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Smartac
中國智能

Smartac Group China Holdings Limited

中國智能集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 395)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the Company will be held at Room 1204, 12th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 20 December 2017 at 3:00 p.m. for the following purpose of considering and, if thought fit, passing with or without amendment, the following ordinary resolution as an ordinary resolution of the Company. Capitalised terms defined in the circular of the Company dated 5 December 2017 shall have the same meanings when used in this notice unless otherwise specified.

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Sale and Purchase Agreement (a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the grant of specific mandate to the directors (the “**Directors**”) of the Company to allot and issue the Consideration Shares in accordance with the terms and conditions of the Sale and Purchase Agreement, conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Consideration Shares; and

- (c) any one Director be and is hereby authorised to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things that are of administrative nature only and ancillary to the transaction contemplated under the Sale and Purchase Agreement, as he/she may in his or her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Sale and Purchase Agreement and the transaction contemplated thereunder, including the allotment and issue of the Consideration Shares, and to agree to such variations of the term and conditions of the Sale and Purchase Agreement and the transaction contemplated thereunder that are of administrative nature only as he or she may in his or her absolute discretion consider necessary or desirable.”

By order of the Board
Smartac Group China Holdings Limited
Yang Xin Min
Chairman

Hong Kong, 5 December 2017

Principal Place of Business in Hong Kong:

Room 1204, 12th Floor
COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. The register of members of the Company will be closed from 14 December 2017 (Thursday) to 20 December 2017 (Wednesday), both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 13 December 2017 (Wednesday).
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf. 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. A proxy need not be a member of the Company, but must attend the EGM in person to represent you.
3. The instrument appointing a proxy shall 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 seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
4. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company’s Hong Kong branch share registrar not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof.

5. Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, 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 are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. A form of proxy for use at the EGM or any adjournment thereof is enclosed.
8. The voting on the resolution at the EGM will be conducted by way of a poll.

As at the date of this notice, the Directors are Mr. Yang Xin Min, Mr. Yang Zhen and Mr. Kwan Che Hang Jason as executive Directors, and Dr. Cheng Faat Ting Gary, Mr. Poon Lai Yin Michael and Mr. Yang Wei Qing as independent non-executive Directors.