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珠光控股
ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

珠光控股集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1176)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Zhuguang Holdings Group Company Limited (“**Company**”) will be held at 2:15 p.m. on Thursday, 21 November 2019 at Meeting Room No.1, 19/F., Zhuguang Xincheng International Centre, Block B, No. 3 Qingyi Street, Race Course Road, Tianhe District, Guangzhou, The People’s Republic of China, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrant Shares (as defined below):
 - (a) the directors of the Company (“**Directors**”) be and are hereby authorised to create and issue warrants (“**Warrants**”) to the Investors (as defined in the circular of the Company dated 5 November 2019 (“**Circular**”), a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) entitling the holders of the Warrants to subscribe in cash of an aggregate of US\$61,500,000 for the Warrant Shares (as defined in the Circular) at the strike price of HK\$1.6148 per Warrant Share (subject to adjustments) and exercisable at any time during the period commencing on the date of the issue of the Warrants and ending at 5:00 p.m. (Hong Kong time) on the Termination Date (as defined in the Circular), on the terms and conditions set out in the Warrant Instrument (as defined in the Circular, the execution copy of which has been produced to this meeting marked “B” and initialled by the chairman of this meeting for the purpose of identification) and the Warrant Instrument be and is hereby approved;

** For identification purpose only*

- (b) the Directors be and are hereby specifically authorised to allot and issue the Warrant Shares in accordance with the terms and conditions set out in the Warrant Instrument; and
- (c) the Directors be and are hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Note Purchase Agreement (as defined in the Circular) and all the transactions contemplated thereunder as well as in relation to the issue and allotment of the Warrant Shares and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Note Purchase Agreement and which shall be subject to approval of the shareholders of the Company) as are, in the opinion of the Directors or a duly authorised committee of the board of Directors, in the interest of the Company and its shareholders as a whole.”

On behalf of the Board
Zhuguang Holdings Group Company Limited
Chu Hing Tsung
Chairman

5 November 2019

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Place of Business in Hong Kong:
Room 5702-5703, 57th Floor
Two International Finance Centre
8 Finance Street
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy 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 Meeting. A proxy need not be a member of the Company.
2. To be valid, a form of proxy in the prescribed 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 share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 2:15 p.m. on Tuesday, 19 November 2019 or in any event not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof (as the case may be).

3. Completion and deposit of the proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Friday, 15 November 2019. In order to qualify for the entitlement to attend and vote at the Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Friday, 15 November 2019.
5. For joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares of the Company as if the shareholder was solely entitled thereto, but if more than one of such joint holders be present at any meeting 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 of the Company shall alone be entitled to vote in respect thereof.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of the Directors comprises (i) six executive Directors, namely, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (Chairman), Mr. Liu Jie (Chief Executive Officer), Mr. Liao Tengjia (Deputy Chairman), Mr. Huang Jiajue (Deputy Chairman), Mr. Chu Muk Chi (alias Mr. Zhu La Yi) and Ms. Ye Lixia; and (ii) three independent non-executive Directors, namely, Mr. Leung Wo Ping JP, Mr. Wong Chi Keung and Dr. Feng Ke.