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# 華融投資股份有限公司

HUARONG INVESTMENT STOCK CORPORATION LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2277)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Huarong Investment Stock Corporation Limited (the “**Company**”) will be held at Level 16, Two Pacific Place, 88 Queensway, Hong Kong on Tuesday, 27 October 2020 at 10:00 a.m. (Hong Kong time) (or immediately after the conclusion or the adjournment of the meeting of the Scheme Shareholders (as defined in the Scheme 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 (with or without modifications) the following special resolution:

### SPECIAL RESOLUTION

#### “**THAT AS A SPECIAL RESOLUTION:**

- (a) the scheme of arrangement dated 30 September 2020 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this Meeting, and for purpose of identification, signed by the chairman of this Meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved;
- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):-
  - (i) the Company shall allot and issue one ordinary share of HK\$0.01 in the capital of the Company to Huarong International Financial Holdings Limited (“**HRIF**”) (or, as HRIF may direct, a wholly owned subsidiary of HRIF) for cash at par (the “**Issue**”);
  - (ii) subject to and forthwith upon the Issue taking effect, the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (the “**Capital Reduction**”);
  - (iii) subject to and forthwith upon the Capital Reduction taking effect, the issued share capital of the Company shall be increased to its former amount by the allotment and issuance to HRIF (or, as HRIF may direct, a wholly owned

subsidiary of HRIF), of the same number of ordinary shares of HK\$0.01 each in the capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished as aforesaid minus one; and

- (iv) the Company shall apply the credit arising in its books of account as a result of the Capital Reduction in paying up in full at par the new ordinary shares of HK\$0.01 each in the capital of the Company issued as aforesaid, credited as fully paid, to HRIF (or, as HRIF may direct, a wholly owned subsidiary of HRIF), and the directors of the Company be and are hereby authorized to allot and issue the same accordingly;
- (c) each director of the Company be and is hereby authorized to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, the Issue and the Capital Reduction pursuant to the Scheme, including (without limitation) giving consent to any modification of, or addition to, the Scheme, the Issue or the Capital Reduction which the Grand Court of the Cayman Islands may see fit to impose; and
- (d) subject to the Scheme becoming effective, the withdrawal of the listing of the shares of the Company from The Stock Exchange of Hong Kong Limited be and is hereby approved, and any director of the Company be and is hereby authorized to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

By Order of the Board  
**Huarong Investment Stock Corporation Limited**  
**Yang Rungui**  
*Chairman*

Dated 30 September 2020

*Registered office:*

PO Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman, KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*

Suite B, Levels 16–17  
Two Pacific Place, 88 Queensway  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one or, if he is the holder of two or more shares of the Company, more proxies (who must be individuals) to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto; if more than one of such joint registered holders be present, personally or by proxy, the vote of the most or, as the case may be, the more senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company in respect of such joint holding.
3. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from 22 October 2020 to 27 October 2020, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the Meeting, all transfers of shares of the Company, accompanied by the relevant share certificate(s), must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 21 October 2020.
4. In order to be valid, the form of proxy must be completed in writing and executed under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized, and must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not later than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:00 a.m. on Sunday, 25 October 2020 (Hong Kong time)) or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder 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.
6. A form of proxy for use at the Meeting is enclosed.
7. The special resolution as set out above will be determined by way of poll.
8. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above or post-super typhoon extreme conditions in force at or after 8:00 a.m. on 27 October 2020 and/or the Hong Kong Observatory has announced on 27 October 2020 at or before 8:00 a.m. that any of the above mentioned warnings is to be issued within the next two hours, the Meeting shall automatically be postponed to the next Business Day (as defined in the Scheme) on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted or post-super typhoon extreme conditions are in force between the hours from 8:00 a.m. to 10:00 a.m. and in such case the Meeting shall be held at 10:00 a.m. on that Business Day at Level 16, Two Pacific Place, 88 Queensway, Hong Kong. The Meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force. Shareholders of the Company should make their own decision as to whether to attend the Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.

*As at the date of this notice, the executive directors of the Company are Mr. Yang Rungui, Mr. Xu Xiaowu and Mr. Chen Qinghua; the non-executive director of the Company is Ms. Wang Qi; and the independent non-executive directors of the Company are Mr. Chan Kee Huen Michael, Mr. Tse Chi Wai and Dr. Lam Lee G.*