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中國泛海國際金融有限公司
CHINA OCEANWIDE INTERNATIONAL FINANCIAL LIMITED

(Formerly known as Quam Limited)
(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 China Oceanwide International Financial Limited (the “**Company**”) will be held at East and West Rooms, 23/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Monday, 20 November 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

1. “**THAT**

- (a) the entering into of the China Oceanwide Framework Services Agreement as defined and described in the circular of the Company dated 31 October 2017 (the “**Circular**”), and the transactions contemplated thereunder and in connection therewith and any other documents ancillary to it, be and are hereby approved, ratified and confirmed, and the proposed annual caps set out in the Circular be and are hereby approved; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the China Oceanwide Framework Services Agreement, the transactions contemplated thereunder and the proposed annual caps (as defined in the Circular), as aforesaid.”

2. “**THAT**

- (a) the entering into of the Oceanwide Holdings Framework Services Agreement as defined and described in the Circular, and the transactions contemplated thereunder and in connection therewith and any other documents ancillary to it, be and are hereby approved, ratified and confirmed, and the proposed annual caps set out in the Circular be and are hereby approved; and

- (b) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Oceanwide Holdings Framework Services Agreement, the transactions contemplated thereunder and the proposed annual caps (as defined in the Circular), as aforesaid.”

3. “**THAT**

- (a) the entering into of the Tohigh Framework Services Agreement as defined and described in the Circular, and the transactions contemplated thereunder and in connection therewith and any other documents ancillary to it, be and are hereby approved, ratified and confirmed, and the proposed annual caps set out in the Circular be and are hereby approved; and
- (b) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Tohigh Framework Services Agreement, the transactions contemplated thereunder and the proposed annual caps (as defined in the Circular), as aforesaid.”

By Order of the Board
China Oceanwide International Financial Limited
Hortense CHEUNG Ho Sze
Company Secretary

Hong Kong, 31 October 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 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.
2. 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.
3. 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, 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.

4. 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 person 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.
5. The register of members of the Company will be closed from Thursday, 16 November 2017 to Monday, 20 November 2017, both days inclusive, during which period no transfer of shares will be registered. For the purpose of ascertaining shareholders' entitlement to attend and vote at the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at the address set out at Note (3) above not later than 4:30 p.m. on Wednesday, 15 November 2017.
6. If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 12:00 noon on the date of the SGM, the SGM will be postponed. The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.oceanwidefinancial.com) respectively to notify the shareholders of the Company of the date, time and place of the rescheduled meeting. The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the SGM under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.

As at the date of this notice, the board of directors of China Oceanwide International Financial Limited comprises five executive directors, namely Mr. HAN Xiaosheng, Mr. ZHANG Bo, Mr. ZHANG Xifang, Mr. LIU Hongwei and Mr. Kenneth LAM Kin Hing; four non-executive directors, namely Mr. Bernard POULIOT, Mr. LIU Bing, Mr. FENG Henian and Mr. ZHAO Xiaoxia; and four independent non-executive directors, namely Mr. Roy LO Wa Kei, Mr. KONG Aiguo, Mr. HE Xuehui and Mr. HUANG Yajun.