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China Hongqiao Group Limited

中國宏橋集團有限公司

(incorporated under the laws of Cayman Islands with limited liability)

(Stock code: 1378)

NOTICE OF THE ADJOURNED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an adjourned annual general meeting (the “**Adjourned Annual General Meeting**”) of China Hongqiao Group Limited (the “**Company**”) will be held at the Conference Hall on 8th Floor, Company Office Building, No. 12 Wei Fang Road, Zouping Economic Development District, Zouping County, Shandong Province, the People’s Republic of China on Friday, 8 December 2017 at 9:00 a.m. for the following ordinary resolutions. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 6 November 2017 to convene the Adjourned Annual General Meeting.

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2016;
2. To declare a final dividend of HK27.0 cents per share for the year ended 31 December 2016 to the shareholders of the Company; and
3. To declare a special dividend of HK20.0 cents per share to the shareholders of the Company.

By order of the Board
Zhang Shiping
Chairman

Hong Kong, 6 November 2017

Notes:

- (a) Any Shareholder entitled to attend and vote at the Adjourned Annual General Meeting is entitled to appoint a proxy to attend and vote on behalf of him/her. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Adjourned Annual General Meeting. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Adjourned Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) The share register of the Company will be closed from Monday, 4 December 2017 to Friday, 8 December 2017 (both days inclusive), during which no transfer of shares will be effected. In order to be entitled to attend the Adjourned Annual General Meeting of the Company and vote at the meeting, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Friday, 1 December 2017. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

The share register of the Company will be closed from Wednesday, 31 January 2018 to Tuesday, 6 February 2018 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for the final dividend and the special dividend, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Tuesday, 30 January 2018. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

- (d) Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were 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 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 and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (e) Shareholders whose names appear on the register of members of the Company on Friday, 1 December 2017 are entitled to attend and vote at the Adjourned Annual General Meeting, and subject to approval of the payment of the final dividend and the special dividend by the Shareholders at the Adjourned Annual General Meeting, Shareholders whose names appear on the register of members of the Company on Tuesday, 6 February 2018 are entitled to the final dividend and the special dividend.
- (f) The Adjourned Annual General Meeting is expected to last half a day. Shareholders attending the Adjourned Annual General Meeting should be responsible for their own transportation and accommodation expenses.

As at the date of this notice, the Board comprises eight directors, namely Mr. Zhang Shiping, Ms. Zheng Shuliang and Mr. Zhang Bo as executive directors, Mr. Yang Congsen and Mr. Zhang Jinglei as non-executive directors, and Mr. Chen Yinghai, Mr. Xing Jian and Mr. Han Benwen as independent non-executive directors.