

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

Cause No. FSD 156 of 2020

**IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES LAW (2020
REVISION) (AS AMENDED)**

AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102

**AND IN THE MATTER OF CHINA BAOFENG (INTERNATIONAL) LIMITED
(中國寶豐(國際)有限公司)**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 20 July 2020 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving, with or without modification(s), a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between China Baofeng (International) Limited (中國寶豐(國際)有限公司) (the “**Company**”) and the Scheme Shareholders (as defined in the Scheme of Arrangement) and that the Court Meeting will be held at Suite 3401, 34/F, Two Pacific Place, 88 Queensway Admiralty, Hong Kong on Monday, 17 August 2020 at 9:00 a.m. (Hong Kong time) at which place and time all Scheme Shareholders are invited to attend.

A copy of the Scheme of Arrangement and a copy of an explanatory statement explaining the effect of the 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 Scheme Shareholders from the Hong Kong Branch Share Registrar at Suites 3301-4, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person(s) (who must be an individual(s)), whether a member of the Company or not, to attend, speak and vote in their stead. A **pink form** of proxy for use at the Court Meeting (or any adjournment thereof) is enclosed with the composite scheme document dated 23 July 2020 despatched to among others, the Scheme Shareholders on 23 July 2020. Completion and return of the **pink form** of proxy will not prevent a Scheme Shareholder from attending and voting at the Court Meeting, or any adjournment thereof, in person if he/she wishes to do so and in such event, the **pink form** of proxy previously submitted shall be deemed to have been revoked by operation of law.

In the case of Scheme Shareholders jointly holding ordinary shares of par value HK\$0.01 each in the share capital of the Company (the “**Shares**”), any one of such persons may vote at the Court Meeting, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting in person 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 Shares, the first named Scheme Shareholder being the senior.

It is requested that **pink form** of proxy be deposited at the Hong Kong Branch Share Registrar at Suites 3301-4, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 9:00 a.m. on Saturday, 15 August 2020.

By the Order, the Court has appointed Dr. Tyen Kan Hee, Anthony, an independent non-executive director of the Company, or failing him, Mr. Xia Zuoquan, also an independent non-executive director of the Company, or failing him, Mr. Guo Xuewen, also an independent non-executive director of the Company, or failing him, any other director or any other person nominated by the Company, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

Shareholders who are not Independent Shareholders (except in respect of Shares held on behalf of non-discretionary investment clients of the CLSA Group) will be required to abstain from voting at the Court Meeting.

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

By Order of the Court
China Baofeng (International) Limited
(中國寶豐(國際)有限公司)
Dang Yanbao
Chairman

Hong Kong, 23 July 2020

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

Principal Place of Business in Hong Kong:
Suite 3401, 34/F.
Two Pacific Place
88 Queensway
Admiralty
Hong Kong

Notes:

- (1) A Scheme Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint one, and if such Scheme Shareholder is the holder of two or more 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 Court Meeting in person to represent him.
- (2) A **pink form** of proxy for use at the Court Meeting (or any adjournment thereof) is enclosed with the composite document containing the Scheme of Arrangement dated 23 July 2020 despatched to, among others, the Scheme Shareholders.
- (3) In order to be valid, the **pink form** of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with Union Registrars Limited, the Company's Hong Kong branch share registrar and transfer office at Suites 3301-4, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time for holding the Court Meeting or any adjournment thereof failing which the **pink form** of proxy will not be valid. Completion and return of the **pink form** of proxy will not preclude a Scheme Shareholder from attending the Court Meeting and voting in person if he so wishes. In the event that a Scheme Shareholder attends and votes at the Court Meeting after having lodged his **pink form** of proxy, his **pink form** of proxy shall be deemed to have been revoked by operation of law.
- (4) In the case of joint Scheme Shareholders, 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 Shares.

- (5) Voting at the 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 will be closed from Wednesday, 12 August 2020 to Monday, 17 August 2020 (both days inclusive) and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the 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, Union Registrars Limited, at Suites 3301-4, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 11 August 2020.
- (7) Due to the uncertainty of the development of the novel coronavirus pandemic, the Company may be required to revise the date, time and/or venue of the Court Meeting and/or the book closure period (subject to the directions of the Grand Court and as may be permitted under the Takeovers Code). Further announcement(s) will be made by the Company as and when appropriate.
- (8) The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Court Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:
 - (i) compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue;
 - (ii) each attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats;
 - (iii) no refreshment will be served, and there will be no corporate gift; and
 - (iv) each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Court Meeting and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

Pursuant to the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (the "**Regulation**"), group gatherings of more than 20 persons for shareholders' meetings are required to be accommodated in separate rooms or partitioned areas of not more than 20 persons each.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) instead of attending the meeting in person, by completing and return the proxy form attached to the Scheme Document.

The Company will keep its shareholders informed by way of further announcement if there are any material updates on the Regulation which would affect the Court Meeting.

If any shareholder has any question relating to the Court Meeting, please contact the Hong Kong Branch Share Registrar as follows:

Union Registrars Limited
Suites 3301-4, 33/F
Two Chinachem Exchange Square
338 King's Road, North Point
Hong Kong
Email: info@unionregistrars.com.hk
Tel: (852) 2849 3399
Fax: (852) 2849 3319

As at the date of this announcement, the executive Directors of the Company are Mr. Dang Yanbao, Mr. Dang Zidong, Mr. Liu Yuanguan, Mr. Gao Jianjun, the non-executive Directors of the Company are Mr. Cheng Hoo and Mr. Chung Kin Shun, Jimmy and the independent non-executive Directors of the Company are Mr. Xia Zuoquan, Dr. Tyen Kan Hee, Anthony and Mr. Guo Xuewen.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.