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**新源萬恒 控股有限公司**  
**New Provenance Everlasting Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2326)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of New Provenance Everlasting Holdings Limited (the “**Company**”) will be held at Unit 3201-09, 32nd Floor, Shui On Centre, No. 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 6 September 2019 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditor for the year ended 31 March 2019.
2.
  - (a) To re-elect Mr. Chan Kwong Fat, George as a director.
  - (b) To re-elect Mr. Siu Hi Lam, Alick as a director.
  - (c) To re-elect Dr. Ng Tze Kin, David as a director.
  - (d) To authorise the Board of Directors of the Company to fix the directors’ remuneration.
3. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration.

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Bye-laws of the Company (the **“Bye-laws”**) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert into shares of the Company (the **“Shares”**)) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert into Shares) during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of any options granted under the share option scheme or similar arrangement of the Company;

- (iii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares; or
- (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company in force from time to time;

shall not exceed 20% of the total number of issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

**“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held.

**“Rights Issue”** means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution,

**“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held.”

- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) set out in this notice convening this meeting (the “**Notice**”), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares pursuant to resolution numbered 4(A) of the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) of the Notice, provided that such number of Shares so repurchased shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

By Order of the Board

**Sin Lik Man**

*Chairman and Chief Executive Officer*

Hong Kong, 8 July 2019

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of*

*Business in Hong Kong:*

Unit 3201-09, 32nd Floor  
Shui On Centre  
No. 6-8 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised.
3. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.

4. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (with effect from 11 July 2019), not less than forty-eight (48) hours before the time holding the meeting or at any adjourned meeting thereof.
5. To ascertain the members' entitlement to attend and vote at the meeting, the register of members will be closed from Tuesday, 3 September 2019 to Friday, 6 September 2019, both days inclusive, during which period no transfer of shares can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (with effect from 11 July 2019), for registration not later than 4:30 p.m. on Monday, 2 September 2019.
6. An explanatory statement containing further details regarding the resolution numbered 4(B) above is set out in Appendix I to the Company's circular dated 8 July 2019.
7. If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 8:30 a.m. at the date of the annual general meeting of the Company, the annual general meeting of the Company will be postponed. The annual general meeting of the Company will be held as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at anytime on that day.

*As at the date of this notice, the Board comprises Mr. Sin Lik Man (Chairman and Chief Executive Officer) and Mr. Li Zhendong as Executive Directors, Mr. Zheng Gang as Non-Executive Director, and Mr. Chan Kwong Fat, George, Mr. Siu Hi Lam, Alick, Dr. Ng Tze Kin, David and Dr. Liu Yongping as Independent Non-executive Directors.*