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## **Holly Futures**

*(a joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 弘業期貨股份有限公司 and carrying on business in Hong Kong as Holly Futures)*  
*(the "Company")*  
**(Stock Code: 3678)**

### **NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 first extraordinary general meeting (the "New EGM") of the Company will be held at 2 p.m. on 15 November 2019 at Conference Room, 9/F, Holly Tower, No. 50 Zhonghua Road, Nanjing, the People's Republic of China, for the purpose of considering and, if thought fit, passing the following resolutions:

#### **AS SPECIAL RESOLUTIONS**

1. to consider and approve the further extension of the validity period of the resolutions at the general meeting relating to the application for initial public offering and listing of Renminbi ordinary shares (the "A Shares") (the "A Share Offering");
2. to consider and approve the further extension of the validity period of the authorisation granted to the board (the "Board") of directors of the Company (the "Directors") to apply for the A Share Offering and listing of A Shares; and
3. to consider and approve the amendments to Articles 174 and 175 of the Articles of Association of the Company to reflect the change of accounting standard of the Company.

#### **AS ORDINARY RESOLUTIONS**

4. to consider and approve the appointment of Mr. Jiang Lin as a non-executive director of the Company;
5. to consider and approve the appointment of Mr. Huang Dechun as an independent non-executive director of the Company; and
6. to consider and approve the resignation of KPMG as the Hong Kong auditor of the Company and the appointment of KPMG Huazhen LLP as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the general manager's office of the Company to fix their remuneration at its meetings, subject to the approval by the Shareholders at the New EGM in respect of the amendments to Articles 174 and 175 of the Articles of Association of the Company.

By order of the Board  
**Ms. Zhou Jianqiu**  
*Executive Director*

Nanjing, the PRC, 30 September 2019

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from 16 October 2019 to 15 November 2019 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify to attend and vote at the New EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H shares of the Company) or the headquarters in the PRC of the Company (for holders of domestic shares of the Company), no later than 4:30 p.m. on 15 October 2019.
3. Shareholders who intend to attend the New EGM should complete the reply slip and return it by hand, by post or by fax to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H Shares of the Company) or the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before 26 October 2019.
4. Shareholders who are entitled to attend and vote at the New EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company (“**Shareholder(s)**”).
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
6. In order to be valid, the proxy form for the New EGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours (i.e. not later than 2 p.m. on 14 November 2019) before the time for holding the New EGM (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the New EGM or any adjourned meetings should they so wish.

If the proxy is a legal person, its legal representative or any representative authorised by a resolution of its board of directors or by other governing body shall attend the above meeting of the Company on its behalf. If the Shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the Shareholder may authorise one or more persons it considers appropriate as its representative(s) at the above meeting; however, if more than one person are authorised, the power of attorney shall contain the number and class of shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company’s individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.

A vote provided in according to the instruments in such proxy forms shall be valid, notwithstanding the previous death or loss of capacity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares with respect to which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.

7. In case of joint Shareholder for any share, only the person whose name is at the first place on the register of Shareholders has the rights to receive the certificate of relevant shares and notice from the Company and to attend or exercise all of the votes relating to the shares.
8. The address of the headquarters in the PRC of the Company is No. 50 Zhonghua Road, Nanjing, the PRC.
9. Shareholders or their proxies shall provide their identity documents when attending the New EGM. If corporate Shareholders appoint authorised representative to attend the New EGM, the authorised representative shall produce his/her identity documents and a notarial copy of the relevant authorisation instrument signed by the Board or other authorised parties of the corporate Shareholders or other notarial documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the New EGM.
10. Shareholders attending the New EGM shall bear their own traveling and accommodation expenses.

*As at the date of this notice, the Board consists of Mr. Zhou Yong and Ms. Zhou Jianqiu as executive Directors; Mr. Xue Binghai and Mr. Shan Bing as non-executive Directors; and Mr. Zhang Hongfa, Mr. Lam Kai Yeung and Mr. Wang Yuetang as independent non-executive Directors.*