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QUAM LIMITED

華富國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 952)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Quam Limited (the “Company”) will be held at Victoria Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Thursday, 29 June 2017 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

A. ORDINARY RESOLUTION

“THAT:

- 1) the underwriting agreement dated 28 April 2017 (the “**Underwriting Agreement**”) entered into between the Company as issuer and Oceanwide Holdings International Financial Development Co., Ltd and Guotai Junan Securities (Hong Kong) Limited (the “**Underwriters**”) as underwriters (a copy of the Underwriting Agreement, which has been produced to the SGM marked “A” and initialled by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the arrangement for the taking up of the unsubscribed new shares of the Company (the “**Shares**”) to be allotted and issued under the Rights Issue as defined below, if any, by the Underwriters) be and are hereby approved, confirmed and ratified;
- 2) subject to: (a) the Underwriting Agreement becoming unconditional and the Underwriting Agreement not having been terminated by the Underwriters in accordance with the terms thereof; and (b) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting its permission for the listing of the Rights Shares as defined below (in their nil-paid and fully-paid forms) and for dealing in the Rights Shares (in their nil-paid and fully-paid forms) on the Main Board of the Stock Exchange and that such permission has not been withdrawn or revoked by the Posting Date (as defined in the circular),
 - (i) the issue by way of rights (the “**Rights Issue**”) to the shareholders of the Company (the “**Shareholders**”) other than the Excluded Shareholders (as defined below) whose names appear on the register of members of the Company on 13 July 2017 or such other date as the Company and the Underwriters may agree by

* For identification purpose only

reference to which entitlements to the Rights Issue are to be determined (the “**Record Date**”) (the “**Qualifying Shareholders**”) of 4,666,536,915 Shares (assuming no further issue or repurchase of Shares on or before the Record Date) (each a “**Rights Share**”) at the subscription price of HK\$1.10 per Rights Share on the basis of three Rights Shares for every one Share then held by the Qualifying Shareholders on the Record Date be and is hereby approved; and

- (ii) the board (the “**Board**”) of Directors (or its duly constituted committee) be and is hereby authorised to allot and issue the Rights Shares (in their nil-paid and fully-paid forms) pursuant to the Rights Issue provided that in the case of Shareholders whose addresses as shown on the register of members of the Company at the close of business on the Record Date are in any place outside Hong Kong and upon making enquiries and seeking advice of the Company’s legal advisers, the Directors consider it necessary or expedient not to offer the Rights Shares to such Shareholders (the “**Excluded Shareholders**”) having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange, in that place, the Rights Shares shall not be issued to the Excluded Shareholders but shall be aggregated and issued to a nominee to be named by the Company in nil-paid form and such Rights Shares shall be sold in the open market as soon as practicable after dealings in Rights Shares in their nil-paid form commence and the net proceeds of sale of such nil-paid Rights Shares (after deducting the expenses of sale, if any) which would otherwise have been provisionally allotted to the Excluded Shareholders shall be distributed pro rata (but rounded down to the nearest cent) to the Excluded Shareholders provided that individual amounts of less than HK\$100 shall be retained by the Company for its own benefit. Any such nil-paid Rights Shares which are not sold as aforesaid will be made available for excess application by the Qualifying Shareholders in accordance with the provisions of the circular; and
- 3) the Board (or its duly constituted committee) be and is hereby authorised to sign and execute such documents and do all such acts and things as it considers necessary, desirable or expedient in connection with or incidental to the implementation of or giving effect to the Rights Issue (including making such other exclusions or arrangements in relation to the Excluded Shareholders), the Underwriting Agreement and the transactions contemplated thereunder and to make or agree such variations, amendments or waiver as may in its discretion consider to be desirable and in the interests of the Company.”

B. SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Quam Limited” to “China Oceanwide International Financial Limited”, and the Chinese name “中國泛海國際金融有限公司” be adopted as the secondary name of the Company to replace its existing Chinese name “華富國際控股有限公司” (which has been used for identification purposes only) (collectively, the “**Change of Company Name**”) and that the Directors be and are hereby authorised to do all such acts and things and to sign, execute,

seal (where required) and deliver all such documents and to take all such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement the Change of Company Name.”

By Order of the Board
Quam Limited
Hortense CHEUNG Ho Sze
Company Secretary

Hong Kong, 31 May 2017

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*
18th and 19th Floors
China Building
29 Queen’s Road Central
Hong Kong

Notes:

1. A proxy form to be used for the SGM is enclosed with the circular dated 31 May 2017 issued by the Company.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
3. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire. In the event that you attend the SGM after having deposited a form of proxy, your form of proxy shall be deemed to be revoked.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation or institution, either under its common seal, or under the hand of any officer or attorney or other person, duly authorised; and the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. In the case of joint holders, any one of such joint holders may attend and vote at the SGM either personally or by proxy, but if more than one of such joint holders are present at the above meeting, the vote, whether personally or by proxy, of the said persons so present whose name stands first by the order stand in the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
6. The above resolutions will be put to vote at the SGM by way of poll.

As at the date of this notice, the Board comprises seven executive directors, namely Mr. HAN Xiaosheng, Mr. ZHANG Bo, Mr. Bernard POULIOT, Mr. ZHANG Xifang, Mr. LIU Hongwei, Mr. Kenneth LAM Kin Hing and Mr. Richard David WINTER; three non-executive directors, namely Mr. LIU Bing, Mr. FENG Henian and Mr. ZHAO Xiaoxia; and five independent non-executive directors, namely Mr. Roy LO Wa Kei, Mr. KONG Aiguo, Mr. HE Xuehui, Mr. HUANG Yajun and Mr. Robert CHAN Tze Leung.