

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Share Economy Group Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

SHARE ECONOMY GROUP LIMITED

(共享經濟集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1178)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 3501-02, 35/F., Bank of America Tower, No. 12 Harcourt Road, Central, Hong Kong on Thursday, 7 December 2017 at 11:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the annual general meeting has been despatched to the shareholders of the Company on Tuesday, 31 October 2017. Such form of proxy is also published on the websites of the Company and The Stock Exchange of Hong Kong Limited.

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 deposit the same at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Tuesday, 5 December 2017. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

6 November 2017

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
General Mandate and Repurchase Mandate	3
Re-election of Directors	5
Proposed Change of Company Name	5
AGM	6
Responsibility statement	7
Recommendation	7
General	7
Miscellaneous	8
Appendix I — Explanatory Statement for the Repurchase Mandate	9
Appendix II — Details of Directors proposed to be re-elected at the AGM	12
Notice of AGM	21

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Thursday, 7 December 2017 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors and the Proposed Change of Company Name;
“Article(s)” or “Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules;
“Company”	Share Economy Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange;
“connected person”	has the same meaning ascribed to this term in the Listing Rules;
“Director(s)”	the directors of the Company from time to time;
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders;
“Group”	the Company and all of its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	31 October 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);

DEFINITIONS

“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Share Economy Group Limited” to “Huiyin Holdings Group Limited” and to adopt the Chinese name “匯銀控股集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name “共享經濟集團有限公司”;
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to a maximum of 10% of the number of issued Shares as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning ascribed to this term in the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD

SHARE ECONOMY GROUP LIMITED

(共享經濟集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1178)

Executive Directors:

Mr. Zhou Guohua (*Chairman*)
Mr. Wong Kui Shing, Danny
Ms. Meng Xiaoqian (*Chief Executive Officer*)
Ms. Christina Chan (*Chief Financial Officer*)

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Non-executive Director:

Mr. Zhou Jian

*Head office and principal place of
business in Hong Kong:*

Room 3501-02, 35/F.,
Bank of America Tower,
No. 12 Harcourt Road,
Central, Hong Kong

Independent non-executive Directors:

Mr. Ng Kwok Kei Sammy
Mr. Chen Zhihua
Ms. Wong Chi Yan

6 November 2017

To the Shareholders, and holders of share options of the Company for information only

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the Proposed Change of Company Name.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors, the Proposed Change of Company Name and the notice of AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

LETTER FROM THE BOARD

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the number of issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 5,953,134,033 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 1,190,626,806 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 595,313,403 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the

LETTER FROM THE BOARD

Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

RE-ELECTION OF DIRECTORS

According to Article 83(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election at that meeting.

In accordance with Article 83(3), Mr. Wong Kui Shing, Danny, Ms. Meng Xiaoqian, Ms. Christina Chan, Mr. Zhou Jian, Mr. Ng Kwok Kei Sammy, Mr. Chen Zhihua and Ms. Wong Chi Yan shall retire from office at the AGM. Being eligible, each of Mr. Wong Kui Shing, Danny, Ms. Meng Xiaoqian, Ms. Christina Chan, Mr. Zhou Jian, Mr. Ng Kwok Kei Sammy, Mr. Chen Zhihua, Ms. Wong Chi Yan will offer himself/herself for re-election as an/a executive Director/non-executive Director/independent non-executive Director (as the case may be).

According to Article 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Article 84(1), Mr. Zhou Guohua shall retire by rotation at the AGM. Being eligible, Mr. Zhou Guohua will offer himself for re-election as an executive Director.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Zhou Guohua, Mr. Wong Kui Shing, Danny, Ms. Meng Xiaoqian, Ms. Christina Chan, Mr. Zhou Jian, Mr. Ng Kwok Kei Sammy, Mr. Chen Zhihua and Ms. Wong Chi Yan as an/a executive Director/non-executive Director/independent non-executive Director (as the case may be).

Biographical details of each of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Share Economy Group Limited” to “Huiyin Holdings Group Limited” and to adopt the Chinese name “匯銀控股集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name “共享經濟集團有限公司”.

LETTER FROM THE BOARD

Conditions

The Proposed Change of Company Name is subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the AGM; and
- (2) the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date on which the Registrar of Companies in the Cayman Islands issues a Certificate of Incorporation on Change of Name confirming that the new name has been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group's business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

Effect on the Proposed Change of Company Name

The Proposed Change of Company Name will not affect the rights of any Shareholder or holders of securities of the Company or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new name of the Company. Should the Proposed Change of Company Name become effective, any issue of share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name. The Board intends to change the stock short names accordingly after the Proposed Change of Company Name becomes effective, subject to the confirmation of the Stock Exchange.

AGM

A notice convening the AGM to be held at Room 3501-02, 35/F., Bank of America Tower, No. 12 Harcourt Road, Central, Hong Kong on Thursday, 7 December 2017 at 11:00 a.m. is set out on pages 21 to 25 of this circular. Resolutions will be proposed at the AGM to

LETTER FROM THE BOARD

approve, among other things, the proposed grant of the General Mandate (including the extended General Mandate), the Repurchase Mandate, the proposed re-election of Directors and the Proposed Change of Company Name.

A form of proxy for use at the AGM has been despatched to the Shareholders on Tuesday, 31 October 2017 and such form of proxy is also published on the websites of the Company and the Stock Exchange. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Tuesday, 5 December 2017. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

All the resolutions proposed to be approved at the AGM will be taken by poll in accordance with the Listing Rules and an announcement will be made by the Company after the AGM on the results of the AGM.

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 or this circular misleading.

RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate), the Repurchase Mandate, the proposed re-election of Directors and the Proposed Change of Company Name 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.

GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Share Economy Group Limited
Zhou Guohua
Executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,953,134,033 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 595,313,403 fully paid Shares, representing 10% of the number of issued Shares as at the date of passing of the resolution.

The Shares repurchased by the Company under the Repurchase Mandate shall be automatically cancelled.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available for the purpose in accordance with the applicable laws of the Cayman Islands, the Listing Rules and the memorandum of association of the Company and the Articles of Association.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 30 June 2017, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
November	0.250	0.206
December	0.248	0.220
2017		
January	0.242	0.197
February	0.265	0.204
March	0.245	0.088
April	0.090	0.069
May	0.118	0.072
June	0.114	0.070
July	0.092	0.072
August	0.084	0.067
September	0.090	0.069
October	0.115	0.076

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

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

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers

Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, there is no Shareholder interested in more than 10% of the Shares then in issue.

On the basis that no further Shares are issued and there is no change of the shareholding structure, an exercise of the Repurchase Mandate in full will not result in any of the above Shareholders becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

At as the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Zhou Guohua (“Mr. Zhou Guohua”)

Mr. Zhou Guohua (周國華), aged 45, is an executive director, the chairman of the board of directors and the chairman of strategic development committee of the Company. He is also the director of certain subsidiaries of the Company. He has over twenty years of experience in corporate management and industrial investment. Mr. Zhou Guohua is a holder of EMBA and Global Finance GFD of PBC School of Finance, Tsinghua University.

Mr. Zhou Guohua successively served as president and CEO of Greater China region for Rimbunan Hijau Group, a World Top 500 Company, chairman and general manager of Contemporary Eastern Investment Co., Ltd. (a company listed on main board of Shenzhen Stock Exchange in China, stock code: 000637) and CEO of Greater China region for One Media Group (a company listed on main board of SEHK, stock code: 000426).

Mr. Zhou Guohua currently acts as an independent director of He Li Chen Guang International Culture Media Co., Ltd. (a company listed on the New Third Board of China, 836201.OC).

Mr. Zhou Guohua has been engaged in operating and management of media culture, financial investment and internet industries for years and is well experienced in management and operation of companies listed in Hong Kong and mainland China.

Mr. Zhou Guohua has entered into a service contract with the Company and shall retire and be subject to re-election in the forthcoming annual general meeting. The annual remuneration payable to Mr. Zhou Guohua is HK\$1,820,000 subject to annual adjustment to be determined by the Board of the Company with recommendation from the remuneration committee of the Company by reference to the performance of the Company and Mr. Zhou Guohua.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhou Guohua did not have any relationship with other Directors, senior management or substantial or controlling Shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He did not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to the re-election of Mr. Zhou Guohua that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Mr. Zhou Guohua that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(2) Mr. Wong Kui Shing, Danny (“Mr. Wong”)

Mr. Wong Kui Shing, Danny (王鉅成), aged 58, is an executive director and a member of strategic development committee of the Company. He holds a Bachelor of Arts degree from the University of Hong Kong. He has extensive exposure in the financial and investment fields for over 30 years and is well experienced in the international investment market.

He has been appointed as the executive director, chairman and chief executive officer of China Information Technology Development Limited (a company listed on the growth enterprise market (“GEM”) of the Stock Exchange, stock code: 8178) since 26 March 2015, 1 July 2015 and 20 October 2015, respectively.

He has been appointed as an independent non-executive director, member of audit committee and remuneration committee of Tech Pro Technology Development Limited (a company listed on the main board of the Stock Exchange, stock code: 3823) on 27 September 2017.

He has also been appointed as an independent non-executive director, chairman of remuneration committee and a member of nomination committee, audit committee and investment committee of Far East Holdings International Limited (a company listed on the main board of the Stock Exchange, stock code: 36) since 18 July 2017.

He has been an executive director and a member of the executive committee of Ceneric (Holdings) Limited (a company listed on the main board of the Stock Exchange, stock code: 542) since 21 August 2015 and was re-designated as the chief executive officer of Ceneric (Holdings) Limited on 18 November 2016.

He has been an executive director, a member of the nomination committee and remuneration committee of Larry Jewelry International Company Limited (a company listed on the GEM of the Stock Exchange, stock code: 8351) since 3 October 2016.

He was a vice chief executive officer and chairman of the nomination committee of InvesTech Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 1087) from 27 June 2015 to 24 September 2015 and from 29 October 2015 to 21 September 2016, respectively. He was a non-executive director and a member of the nomination committee of InvesTech Holdings Limited since 24 September 2015 and 21 September 2016 until his resignation on 1 June 2017, respectively.

He was also a non-executive director of Kong Shum Union Property Management (Holding) Limited (a company listed on the GEM of the Stock Exchange, stock code: 8181) from 19 October 2015 to 18 January 2017.

He was also a former executive director and managing director of Emperor Culture Group Limited (formerly known as See Corporation Limited) (a company listed on the main board of the Stock Exchange, stock code: 491) from 21 December 2009 to 28 January 2015.

Mr. Wong has not entered into any director service contract with the Company and shall retire and be subject to re-election in the forthcoming annual general meeting. The annual remuneration payable to Mr. Wong is HK\$1,300,000 subject to annual adjustment to be determined by the Board of the Company with recommendation from the remuneration committee of the Company by reference to the performance of the Company and Mr. Wong. Mr. Wong's remuneration has been determined with reference to his relevant experience, qualifications, duties and responsibilities in the Company as well as prevailing market conditions.

He was also a former executive director of China Oil and Gas Group Limited (a company listed on the main board of the Stock Exchange, stock code: 603) ("**China Oil and Gas Group**") from 17 September 2004 to 30 August 2006. Pursuant to the listing enforcement notice/announcement of the Stock Exchange dated 16 October 2008, Mr. Wong, together with another former director of China Oil and Gas Group, had admitted breaching the directors' declaration, undertaking and acknowledgement with regard to directors given by each of them to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules in failing to use their best endeavours to procure China Oil and Gas Group's compliance with the Listing Rules in relation to the failure of China Oil and Gas Group to publish its audited annual results and annual report for the financial year ended 31 July 2005 by 30 November 2005 and the unaudited interim results and interim report for the six months ended 31 January 2006 by 30 April 2006. Accordingly, the Listing Committee of the Stock Exchange publicly criticised Mr. Wong and another former director of China Oil and Gas Group for their respective breaches mentioned above.

As at the Latest Practicable Date, save as disclosed above, Mr. Wong did not have any relationship with other Directors, senior management or substantial or controlling Shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He did not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information relating to the re-election of Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Mr. Wong that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(3) Ms. Meng Xiaoqian ("Ms. Meng")

Ms. Meng Xiaoqian (孟筱茜), aged 23, is an executive director, chief executive officer and a member of strategic development committee of the Company. She is also director of certain subsidiaries of the Company. Ms. Meng graduated from The Hong Kong Polytechnic University with a master of arts in 2016 and Donghua University with a bachelor of arts in 2015. From 2015 to 2016, Ms. Meng was the chief marketing officer and one of the founders of FoodRocks Limited. She was mainly responsible for the business development of the online food ordering company. Since April 2017, Ms. Meng is a business development manager at

Carry Wealth Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 643). She is responsible for the business development and monitoring the investment risk of the enterprise.

Ms. Meng has not entered into any director service contract with the Company and shall retire and be subject to re-election in the forthcoming general meeting of the Company. The annual remuneration payable to Ms. Meng is HK\$1,300,000 subject to annual adjustment to be determined by the Board of the Company with recommendation from the remuneration committee of the Company by reference to the performance of the Company and Ms. Meng.

As at the Latest Practicable Date, save as disclosed above, Ms. Meng did not have any relationship with other Directors, senior management or substantial or controlling Shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. She did not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to the re-election of Ms. Meng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Ms. Meng that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(4) Ms. Christina Chan (“Ms. Chan”)

Ms. Christina Chan (陳雅文), aged 24, is an executive director and chief financial officer of the Company. She is also director of certain subsidiaries of the Company. Ms. Chan completed a master of science in china business studies from The Hong Kong Polytechnic University in 2017 and graduated from The University of Manchester with a bachelor’s degree in international management in 2015. Ms. Chan has worked as the vice president in Shenzhen Nanyin Investment Holdings Ltd, which mainly deals with real estate and financial equity investment, and was in charge of corporate finance. Before that, she has interned in China Cinda (HK) Asset Management Company Limited, where she mainly focused on loan and special type of investments. Moreover, Ms. Chan is a daughter of Mr. Chen Chunhui, who is interested in 450,960,000 shares, representing approximately 7.58% of the issued share capital of the Company as at the date of this report.

Ms. Chan has not entered into any service contract with the Company and shall retire and be subject to re-election in the forthcoming annual general meeting of the Company. The annual remuneration payable to Ms. Chan is HK\$1,300,000 subject to annual adjustment to be determined by the Board of the Company with recommendation from the remuneration committee of the Company by reference to the performance of the Company and Ms. Chan.

As at the Latest Practicable Date, save as disclosed above, Ms. Chan did not have any relationship with other Directors, senior management or substantial or controlling Shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Save as

disclosed above, she did not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to the re-election of Ms. Chan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Ms. Chan that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(5) Mr. Zhou Jian (“Mr. Zhou Jian”)

Mr. Zhou Jian (周健), aged 46, has been appointed as a non-executive director and a member of strategic development committee of the Company. Mr. Zhou Jian graduated with an Executive Master of Business Administration degree from the PBC School of Finance at Tsinghua University. Mr. Zhou Jian has over 10 years of experience in state-owned banks and management of enterprises and hence is familiar with the practical application of asset management. From 2010 to 2015, Mr. Zhou Jian was the chairman and the legal representative of Jiangxi Zhengbang Technology Co. Ltd. (江西正邦科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002157).

Mr. Zhou Jian has not entered into any letter of appointment with the Company and shall retire and be subject to re-election in the forthcoming general meeting of the Company. The annual fee payable to Mr. Zhou Jian is HK\$720,000 subject to annual adjustment to be determined by the Board with recommendation from the remuneration committee of the Company by reference to the performance of the Company and Mr. Zhou Jian.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhou Jian did not have any relationship with other Directors, senior management or substantial or controlling Shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He did not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to the re-election of Mr. Zhou Jian that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Mr. Zhou Jian that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(6) Mr. Ng Kwok Kei Sammy (“Mr. Ng”)

Mr. Ng Kwok Kei Sammy (伍國基), aged 52, has been appointed as an independent non-executive director, the chairman of each of the audit committee and the remuneration committee and a member of the nomination committee of the Company. Mr. Ng has many years of experience in the fields of accounting and auditing as well as business and financial advisory.

He worked as an auditor in Ernst & Young from July 1989 to August 1992. He was an assistance director in the accounting department of Capital Asia Limited (currently known as Goldin Properties Holdings Limited), a company formerly listed on the Stock Exchange, from June 1993 to August 1996. Mr. Ng worked as group financial controller in Fortune Oil Holdings Plc., a company formerly listed on the London Stock Exchange (stock code: FTO), from June 2001 to March 2008. He was the chief financial officer of the mining division of the Mongolia Investment Group Limited (currently known as Peace Map Holding Limited), a company listed on the Stock Exchange (stock code: 0402) (“Mongolia Investment”), from May 2010 to March 2013, and was re-designated as senior consultant of Mongolia Investment from April 2013 until he left in December 2013. Mr. Ng has also been the independent non-executive director, chairman of the remuneration committee, member of both the audit committee and the nomination committee of BCI Group Holdings Limited, a company listed on the Growth Enterprise Market operated by the Stock Exchange (stock code: 8412) since March 2017. Mr. Ng has been an executive director of Kolux Development Limited since its incorporation on 25 August 1992. Mr. Ng is also a practising accountant in Hong Kong.

Mr. Ng obtained an honours diploma in accountancy from Lingnan College (currently known as Lingnan University) in Hong Kong in November 1988, a bachelor of commerce accounting degree from Curtin University of Technology in Australia in February 1996 and a master of business administration degree from The University of Hong Kong in Hong Kong in November 2007. He has been a fellow of Hong Kong Institute of Certified Public Accountants since May 2000, a fellow of Association of Chartered Certified Accountants since October 1996 and an associate of The Institute of Chartered Accountants in England and Wales since January 2005 and an associate of The Hong Kong Institute of Chartered Secretaries and Institute of Chartered Secretaries and Administrators since December 2016.

Mr. Ng was the director of the following company which was incorporated in Hong Kong and deregistered pursuant to section 291AA of the Predecessor Companies Ordinance. It is confirmed by Mr. Ng that the following deregistration was made voluntarily by way of submitting an application to the Companies Registry of Hong Kong because the company had ceased to carry on business or operation for more than three months immediately before the relevant application. The relevant details are as follows:

Name of company	Nature of business	Date of deregistration
Mongolia Investment Holdings Limited (蒙古投資控股有限公司)	Coal mining	16 December 2011

Mr. Ng has not entered into any letter of appointment with the Company and shall retire and be subject to re-election in the next forthcoming general meeting of the Company. The annual fee payable to Mr. Ng is HK\$240,000 subject to annual adjustment to be determined by the Board with recommendation from the remuneration committee of the Company by reference to the performance of the Company and Mr. Ng.

As at the Latest Practicable Date, save as disclosed above, Mr. Ng did not have any relationship with other Directors, senior management or substantial or controlling Shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He did not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information relating to the re-election of Mr. Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Mr. Ng that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(7) Mr. Chen Zhihua (“Mr. Chen”)

Mr. Chen Zhihua (陳志華), aged 51, is an independent non-executive director and member of each of audit committee, remuneration committee and nomination committee of the Company. He graduated with a degree in industrial and civil construction engineering from Tongji University and a master degree in business administration from Donghua University. Mr. Chen is currently the group vice president and general manager of Guangdong Division and was the general manager of Beijing & Tianjin division and the assistant to president of Greenland (Group) Co. Ltd, a company listed on the Shanghai Stock Exchange (stock code: 600606). Mr. Chen has worked in the real estate industry for more than 20 years. Mr. Chen has worked as a vice general manager of Shanghai New Changning Group Co. Ltd and the president of Shanghai Forte (Group) Co. Ltd.

Mr. Chen has not entered into any letter of appointment with the Company and shall retire and be subject to re-election in the next forthcoming annual general meeting of the Company. The annual fee payable to Mr. Chen is HK\$240,000 subject to annual adjustment to be determined by the Board with recommendation from the remuneration committee of the Company by reference to the performance of the Company and Mr. Chen.

As at the Latest Practicable Date, save as disclosed above, Mr. Chen did not have any relationship with other Directors, senior management or substantial or controlling Shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He did not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to the re-election of Mr. Chen that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Mr. Chen that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(8) Ms. Wong Chi Yan (“Ms. Wong”)

Ms. Wong Chi Yan (黃志恩), aged 36, was appointed as an independent non-executive director, a member of each of the audit committee and remuneration committee of the Company and the chairman of the nomination committee of the Company with effect from 23 October 2017. Ms. Wong holds a bachelor of business administration degree in accounting from Hong Kong Baptist University and a master of laws in international corporate and financial law from The University of Wolverhampton in the United Kingdom. She is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Wong has extensive experiences in auditing, accounting and financing as well as merger and acquisition.

Ms. Wong is currently an executive director of CHERISH Holdings Limited (stock code: 2113), which shares are listed on the main board of the Stock Exchange. She is also an executive director and authorised representative of Elegance Optical International Holdings Limited (stock code: 907), which shares are listed on the main board of the Stock Exchange.

Ms. Wong is also an independent non-executive director of Tech Pro Technology Development Limited (stock code: 3823), and the company secretary of Flyke International Holdings Ltd. (stock code: 1998), each of which is listed on the main board of the Stock Exchange.

Ms. Wong was an executive director and authorised representative of Aurum Pacific (China) Group Limited (stock code: 8148) from May 2015 to October 2017. She was also an executive director, company secretary and authorised representative of PPS International (Holdings) Limited (stock code: 8201) from June 2015 to July 2016, each of which is listed on the GEM of the Stock Exchange.

She was also the executive director of China Taifeng Beddings Holdings Limited (stock code: 873), a company listed on the main board of the Stock Exchange from July 2016 to August 2016.

She was an independent non-executive director of Prosten Health Holdings Limited (stock code: 8026) whose shares are listed on GEM of the Stock Exchange from June 2015 to October 2015.

She was also an independent non-executive director of Co-Prosperity Holdings Limited (stock code: 707) whose shares are listed on the main board of the Stock Exchange from October 2015 to January 2016.

She was the company secretary and authorised representative of U-RIGHT International Holdings Limited (stock code: 627) whose shares are listed on the main board of the Stock Exchange from September 2013 to April 2016.

Under the letter of appointment entered into between Ms. Wong and the Company, the appointment has become effective from 23 October 2017 for a term of one year provided that her employment may be terminated at any time on expiry of not less than one month's written notice given by any party. Her directorship in the Company is subject to retirement and re-election at general meetings of the Company in accordance with the Articles of Association.

The annual fee payable to Ms. Wong is HK\$216,000 subject to annual adjustment to be determined by the Board with recommendation from the remuneration committee of the Company by reference to the performance of the Company and Ms. Wong.

As at the Latest Practicable Date, save as disclosed above, Ms. Wong did not have any relationship with other Directors, senior management or substantial or controlling Shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. She did not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to the re-election of Ms. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Ms. Wong that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF AGM

SHARE ECONOMY GROUP LIMITED

(共享經濟集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1178)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Share Economy Group Limited (the “**Company**”) will be held at Room 3501–02, 35/F., Bank of America Tower, No. 12 Harcourt Road, Central, Hong Kong on Thursday, 7 December 2017 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and auditor of the Company for the year ended 30 June 2017;
2.
 - (a) to re-elect Mr. Zhou Guohua as executive Director;
 - (b) to re-elect Mr. Wong Kui Shing, Danny as executive Director;
 - (c) to re-elect Ms. Meng Xiaoqian as executive Director;
 - (d) to re-elect Ms. Christina Chan as executive Director;
 - (e) to re-elect Mr. Zhou Jian as non-executive Director;
 - (f) to re-elect Mr. Ng Kwok Kei Sammy as independent non-executive Director;
 - (g) to re-elect Mr. Chen Zhihua as independent non-executive Director;
 - (h) to re-elect Ms. Wong Chi Yan as independent non-executive Director; and
 - (i) to authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint Elite Partners CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration;

To, as special business, consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot,

NOTICE OF AGM

issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (aa) 20 per cent. of the number of Shares in issue on the date of the passing of this resolution; and

- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of Shares in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable law of Cayman Islands to be held; and

NOTICE OF AGM

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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 existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable law of Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

6. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the number of Shares in issue referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

SPECIAL RESOLUTION

7. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Share Economy Group Limited” to “Huiyin Holdings Group Limited” and the Chinese name “匯銀控股集團有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “共享經濟集團有限公司” (the “**Change of Company Name**”), and that any one or more of the Directors be and is/ are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of giving effect to the Change of Company Name.”

By Order of the Board
Share Economy Group Limited
Zhou Guohua
Executive Director

Hong Kong, 31 October 2017

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Room 3501-02, 35/F.,
Bank of America Tower,
No. 12 Harcourt Road,
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy needs not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the annual general meeting is enclosed. Whether or not you intend to attend the annual general meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than Tuesday, 5 December 2017 at 11:00 a.m. (Hong Kong Time). Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.

NOTICE OF AGM

4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company.
6. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the annual general meeting will be 1 December 2017. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Friday, 1 December 2017.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 3 hours before the time of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. A circular containing, inter alia, details of the proposed general mandates to issue Shares and repurchase Shares, information of the retiring Directors who are proposed to be re-elected at the annual general meeting and the Change of Company Name will be despatched to the shareholders of the Company as soon as practicable.