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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of the Company will be held at 2:00 p.m. on Wednesday, 12 May 2021 at Conference Room, 9/F, Holly Tower, No. 50 Zhonghua Road, Nanjing, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

#### **AS SPECIAL RESOLUTIONS**

1. to consider and approve the proposal of the Company’s application of initial public offering and listing of Renminbi Ordinary Shares (the “A Shares”) (the “A Share Offering”):
  - 1.1 classes of shares;
  - 1.2 nominal value per share;
  - 1.3 proposed stock exchange for the listing of the A Shares;
  - 1.4 proposed offering size;
  - 1.5 target subscriber;
  - 1.6 method of offering;
  - 1.7 pricing methodology;
  - 1.8 form of underwriting;
  - 1.9 conversion into a joint stock limited liability company with domestic and overseas offering and listing of the shares;
  - 1.10 conversion of unlisted issued shares of the Company to A Shares; and
  - 1.11 valid period of the resolutions for the proposal of the A Share Offering;

2. to consider and approve the authorisation to the board (the “**Board**”) of directors (the “**Directors**”) of the Company to deal with related matters in connection with the Company’s application for the A Share Offering and the listing of the A Shares at its full discretion;
3. to consider and approve the feasibility analysis report on the investment projects using the proceeds from the A Share Offering;
4. to consider and approve the impacts and remedial measures on dilution of immediate return from the A Share Offering;
5. to consider and approve the price stabilising plan for the A Shares within three years after the A Share Offering;
6. to consider and approve the dividend return plan for the shareholders of the Company within three years after the A Share Offering;
7. to consider and approve the public undertakings in documents in connection with the A Share Offering;
8. to consider and approve the attribution of accumulated undistributed profits or accumulated uncovered losses prior to the A Share Offering and the listing of the A Shares;
9. to consider and approve the proposed formulation of the articles of association of the Company with effect upon the A Share Offering and the listing of the A Shares;
10. to consider and approve the proposed formulation of the rules of procedures of the general meetings of the Company with effect upon the A Share Offering and the listing of the A Shares;
11. to consider and approve the proposed formulation of the rules of procedures of the Board with effect upon the A Share Offering and the listing of the A Shares;
12. to consider and approve the proposed formulation of the rules of procedures of the board of supervisors of the Company with effect upon the A Share Offering and the listing of the A Shares;
13. to consider and approve the proposed amendments to the existing articles of association of the Company;
14. to consider and approve the proposed amendments to the existing rules of procedures of the general meeting of the Company;
15. to consider and approve the proposed amendments to the existing rules of procedures of the Board;

## AS ORDINARY RESOLUTIONS

16. to consider and approve the report of the use of raised funds from the previous offering;
17. to consider and approve the proposed formulation of the related party transactions management system with effect upon the A Share Offering and the listing of the A Shares;
18. to consider and approve the proposed formulation of the system concerning the independent Directors with effect upon the A Share Offering and the listing of the A Shares;
19. to consider and approve the proposed formulation of the administration system of raised funds with effect upon the A Share Offering and the listing of the A Shares;
20. to consider and approve the 2020 annual report, including (i) the H Shares annual report of the Company for the year ended 31 December 2020 and (ii) the annual report of the Company for the year ended 31 December 2020 prepared in accordance with the relevant regulations and requirements of the China Securities Regulatory Commission;
21. to consider and approve the report of the Board for the year ended 31 December 2020;
22. to consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020;
23. to consider and approve the final financial report of the Company for the year ended 31 December 2020;
24. to consider and approve the profit distribution plan of the Company and declaration of final dividend for the year ended 31 December 2020;
25. to consider and approve the appointment of ShineWing Certified Public Accountants 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; and
26. to authorise the Board to fix the remuneration package of the Directors and supervisors of the Company for the year ended 31 December 2020.

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

Nanjing, China, 26 March 2021

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

*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 Sunday, 11 April 2021 to Wednesday, 12 May 2021 (both days inclusive), during which period no transfer of Shares of the Company can be registered. Holders of H Shares and Domestic Shares whose names appear on the registers of members of the Company after the close of business on Friday, 9 April 2021 shall be entitled to attend and vote at the AGM. In order to qualify to attend and vote at the AGM, 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 Friday, 9 April 2021.
3. Shareholders who intend to attend the AGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) or to the headquarters in the PRC of the Company (for holders of Domestic Shares of the Company) on or before Thursday, 22 April 2021.
4. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder.
5. In order to be valid, the form of proxy for the AGM 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, Wanchai, 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 before the time for holding the AGM (i.e. before 2:00 p.m. on Tuesday, 11 May 2021) (or any adjournment thereof) for taking the poll. If the form of proxy 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 form of proxy. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM 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 form of proxy 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.

6. 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.
7. Shareholders or their proxies shall provide their identity documents when attending the AGM.
8. The address of the headquarters of the Company in the PRC is No. 50 Zhonghua Road, Nanjing, the PRC.
9. In this notice of AGM, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the circular to be published by the Company.