Company has no obligation and will not be responsible for confirming the identities of the Shareholders. The Company held no liability in respect of any claims arising from any delay in, or inaccurate determination of the identity of the Shareholders or any disputes over the mechanism of withholding.

LETTER FROM THE BOARD

III. REMUNERATION PACKAGE FOR DIRECTORS AND SUPERVISORS FOR THE YEAR 2018

In accordance with relevant PRC policies and requirements, the Company formulated the remuneration package for Directors and Supervisors for the year ended 31 December 2018. Such resolution has been considered and approved by the Board at the 4th meeting of the third session of the Board held on 22 March 2019, and is hereby submitted to the AGM for consideration in accordance with the Articles of Association. Details of the remuneration package are as follows:

Name	Position	Basic remuneration (RMB)	Benefits (RMB)	Bonus (RMB)	Total (before tax) (RMB)
Zhou Yong	Chairman and executive Director	–	–	–	Not having received any remuneration from the Company
Zhou Jianqiu	Executive Director and general manager	358,004.00	420,000.00	15,020.00	793,024.00
Xue Binghai	Non-executive Director	–	–	–	Not having received any remuneration from the Company
Zhang Ke	Non-executive Director	–	–	–	Not having received any remuneration from the Company
Shan Bing	Non-executive Director	–	–	–	Not having received any remuneration from the Company
Li Xindan ⁽¹⁾	Independent non-executive Director	104,163.11	–	–	104,163.11
Zhang Hongfa	Independent non-executive Director	119,042.88	–	–	119,042.88
Lam Kai Yeung	Independent non-executive Director	121,165.60	–	–	121,165.60
Wang Yuetang ⁽²⁾	Independent non-executive Director	14,880.95	–	–	14,880.95
Xu Yingying	Chairlady of the Supervisory Committee	83,200.00	187,189.25	35,820.00	306,209.25
Wang Jianying	Supervisor	–	–	–	Not having received any remuneration from the Company
Yu Hong	Supervisor	289,599.00	331,179.00	30,420.00	651,198.00

LETTER FROM THE BOARD

Notes:

1. Mr. Li Xindan retired as an independent non-executive Director with effect from 15 November 2018.
2. Mr. Wang Yuetang was appointed as an independent non-executive Director with effect from 15 November 2018.

IV. PROPOSED CHANGES IN THE USE OF PROCEEDS OF THE GLOBAL OFFERING

References are made to the prospectus of the Company dated 16 December 2015 (the “**Prospectus**”) and the announcement of the Company dated 29 December 2015, in respect of the Offer Price under the Global Offering and announcement of allotment results. Unless the context otherwise requires, capitalised terms used in this section shall have the same meanings as those defined in the Prospectus.

1. BACKGROUND INFORMATION

As approved by CSRC Zheng Jian Xu Ke [2015] No. 1963, the Company was listed on the Main Board of the Hong Kong Stock Exchange on 30 December 2015 with an issue of 249,700,000 H Shares (including 227,000,000 H Shares offered by the Company and 22,700,000 H Shares offered by the Selling Shareholders) under the Global Offering (the “**H Share Global Offering**”), at an issue price of HK\$2.43 per H Share, raising total proceeds of approximately HK\$607 million. The net proceeds received from the H Share Global Offering amounted to approximately HK\$536 million (the “**Net Proceeds**”) after deducting the underwriting fees and expenses payable by the Company in the H Share Global Offering.

According to the disclosure in respect of the use of proceeds from the H Share Global Offering as set out in the Prospectus, the Company intended to use the proceeds for the following purposes:

- (a) approximately 32% will be applied to develop the Group’s Hong Kong and global futures business, which mainly refers to the further development of the Group’s Hong Kong and global futures business by, among other things, pursuing acquisition when we deem appropriate, trying to apply for additional licenses to conduct other regulated securities and futures related activities in Hong Kong and offering a wider range of futures related products and services;
- (b) approximately 25% will be applied to develop asset management business, which mainly refers to the further development of asset management business by, among other things, expanding the variety of the Group’s asset management schemes and products offering, providing seed money of collective asset management schemes to be established by the Group and developing our own investment advisory team;
- (c) approximately 20% will be applied to develop commodity trading and risk management business, which mainly refers to the further development of commodity trading and risk management business by providing additional capital to Holly Capital;

LETTER FROM THE BOARD

- (d) approximately 10% will be applied to develop and strengthen existing futures brokerage business, which mainly refers to the further development and strengthening of existing futures brokerage business by, among other things, optimising our branch coverage network and geographical coverage, conducting more internet (on-line) related services and sales and hiring more sales and marketing staff as well as client managers;
- (e) approximately 5% will be applied to purchase IT equipments and software, which mainly refers to the purchase of IT equipments and software for upgrading and improving the Group's IT infrastructure and capacities, including on-line trading platform, risk monitoring programmes and software and computer programme structure for the provision of personalised trading and risk management functions; and
- (f) approximately 8% will be applied to general working capital of the Group.

As at 31 December 2018, approximately HK\$101.2 million of the Net Proceeds have not been utilised.

2. PROPOSED CHANGES IN THE USE OF PROCEEDS

Reference is made to the announcement of the Company dated 22 March 2019, the Board resolved to reallocate HK\$50 million among the unutilised net proceeds, which was initially allocated to develop and strengthen existing futures brokerage business, to develop the Group's Hong Kong and global futures business (the **"Proposed Reallocation"**).

Set out below is a summary of the Proposed Reallocation from the use of proceeds as set out in the Prospectus to actual net proceeds:

No.	Use of proceeds	Initial allocation of the Net Proceeds (HK\$)	Amount utilised as at 31 December 2018 (HK\$)	Remaining amount of the Net Proceeds for allocation as at 31 December 2018 (HK\$)	Proposed Reallocation
1	Developing the Hong Kong and global futures business	171,567,448.95	165,000,000.00	6,567,448.95	Increase of HK\$50 million to develop the Group's Hong Kong and global futures business
2	Developing asset management business	134,037,069.50	121,355,818.08	12,681,251.42	N/A
3	Developing the commodity trading and risk management business	107,229,655.60	97,838,074.22	9,391,581.38	N/A

LETTER FROM THE BOARD

No.	Use of proceeds	Initial allocation of the Net Proceeds (HK\$)	Amount utilised as at 31 December 2018 (HK\$)	Remaining amount of the Net Proceeds for allocation as at 31 December 2018 (HK\$)	Proposed Reallocation
4	Developing and strengthening the existing futures brokerage business	53,614,827.80	519,947.38	53,094,880.42	Reallocate HK\$50 million of the balance to develop Group's Hong Kong and global futures business
5	Purchasing IT equipment and software	26,807,413.90	7,335,653.20	19,471,760.70	N/A
6	For general working capital purpose	42,891,862.24	42,885,620.30	6,241.94	N/A
Total		<u>536,148,277.99</u>	<u>434,935,113.18</u>	<u>101,213,164.81</u>	

3. REASONS FOR PROPOSED CHANGES IN THE USE OF PROCEEDS

Reasons for the Proposed Reallocation are as follows:

(a) Inefficient use of part of the proceeds

Due to the rapid development of the internet business in recent years, the marketing model of futures companies has undergone major changes. The business development of the Company has undergone transformation, and the use of proceeds to “developing and strengthening the existing futures brokerage business” becomes inefficient.

(b) Responding to the business development needs of Holly Su Futures

In view of the current use of proceeds and the business development needs of Holly Su Futures, it is proposed to change the use of proceeds to increase the capital of Holly Su Futures with part of the remaining proceeds.

(c) Expanding the Group's securities business and asset management business in Hong Kong

In January 2017, Holly Su Futures was licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO in Hong Kong; and in August 2018, Holly Su Asset Management Company Limited, a subsidiary of Holly Su Futures, was licensed to carry on Type 4 (advising on securities) and Type 9 (providing asset management) regulated activities under the SFO in Hong Kong. Therefore, increasing capital of these companies will help them better carry out the above related businesses. According to the Company's strategic plans, Holly Su Futures will also carry out

LETTER FROM THE BOARD

relevant overseas investment, and its capital increase is in line with the Company's strategic development plans, which is conducive to the continuous enhancement of financial strength and comprehensive competitiveness.

4. OPINION OF THE BOARD

The Board is of the view that the Proposed Reallocation will enable the Company to deploy its financial resources more effectively, enhance the Company's future business development and better cater to the Company's existing business needs, which will be beneficial to the continuous and rapid development of the Group, so as to strengthen its overall market position. The Board views that the Proposed Reallocation is in line with the business strategy of the Group and will not adversely affect the operation and business of the Group and is in the interests of the Company and the Shareholders as a whole.

The Board confirms that there is no material change in the nature of the business of the Group as set out in the Prospectus. Save as disclosed in this announcement, there is no other change in the use of the Net Proceeds.

5. OTHER MATTERS

In accordance with the Articles of Association and the relevant laws and regulations, the reallocation of the use of proceeds is subject to the approval of the Shareholders at the general meeting of the Company by ordinary resolution. According to relevant laws and regulations, the Proposed Reallocation is subject to the approval of the relevant Chinese regulatory authorities such as SAFE and NDRC and filing with relevant institutions.

V. AGM

A notice convening the AGM of the Company to be held at Conference Room, 9/F, Holly Tower, No. 50 Zhonghua Road, Nanjing, the PRC at 2:00 p.m. on Thursday, 6 June 2019, is set out on pages 11 to 13 of this circular.

Shareholders who intend to attend the AGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) or to the headquarters of the Company in the PRC (for holders of Domestic Shares of the Company) on or before Friday, 17 May 2019.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the form of proxy for the AGM must be deposited by hand or post, for holders of H Shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and, for holders of Domestic Shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the AGM (i.e. before 2:00 p.m. on Wednesday, 5 June 2019) (or any adjournment thereof) for taking the poll. If the form of proxy is signed by a person under a power of attorney or

LETTER FROM THE BOARD

other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

VII. RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the profit distribution plan for the year 2018; (b) the remuneration package for Directors and Supervisors for the year 2018; (c) the proposed changes in the use of proceeds of the global offering; and (d) the other matters contained in the notice of AGM, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

VIII. MISCELLANEOUS

Unless stated otherwise, the Chinese text of this circular shall prevail over the English text for the purpose of interpretation.

By order of the Board
Ms. Zhou Jianqiu
Executive Director

NOTICE OF ANNUAL GENERAL MEETING



Holly Futures

(a joint stock company incorporated in the People's Republic of China (the "PRC" or "China") with limited liability under the Chinese corporate name 弘業期貨股份有限公司 and carrying on business in Hong Kong as Holly Futures) (the "Company")
(Stock Code: 3678)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "AGM") of the Company will be held at 2:00 p.m. on Thursday, 6 June 2019 at Conference Room, 9/F, Holly Tower, No. 50 Zhonghua Road, Nanjing, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the 2018 annual report, including (i) the H Shares annual report of the Company for the year ended 31 December 2018 and (ii) the annual report of the Company for the year ended 31 December 2018 prepared in accordance with the relevant regulations and requirements of the China Securities Regulatory Commission;
2. To consider and approve the report of the board of directors of the Company (the "**Board**") for the year ended 31 December 2018;
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018;
4. To consider and approve the final financial report of the Company for the year ended 31 December 2018;
5. To consider and approve the profit distribution plan of the Company and declaration of final dividend for the year ended 31 December 2018;
6. To consider and approve the re-appointment of KPMG Huazhen LLP as the PRC auditor and KPMG as the Hong Kong auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the general manager's office of the Company to fix their remuneration at its meetings;

NOTICE OF ANNUAL GENERAL MEETING

7. To authorise the Board to fix the remuneration package of the directors and supervisors of the Company for the year ended 31 December 2018; and
8. To consider and approve the proposed changes in use of proceeds from the H share global offering of the Company.

By order of the Board
Ms. Zhou Jianqiu
Executive Director

Nanjing, China, 18 April 2019

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Tuesday, 7 May 2019 to Thursday, 6 June 2019 (both days inclusive), during which period no transfer of Shares of the Company can be registered. Holders of H Shares and Domestic Shares whose names appear on the registers of members of the Company after the close of business on Monday, 6 May 2019 shall be entitled to attend and vote at the AGM. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar 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 (for holders of H Shares of the Company) or the headquarters in the PRC of the Company (for holders of Domestic Shares of the Company), no later than 4:30 p.m. on Monday, 6 May 2019.
3. Shareholders who intend to attend the AGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) or to the headquarters in the PRC of the Company (for holders of Domestic Shares of the Company) on or before Friday, 17 May 2019.
4. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder.
5. In order to be valid, the form of proxy for the AGM must be deposited by hand or post, for holders of H Shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and, for holders of Domestic Shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the AGM (i.e. before 2:00 p.m. on Wednesday, 5 June 2019) (or any adjournment thereof) for taking the poll. If the form of proxy is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

If the proxy is a legal person, its legal representative or any representative authorised by a resolution of its board of directors or by other governing body shall attend the above meeting of the Company on its behalf. If the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant ordinance from time to time, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at the above meeting; however, if more than one person are authorised, the power of attorney shall contain the number and class of shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can

NOTICE OF ANNUAL GENERAL MEETING

represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.

A vote provided in according to the instruments in such form of proxy shall be valid, notwithstanding the previous death or loss of capacity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares with respect to which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.

6. In case of joint shareholder for any share, only the person whose name is at the first place on the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company and to attend or exercise all of the votes relating to the shares.
7. Shareholders or their proxies shall provide their identity documents when attending the AGM.
8. The address of the headquarters of the Company in the PRC is No. 50 Zhonghua Road, Nanjing, the PRC.
9. In this notice of AGM, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company's circular dated 18 April 2019.