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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 registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 7Road Holdings Limited you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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第七大道
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7Road Holdings Limited

第七大道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 797)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of 7Road Holdings Limited to be held at the conference room of the Company at 17/F, Ke Xing Science Park, 15 Ke Yuan Road, the Science and Technology Park, Nanshan District, Shenzhen, the PRC on Thursday, 20 June 2019 at 10:00 a.m. is set out on pages 18 to 23 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.7road.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. 10:00 a.m. on Tuesday, 18 June 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish.

20 May 2019

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DEFINITIONS

“Annual General Meeting”	the annual general meeting of the Company to be held at the conference room of the Company at 17/F, Ke Xing Science Park, 15 Ke Yuan Road, the Science and Technology Park, Nanshan District, Shenzhen, the PRC on Thursday, 20 June 2019 at 10:00 a.m. is set out on pages 18 to 23 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	The board of Directors
“Cayman Companies Law”	the Companies Law (2018 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	7Road Holdings Limited (第七大道控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on 6 September 2017
“Contractual Arrangement”	certain contractual arrangements entered into on 13 April 2018 by the Company
“Digital Hollywood”	Digital Hollywood Interactive Limited, a company listed on the Stock Exchange (Stock Code: 2022)
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to adjust the maximum number of Shares that may be allotted, issued and otherwise dealt with under the Issue Mandate or repurchased under the Repurchase Mandate (as the case may be), if the Company conducts a share consolidation or subdivision after the Issue Mandate or the Repurchase Mandate has been approved at the Annual General Meeting

DEFINITIONS

“Group”	the Company and all its subsidiaries and companies whose financial results have been consolidated and accounted as the subsidiaries of our Company by virtue of the Contractual Arrangements, or, where the context so requires, in respect of the period before our Company became the holding company of our current subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Huoerguosi 7Road”	Huoerguosi 7th Road Network Technology Co., Ltd. (霍爾果斯第七大道網絡科技有限公司), a company incorporated under the laws of the PRC with limited liabilities on 27 November 2015
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue or deal with new Shares not exceeding 20% of the aggregate number of issued shares of the Company as at the date of passing the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	16 May 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	18 July 2018, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate number of issued shares of the Company as at the date of passing of the relevant resolution granting the Repurchase Mandate
“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
“Share(s)”	ordinary shares at par value of US\$0.000005 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Shenzhen 7Road”	Shenzhen 7th Road Technology Co., Ltd. (深圳第七大道科技有限公司), a company incorporated under the laws of the PRC with limited liability on 22 January 2008
“Shenzhen Qianqi”	Shenzhen Qianqi Network Technology Co., Ltd. (深圳千奇網絡科技有限公司), a company incorporated under the laws of the PRC with limited liability on 28 November 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



第七大道
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7Road Holdings Limited

第七大道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 797)

Executive Directors:

Mr. Meng Shuqi (*Chairman and chief executive officer*)
Mr. Li Zhengquan (*Chief financial officer*)
Mr. Yang Cheng (*Vice president*)

Non-executive Directors:

Mr. Li Shimeng
Mr. Yan Kaidan

Independent Non-executive Directors:

Mr. Xue Jun
Mr. Liu Yunli
Mr. Wu Xiaoguang

Registered Office:

Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay Avenue,
P.O. Box 2547
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of business in Hong Kong:

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

20 May 2019

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the granting of the Issue Mandate, Repurchase Mandate and Extension Mandate to the Directors; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

ISSUE MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the proposed Issue Mandate to issue Shares. An ordinary resolution numbered 4(A) will be proposed at the Annual General Meeting to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares in the share capital of the Company up to 20% of the aggregate number of issued shares of the Company as at the date of the passing of the proposed resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the aggregate number of issued Shares was 2,666,680,000 Shares. Subject to the passing of the above ordinary resolution and on the basis that there is no change in the number of the issued shares during the period between the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which may be allotted, issued and otherwise deal with pursuant to the Issue Mandate will be 533,336,000 Shares, being 20% of the aggregate number of issued Shares as at the date of passing of the resolution to approve the Issue Mandate.

The Issue Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by the ordinary resolutions passed by the ordinary resolutions passed by the Shareholders in general meeting prior to the next annual general meeting of the Company.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 4(B) will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase issued Shares representing up to 10% of the aggregate number of issued shares of the Company as at the date of the passing of the resolution in relation to the Repurchase Mandate. Assuming that there is no change in the number of the issued Shares during the period between the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 266,668,000 Shares, being 10% of the total number of issued Shares as at the date of passing of such resolution. The Repurchase Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by the ordinary resolutions passed by the Shareholders in general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

EXTENSION MANDATE

If the Company conducts a share consolidation or subdivision after the Issue Mandate or the Repurchase Mandate has been approved at the Annual General Meeting, the maximum number of Shares that may be allotted, issued and otherwise dealt with under the Issue Mandate or repurchased under the Repurchase Mandate (as the case may be) as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, under the ordinary resolution 4(C).

As required by the Listing Rules, an explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Articles 108 (a) and (b) of the Articles of Association, Mr. Meng Shuqi, Mr. Li Shimeng and Mr. Yan Kaidan will retire by rotation at the Annual General Meeting. Furthermore, pursuant to Article 112 of the Articles of Association, Mr. Yang Cheng, Mr. Li Zhengquan and Mr. Xue Jun will retire from offices as Directors at the Annual General Meeting. All aforementioned retiring Directors are eligible and will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Monday, 17 June 2019 to Thursday, 20 June 2019, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Friday, 14 June 2019.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 18 to 23 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (i) the granting of the Issue Mandate, Repurchase Mandate and Extension Mandate to the Directors; and (ii) the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.7road.com. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. 10:00 a.m. on Tuesday, 18 June 2019) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment if they so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each fully paid share registered in his/her/its name in the register. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, 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 or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the retiring Directors are in the best interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
7Road Holdings Limited
Meng Shuqi
Chairman

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting and which are required to be disclosed under the Listing Rules.

Executive Directors

Mr. Meng Shuqi (孟書奇) (“Mr. Meng”), aged 40, was appointed as a Director of the Company on 6 September 2017; and further appointed as the chief executive officer and the chairman of the Board, and redesignated as an executive Director on 6 March 2018. He is responsible for the overall management, strategic planning and decision-making of the Group. Mr. Meng has more than 13 years of experience in the internet and game industry. Prior to joining the Group, from May 2004 to October 2006, Mr. Meng had served as a business manager in A8 Music Group, a company primarily engaged in value-added telecommunication service, where Mr. Meng was in charge of its business operation and commercial decision-making. Mr. Meng joined Shenzhen 7Road in June 2009. He had served as the chief operation officer and a director of Shenzhen 7Road since May 2011. He ceased to be the director of Shenzhen 7Road in May 2013 and subsequently retired from his role as the chief operation officer in February 2014. In April 2015, Mr. Meng returned to Shenzhen 7Road and has been acting as the chief executive officer of Shenzhen 7Road since then. He has also been acting as the director and chairman of the board of Shenzhen 7Road since August 2015. Despite his temporary absence in the management of Shenzhen 7Road from March 2014 to March 2015, Mr. Meng has been in charge of the overall management, strategic planning and decision-making of Shenzhen 7Road most of the time since 2011.

Mr. Meng has been the non-executive director of Digital Hollywood from November 2015 to December 2018.

As at the Latest Practicable Date, Mr. Meng had interest in 528,854,000 Shares or underlying Shares of the Company within the meaning of Part XV of the SFO, which represents approximately 19.83% of the total Shares in issue. In addition, Mr. Meng also had interests in 21.50% of registered capital of each Shenzhen 7Road, Shenzhen Qianqi and Huoerguosi 7Road. Save as aforesaid, Mr. Meng did not have any other interests in Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Meng did not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Meng does not hold any job position in the Company or its subsidiaries.

Save as disclosed above, Mr. Meng does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders of the Company.

Mr. Meng has entered into a service contract with the Company. Mr. Meng is subject to retirement by rotation and re-election at the Company's annual general meetings at least once every three years in accordance with the Articles of Associations. Mr. Meng is entitled to an annual remuneration of HK\$100,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

Save as disclosed above, there is no other information related to Mr. Meng that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Yang Cheng (楊成) ("Mr. Yang"), aged 41, was appointed as an executive Director of the Company on 29 October 2018. Mr. Yang has been appointed as the vice president of the Company since 12 October 2018. Mr. Yang has over 15 years of experience in financial management. Mr. Yang managed the overall financial affairs of Besttone Holding Co., Ltd, a listed company on the Shanghai Stock Exchange in China (Stock Code: 600640), for more than 10 years, as the general manager of the planning and finance department and the chief financial officer. Subsequent to those, Mr. Yang worked in a technology company to assist in the overall management. Mr. Yang obtained a bachelor's degree in Economics from East China University of Science and Technology in July 2000, and a master's degree in financial management from the same university in March 2003. Mr. Yang obtained the qualification of senior accountant in December 2009.

As at the Latest Practicable Date, Mr. Yang did not have any interest in Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yang did not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Yang does not hold any job position in the Company or its subsidiaries.

Save as disclosed above, Mr. Yang does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders of the Company.

Mr. Yang has entered into a service contract with the Company. Mr. Yang shall hold office until this Annual General Meeting and is subject to retirement from office and re-election at this Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles of Associations. Mr. Yang is entitled to an annual remuneration of RMB1.00 million without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

Save as disclosed above, there is no other information related to Mr. Yang that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Li Zhengquan (李正全), aged 42, was appointed as an executive director and the chief financial officer of the Company on 30 April 2019. Mr. Li Zhengquan has over 12 years of experience in financial management. Mr. Li Zhengquan worked as the assistant director of the research center of Wuxi Municipal Government (無錫市委研究室) from December 2006 to June 2011. Mr. Li Zhengquan served as the assistant president of Guolian Securities Co., Ltd. (國聯證券股份有限公司) ("**Guolian Securities**"), from July 2011 to December 2012. Mr. Li Zhengquan then served as the deputy general manager of Guolian Trust Co., Ltd. (國聯信託股份有限公司) from January 2013 to December 2013. He served as the director of Hua Ying Securities Co., Ltd. (華英證券有限責任公司) from April 2016 to September 2017. Mr. Li Zhengquan also served as the vice president and the secretary of the board of directors of Guolian Securities, a company whose shares were listed on the Stock Exchange in July 2015 (Stock code: 1456), from January 2014 to November 2018. Mr. Li Zhengquan has been acting as a non-independent director of Cloud Live Technology Group Co., Ltd. (中科雲網科技集團股份有限公司), a company whose shares were listed on The Shenzhen Stock Exchange in November 2009 (Stock code: 002306), since March 2019.

In addition, Mr. Li Zhengquan obtained a doctor's degree in economics from Peking University (北京大學) in July 2005, and has been a member of the Professional Committee of Direct Investment Industry of the Securities Association of China since July 2012.

As at the Latest Practicable Date, Mr. Li Zhengquan did not have any interest in Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li Zhengquan did not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Li Zhengquan does not hold any job position in the Company or its subsidiaries.

Save as disclosed above, Mr. Li Zhengquan does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders of the Company.

Mr. Li Zhengquan has entered into a service contract with the Company. Mr. Li Zhengquan shall hold office until this Annual General meeting and is subject to retirement from office and re-election at this Annual General Meeting and thereafter shall be subject to retirement by re-election at the Company's annual general meetings in accordance with the Articles of Associations. Mr. Li Zhengquan is entitled to an annual remuneration of RMB1.00 million without discretionary bonus. The remuneration was determined by the Board with reference to the prevailing market conditions, his experience, duties and responsibilities with the Company.

Save as disclosed above, there is no other information related to Mr. Li Zhengquan that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Non-executive Directors

Mr. Li Shimeng (李詩夢), aged 32, was appointed as a non-executive Director of the Company on 6 March 2018. Mr. Li Shimeng is responsible for supervising the management of our Group. Mr. Li Shimeng has been acting an executive director of Shenzhen Ta Shan Corporate Management Consultancy Co., Ltd. since September 2016. Mr. Li Shimeng received his master's degree in law from Wuhan University in July 2009.

As at the Latest Practicable Date, Mr. Li Shimeng did not have any interest in Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li Shimeng did not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Li Shimeng does not hold any job position in the Company or its subsidiaries.

Save as disclosed above, Mr. Li Shimeng does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders of the Company.

Mr. Li Shimeng has entered into a service contract with the Company. Mr. Li Shimeng is subject to retirement by rotation and re-election at the Company's annual general meetings at least once every three years in accordance with the Articles of Associations. Mr. Li Shimeng is entitled to an annual remuneration of HK\$100,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

Save as disclosed above, there is no other information related to Mr. Li Shimeng that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Yan Kaidan (嚴凱聃) ("Mr. Yan"), aged 29, was appointed as a non-executive Director of the Company on 6 March 2018. Mr. Yan is responsible for supervising the management of our Group. Mr. Yan has been acting as an executive director of Shanghai Lu Xin Investment Management Co., Ltd since July 2017. Mr. Yan received his bachelor's degree in information management and information system from Zhejiang Gong Shang University in June 2013.

As at the Latest Practicable Date, Mr. Yan did not have any interest in Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yan did not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Yan does not hold any job position in the Company or its subsidiaries.

Save as disclosed above, Mr. Yan does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders of the Company.

Mr. Yan has entered into a service contract with the Company. Mr. Yan is subject to retirement by rotation and re-election at the Company's annual general meetings at least once every three years in accordance with the Articles of Associations. Mr. Yan is entitled to an annual remuneration of HK\$100,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

Save as disclosed above, there is no other information related to Mr. Yan that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Independent Non-executive Director

Mr. Xue Jun (薛隽) (“Mr. Xue”), aged 43, was appointed as an independent non-executive Director of the Company on 14 December 2018. Mr. Xue has over 20 years of experience in auditing and financial management. Mr. Xue served as an audit manager in PricewaterhouseCoopers from July 1998 to October 2005. He has been acting as a partner and the deputy principal of Shanghai My Whole Way Certified Public Accountants (上海浩威會計師事務所) since October 2005. Mr. Xue obtained his bachelor’s degree in Economics from Shanghai Jiaotong University in June 1998. Mr. Xue obtained the qualification of Chinese Certified Public Accountant and Chartered Financial Analyst in December 2001 and November 2010, respectively.

As at the Latest Practicable Date, Mr. Xue did not have any interest in Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Xue did not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Xue does not hold any job position in the Company or its subsidiaries.

Mr. Xue does not have any relationship with other Directors, senior management, or substantial or controlling Shareholders of the Company.

Mr. Xue has entered into a service contract with the Company. Mr. Xue shall hold office until this Annual General Meeting and is subject to retirement from office and re-election at this Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Articles of Associations. Mr. Xue is entitled to an annual remuneration of HK\$300,000 without discretionary bonus. The remuneration was determined by the Board with reference to the prevailing market conditions, his experience, duties and responsibilities with the Company.

Save as disclosed above, there is no other information related to Mr. Xue that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,666,680,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date up to the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 266,668,000 Shares, which represent 10% of the number of issued shares of the Company as at the date of the Annual General Meeting, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by the ordinary resolutions passed by the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

FUND OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Law. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of either the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital (including share premium account and capital redemption reserve) if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business.

IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2018, being the date of the latest published audited financial statements of the Company) if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (has defined under the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands, and are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2018		
July	1.59	1.38
August	1.52	1.18
September	1.48	1.20
October	1.48	1.22
November	1.47	1.25
December	1.50	1.30
2019		
January	1.50	1.30
February	1.53	1.37
March	1.60	1.37
April	1.48	1.36
May (up to the Latest Practical Date)	1.49	1.37

NOTICE OF ANNUAL GENERAL MEETING



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7Road Holdings Limited

第七大道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 797)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of 7Road Holdings Limited (the “**Company**”) will be held at the conference room of the Company at 17/F, Ke Xing Science Park, 15 Ke Yuan Road, the Science and Technology Park, Nanshan District, Shenzhen, the PRC on Thursday, 20 June 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2018.
2. a. To re-elect the following retiring directors of the Company:
 - i. to re-elect Mr. Meng Shuqi as an executive director of the Company;
 - ii. to re-elect Mr. Yang Cheng as an executive director of the Company;
 - iii. to re-elect Mr. Li Zhengquan as an executive director of the Company;
 - iv. to re-elect Mr. Li Shimeng as a non-executive director of the Company;
 - v. to re-elect Mr. Yan Kaidan as a non-executive director of the Company; and
 - vi. to re-elect Mr. Xue Jun as an independent non-executive director of the Company.
- b. To authorise the board of directors (the “**Board**”) of the Company to fix the remuneration of the directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint PricewaterhouseCoopers, Certified Public Accountants, as the auditor of the Company until the conclusion of the next annual general meeting of the Company and authorise the Board to fix the auditor's remuneration.
4. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which

NOTICE OF ANNUAL GENERAL MEETING

carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;

(iv) for the purpose of this resolution:

(a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “**Rights Issue**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “That:

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of issued shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

(C) “That:

conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board
7Road Holdings Limited
Meng Shuqi
Chairman

Shenzhen, PRC, 20 May, 2019

Registered office:

Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay Avenue,
P.O. Box 2547
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:

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

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Monday, 17 June 2019 to Thursday, 20 June 2019, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Friday, 14 June 2019.
- (v) In respect of ordinary resolution numbered 2(a) above, the board of directors of the Company proposes that the retiring Directors who will offer themselves for re-election, namely Mr. Meng Shuqi, Mr. Yang Cheng, Mr. Li Zhengquan, Mr. Li Shimeng, Mr. Yan Kaidan and Mr. Xue Jun, be re-elected as directors of the Company. Details of the directors to be re-elected are set out in Appendix I to the accompanied circular dated 20 May 2019.
- (vi) In respect of the ordinary resolution numbered 4(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of ordinary resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 20 May 2019.
- (viii) Ordinary resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.

As at the date of this notice, the executive directors of the Company are Mr. Meng Shuqi, Mr. Li Zhengquan and Mr. Yang Cheng; the non-executive directors of the Company are Mr. Li Shimeng and Mr. Yan Kaidan; and the independent non-executive directors of the Company are Mr. Xue Jun, Mr. Liu Yunli and Mr. Wu Xiaoguang.



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7Road Holdings Limited

第七大道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 797)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) _____ (block capitals)

of (Address) _____

being the holder(s) of _____ (see Note 1) shares of US\$0.000005 each in the capital of 7Road Holdings Limited (the “Company”) hereby appoint (Name) _____

of (Address) _____

or failing him/her (Name) _____

of (Address) _____

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at the conference room of the Company at 17/F, Ke Xing Science Park, 15 Ke Yuan Road, the Science and Technology Park, Nanshan District, Shenzhen, the PRC on Thursday, 20 June 2019 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2018.		
2(a).	To re-elect the following retiring directors of the Company:		
	(i) to re-elect Mr. Meng Shuqi as an executive director of the Company;		
	(ii) to re-elect Mr. Yang Cheng as an executive director of the Company;		
	(iii) to re-elect Mr. Li Zhengquan as an executive director of the Company;		
	(iv) to re-elect Mr. Li Shimeng as a non-executive director of the Company;		
	(v) to re-elect Mr. Yan Kaidan as a non-executive director of the Company; and		
	(vi) to re-elect Mr. Xue Jun as an independent non-executive director of the Company.		
2(b).	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint PricewaterhouseCoopers, Certified Public Accountants as the auditor of the Company until the conclusion of the next annual general meeting of the Company and authorise the Board to fix the auditor’s remuneration.		
4(A).	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company.		
4(B).	To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company.		
4(C).	To extend the authority given to the directors pursuant to ordinary resolution no. 4(A) to issue shares by adding to the number of issued shares of the Company the number of shares repurchased under ordinary resolution no. 4(B).		

Dated this _____ day of _____, 2019

Signature(s) _____ (see Note 5)

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
4. If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, 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 meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. To be valid, this form of proxy must be completed, signed and deposited at the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) as soon as possible and in any event not later than 48 hours before the time for holding the meeting (i.e. 10:00 a.m. on Tuesday, 18 June 2019). The completion and return of the form of proxy shall not preclude the shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
7. A proxy needs not be a shareholder of the Company.