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ACTIVE GROUP HOLDINGS LIMITED

動感集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1096)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Active Group Holdings Limited (the “**Company**”) will be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on 25 June 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** ZHONGHUI ANDA CPA Limited be and are hereby appointed as auditors of the Company and its subsidiaries and to hold office until the conclusion of the next annual general meeting and the board of directors of the Company be authorised to fix their remuneration.”

By Order of the Board
Active Group Holdings Limited
Yau Suk Yan
Company Secretary

Hong Kong, 9 June 2015

Notes:

1. The resolution at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. 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.

3. In order 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 certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In order to determine the entitlement to attend the extraordinary general meeting of the Company to be held on 25 June 2015 (the "EGM"), the register of members of the Company will be closed from 23 June 2015 to 25 June 2015 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify for attending the EGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, 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 by not later than 4:30 p.m. on 22 June 2015.
5. As at the date of this notice, the executive directors of the Company are Ms. Cai Xiuman, Mr. Zhang Wenbin, Mr. Huang Jianren and Mr. Chen Yuanjian; and the independent non-executive directors of the Company are Mr. Wu Xiaoqiu, Mr. Ye Lin and Mr. Lee Ho Yiu Thomas.