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NOTICE OF ORDINARY SHARE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Ordinary Share EGM**”) of holders of ordinary shares of HK\$0.02 par value each (the “**Ordinary Shares**”) in the share capital of C.P. Lotus Corporation 卜蜂蓮花有限公司 (the “**Company**”) will be held at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 4 October 2019, at 10:30 a.m. (Hong Kong time) (or as soon as after the conclusion or the adjournment of the meeting of the Independent Ordinary Shareholders (as defined in the Ordinary Share Scheme of Arrangement hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) pursuant to the ordinary share scheme of arrangement dated 11 September 2019 (the “**Ordinary Share Scheme of Arrangement**”) between the Company and the Scheme Ordinary Shareholders (as defined in the Ordinary Share Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Ordinary Share Scheme of Arrangement), the issued ordinary shares in the share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Ordinary Shares (as defined in the Ordinary Share Scheme of Arrangement); and
- (b) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the Ordinary Share Scheme of Arrangement and the reduction of the number of issued ordinary shares in the share capital of the Company pursuant to the Ordinary Share Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the Ordinary Share Scheme of Arrangement or the reduction of the number of issued ordinary shares in the share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

2. “**THAT:**

- (a) subject to the Ordinary Share Scheme of Arrangement has become effective, the withdrawal of the listing of the ordinary shares of the Company from The Stock Exchange of Hong Kong Limited be and is here approved; and
- (b) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the ordinary shares of the Company.”

ORDINARY RESOLUTION

3. **“THAT:**

- (a) subject to and simultaneously with the cancellation and extinguishment of the Scheme Ordinary Shares referred to in resolution 1(a) taking effect, the number of issued ordinary shares in the share capital of the Company be restored to its former amount by allotting and issuing to the Offeror (as defined in the Ordinary Share Scheme of Arrangement), credited as fully paid at par, the same number of ordinary shares of HK\$0.02 each in the share capital of the Company as is equal to the number of Scheme Ordinary Shares cancelled;
- (b) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Ordinary Shares referred to in resolution 1(a) shall be applied by the Company in paying up in full at par the new ordinary shares allotted and issued to the Offeror pursuant to resolution 3(a) above, and any one of the directors of the Company be and is hereby authorised to allot and issue the same accordingly; and
- (c) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the Ordinary Share Scheme of Arrangement and the restoration of capital pursuant to the Ordinary Share Scheme of Arrangement, including (without limitation) the giving of consent to any modification of, or addition to, the Ordinary Share Scheme of Arrangement or the restoration of capital, which the Grand Court of the Cayman Islands may see fit to impose.”

SPECIAL RESOLUTION

4. **“THAT:**

- (a) pursuant to the series C convertible preference shares scheme of arrangement dated 11 September 2019 (the **“CPS Scheme of Arrangement”**) between the Company and the Scheme CPS Holders (as defined in the CPS Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the CPS Scheme of Arrangement), the issued series C convertible preference shares in the share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme CPS (as defined in the CPS Scheme of Arrangement); and

- (b) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the CPS Scheme of Arrangement and the reduction of the number of issued series C convertible preference shares in the share capital of the Company pursuant to the CPS Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the CPS Scheme of Arrangement or the reduction of the number of issued series C convertible preference shares in the share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

ORDINARY RESOLUTION

5. **“THAT:**

- (a) subject to and simultaneously with the cancellation and extinguishment of the Scheme CPS referred to in resolution 4(a) taking effect, the number of issued series C convertible preference shares in the share capital of the Company be restored to its former amount by allotting and issuing to the Offeror (as defined in the CPS Scheme of Arrangement), credited as fully paid at par, the same number of series C convertible preference shares of HK\$0.02 each in the share capital of the Company as is equal to the number of Scheme CPS cancelled;
- (b) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme CPS referred to in resolution 4(a) shall be applied by the Company in paying up in full at par the new series C convertible preference shares allotted and issued to the Offeror pursuant to resolution 5(a) above, and any one of the directors of the Company be and is hereby authorised to allot and issue the same accordingly; and
- (c) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the CPS Scheme of Arrangement and the restoration of capital pursuant to the CPS Scheme of Arrangement, including (without limitation) the giving of consent to any modification of, or addition to, the CPS Scheme of Arrangement or the restoration of capital, which the Grand Court of the Cayman Islands may see fit to impose.”

On behalf of the board of directors of

C.P. Lotus Corporation

卜蜂蓮花有限公司

Liu Shek David

Company Secretary

Hong Kong, 11 September 2019

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
21st Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the Ordinary Share EGM is entitled to appoint one, and if such member is the holder of two or more Ordinary Shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company, but must attend the Ordinary Share EGM in person to represent him.
- (2) A **white** form of proxy for use at the Ordinary Share EGM (or any adjournment thereof) is enclosed with the composite document containing the Ordinary Share Scheme of Arrangement dated 11 September 2019 despatched to, among others, holders of Ordinary Shares (the “**Ordinary Shareholders**”).
- (3) In order to be valid, the **white** 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 lodged with Tricor Progressive Limited, the Company’s Hong Kong branch share registrar and transfer office at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the Ordinary Share EGM or any adjournment thereof failing which the **white** form of proxy will not be valid. Completion and return of the **white** form of proxy will not preclude an Ordinary Shareholder from attending the Ordinary Share EGM and voting in person if he so wishes. In the event that an Ordinary Shareholder attends and votes at the Ordinary Share EGM after having lodged his **white** form of proxy, his **white** form of proxy will be deemed to have been revoked by operation of law.
- (4) In the case of joint holders of Ordinary Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.
- (5) Voting at the Ordinary Share EGM will be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Takeovers and Mergers.
- (6) The Register of Members of the Company in respect of the Ordinary Shares will be closed from Monday, 30 September 2019 to Friday, 4 October 2019 (both days inclusive) and during such period no transfer of Ordinary Shares will be registered. In order to be entitled to attend and vote at the Ordinary Share EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 27 September 2019.

As at the Announcement Date, the directors of the Company are:

Executive directors:

Mr. Soopakij Chearavanont (Chairman)
Mr. Li Wen Hai (Executive Chairman)
Mr. Narong Chearavanont (Vice Chairman)
Mr. Michael Ross (Vice Chairman)
Mr. Yang Xiaoping (Vice Chairman)
Mr. Meth Jiaravanont
Mr. Suphachai Chearavanont
Mr. Umroong Sanphasitvong

Independent non-executive directors:

Mr. Viroj Sangsrit
Mr. Songkitti Jaggabatara
Mr. Itthaporn Subhawong
Mr. Prasobsook Boondech
Mr. Cheng Yuk Wo