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KWAN ON HOLDINGS

均安控股

KWAN ON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1559)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Kwan On Holdings Limited (the “**Company**”) will be held at 2/F, Alliance Building, 130-136 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 23 October 2017 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (i) a subscription agreement dated 1 September 2017 (the “**Subscription Agreement**”) entered into between the Company and Sino Coronet Group Limited 華冠集團有限公司 (a copy of which having been produced to the meeting and marked “A” for the purpose of identification) in respect of the subscription of 140,000,000 new shares of HK\$0.01 each in the share capital of the Company (each a “**Subscription Share**”) at a subscription price of HK\$1.30 per Subscription Share and the transactions contemplated thereunder be hereby approved, confirmed and ratified;
- (ii) allotment and issue of the Subscription Shares by the Company to Sino Coronet Group Limited be hereby approved; and
- (iii) any one director or the company secretary of the Company be hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.”

By order of the Board
Kwan On Holding Limited
Chen Zhenghua
Chairman

Hong Kong, 29 September 2017

Executive Directors:

Mr. Chen Zhenghua (*Chairman*)

Mr. Wong Yee Tung, Tony

Mr. Wong Wa

Mr. Zhang Fangbing

Independent non-executive Directors:

Professor Ho Ho Ming

Professor Lam Sing Kwong, Simon

Mr. Lum Pak Sum

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder 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. The transfer books and register of members of the Company will be closed from Tuesday, 17 October 2017 to Monday, 23 October 2017, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 16 October 2017.