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IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

Cause No. FSD 149 of 2019

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES LAW (2018 REVISION) (AS AMENDED)
AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102
AND IN THE MATTER of C.P. LOTUS CORPORATION 卜蜂蓮花有限公司

NOTICE OF CPS COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**CPS Court Meeting**”) to be convened of the Independent CPS Holders (as defined in the CPS Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving (voting together as a single class), a scheme of arrangement (the “**CPS Scheme of Arrangement**”) proposed to be made between C.P. Lotus Corporation 卜蜂蓮花有限公司 (the “**Company**”) and the Scheme CPS Holders (as defined in the CPS Scheme of Arrangement) and that the CPS Court Meeting 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 11:30 a.m. (Hong Kong time) at which place and time all Independent CPS Holders are invited to attend.

A copy of the CPS Scheme of Arrangement and a copy of an explanatory statement explaining the effect of the CPS Scheme of Arrangement are incorporated in the composite scheme document of which this Notice forms part. A copy of the composite scheme document can also be obtained by the Independent CPS Holders from 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.

Independent CPS Holders may vote in person at the CPS Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend, speak and vote in their stead. A **green** form of proxy for use at the CPS Court Meeting (or any adjournment thereof) is enclosed with the composite scheme document dated 11 September 2019 despatched to, among others, the Independent CPS Holders on 11 September 2019. Completion and return of the **green** proxy form will not prevent an Independent CPS Holder from attending and voting at the CPS Court Meeting, or any adjournment thereof, in person if he/she wishes to do so and in such event, the **green** proxy form previously submitted shall be deemed to have been revoked by operation of law.

In the case of Independent CPS Holders jointly holding series C convertible preference shares of HK\$0.02 par value each in the share capital of the Company (the “CPS”), any one of such persons may vote at the CPS Court Meeting, either personally or by proxy, in respect of such CPS as if he were solely entitled thereto. However, if more than one of such joint holders be present at the CPS Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the Register of Members of the Company in respect of such joint holding of CPS, the first named Independent CPS Holder being the senior.

It is requested that **green** forms appointing proxies be deposited at the Hong Kong branch share registrar and transfer office of the Company in Hong Kong at Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 11:30 a.m. on Wednesday, 2 October 2019, but if forms are not so lodged they may be handed to the chairman of the CPS Court Meeting at the CPS Court Meeting before the taking of the poll and the chairman of the CPS Court Meeting should have absolute discretion whether or not to accept them.

By the Order, the Court has appointed Mr. Li Wen Hai, a director of the Company, or failing him, Mr. Prasobsook Boondech, also a director of the Company, or failing him, any other person who is a director of the Company as at the date of the CPS Court Meeting, to act as the chairman of the CPS Court Meeting and has directed the chairman of the CPS Court Meeting to report the results of the CPS Court Meeting to the Court.

The CPS Scheme of Arrangement will be subject to a subsequent application seeking the sanction of the Court.

On behalf of the Court
C.P. Lotus Corporation
卜蜂蓮花有限公司
Liu Shek David
Company Secretary

Hong Kong, 11 September 2019

Registered Office
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Cayman Islands

Principal Place of Business in Hong Kong
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Far East Finance Centre
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Hong Kong

Notes:

- (1) An Independent CPS Holder entitled to attend and vote at the CPS Court Meeting is entitled to appoint one, and if such Independent CPS Holder is the holder of two or more CPS, 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 CPS Court Meeting in person to represent him.

- (2) A **green** form of proxy for use at the CPS Court Meeting (or any adjournment thereof) is enclosed with the composite document containing the CPS Scheme of Arrangement dated 11 September 2019 despatched to, among others, the Independent CPS Holders.
- (3) In order to be valid, the **green** 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 CPS Court Meeting or any adjournment thereof but if forms are not so lodged they may be handed to the chairman of the CPS Court Meeting at the CPS Court Meeting before the taking of the poll and the chairman of the CPS Court Meeting should have absolute discretion whether or not to accept them. Completion and return of the **green** form of proxy will not preclude an Independent CPS Holder from attending the CPS Court Meeting and voting in person if he so wishes. In the event that an Independent CPS Holder attends and votes at the CPS Court Meeting after having lodged his **green** form of proxy, his **green** form of proxy shall be deemed to have been revoked by operation of law.
- (4) In the case of joint Independent CPS Holders, 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 of the CPS.
- (5) Voting at the CPS Court Meeting 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 CPS will be closed from Monday, 30 September 2019 to Friday, 4 October 2019 (both days inclusive) and during such period no transfer of CPS will be registered. In order to be entitled to attend and vote at the CPS Court Meeting, 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 Sangsnit
Mr. Songkitti Jaggabatara
Mr. Itthaporn Subhawong
Mr. Prasobsook Boondech
Mr. Cheng Yuk Wo