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**HJ Capital (International) Holdings Company Limited**  
**華金國際資本控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 982)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of the Shareholders of HJ Capital (International) Holdings Company Limited (the “Company”) will be held at 11:00 a.m. on Tuesday, 17 September 2019 at Unit 3605, 36/F, Cheung Kong Center, 2 Queen’s Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

1. To consider and, if thought fit, to approve:

**“THAT**

- (a) the entering into of the Convention & Exhibition Business Cooperation Framework Agreement and the transactions contemplated thereunder, a copy of which has been produced to the SGM and marked “A” and initialled by the chairman of the SGM for identification purpose, and the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, approved, authorised and ratified.
- (b) any one director or duly authorised signatory of the Company or any two directors or duly authorised signatories of the Company, if the affixing of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in the

\* *For identification purposes only*

Convention & Exhibition Business Cooperation Framework Agreement and the transactions contemplated thereunder, and the implementation thereof.”

Yours faithfully,  
By order of the Board  
**HJ Capital (International) Holdings Company Limited**  
**Mr. Li Guangning**  
*Chairman*

Hong Kong, 27 August 2019

*Notes:*

**1. Eligibility for Attending the SGM**

In order to be eligible to attend and vote at the SGM, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 11 September 2019.

**2. Proxy**

- (1) Shareholders entitled to attend and vote at the SGM may appoint a proxy, or if a Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder of the Company. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (2) A proxy shall be appointed by a Shareholder by a written instrument signed by the appointor or his attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorised attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorisation of such attorney shall be notarised.
- (3) To be valid, the notarised power of attorney or other document(s) of authorisation (if any) and the form of proxy shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours (i.e. Sunday, 15 September 2019 at 11:00 a.m.) before the time appointed for the holding of the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

**3. Registration Procedures for Attending the SGM**

A Shareholder or his proxy shall produce his identification document when attending the SGM. Where a Shareholder is a legal person, the legal representative of that Shareholder or that person authorised by its board of directors or other governing body shall produce a copy of the resolutions of the board of directors or other governing body of such Shareholder appointing such person to attend the SGM.

#### 4. Closure of Register of Members

The Register of Members will be closed from Thursday, 12 September 2019 to Tuesday, 17 September 2019, both dates inclusive, during which period no transfer of Shares will be registered.

#### 5. Method of Voting at the SGM

The resolution at the SGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) 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 Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

#### 6. Miscellaneous

- (1) The SGM of the Company is expected to be held at 11:00 a.m. on Tuesday, 17 September 2019. Shareholders attending the SGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong is Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- (3) The registered office, principal place of business in Hong Kong and the contact details of the Company are:

Registered office:	Clarendon House 2 Church Street Hamilton HM11 Bermuda
Principal place of business in Hong Kong:	Room 3605, 36/F, Cheung Kong Center 2 Queen’s Road Central, Central Hong Kong
Contact details:	Telephone: (+852) 3465 5300 Fax: (+852) 3465 5333

If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 7:00 a.m. on Tuesday, 17 September 2019, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

*As at the date of this notice, the Board comprises Mr. Li Guangning (Executive Director and Chairman), Mr. Xie Wei (Executive Director and Chief Executive Officer), Ms. Guo Jin (Executive Director) and Mr. Tze Kan Fat (Executive Director); Ms. Zhang Kuihong and Mr. Shong Hugo (all being Non-executive Directors); Dr. Chen Jieping, Dr. Sun Mingchun and Mr. Tse Yung Hoi (all being Independent Non-executive Directors).*