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萬隆控股集團有限公司  
Ban Loong Holdings Limited

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 30)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Ban Loong Holdings Limited (the “**Company**”) will be held at Basement 2 (B2), The Wharney Guang Dong Hotel, 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 28 September 2018 at 10:30 a.m. (or immediately after the conclusion of the annual general meeting of the Company held on the same day, whichever is earlier) for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

**“THAT:**

- (a) the entering into of the subscription agreement (the “**Subscription Agreement**”, a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 20 August 2018 by Yunnan Baiyao Holdings Co., Ltd. (“**Yunnan Baiyao Holdings**”) as subscriber and the Company as issuer in relation to the subscription by Yunnan Baiyao Holdings for the 1,000,000,000 new ordinary shares (“**Subscription Shares**”) of HK\$0.01 each in the share capital of the Company (“**Shares**”), and all transactions contemplated thereunder and all other matters thereof and incidental thereto and in connection therewith, be and are hereby generally and unconditionally approved, confirmed and ratified in all respects;

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Listing Committee**”) granting the listing of, and permission to deal in the Subscription Shares, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Subscription Shares, such Specific Mandate being in addition to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company; and
- (c) the Directors be and are hereby generally and unconditionally authorized to do all such acts or things and execute and deliver all such documents, instruments and agreements which they consider necessary, desirable or expedient to give effect to the transactions contemplated by the Subscription Agreement and the allotment and issue of the Subscription Shares, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company.”

By order of the Board  
**Ban Loong Holdings Limited**  
**Chow Wang**  
*Chairman & Chief Executive Officer*

Hong Kong, 7 September 2018

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*  
Unit 2709-10, 27/F.  
China Resources Building  
26 Harbour Road, Wanchai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the meeting will be taken by poll.

4. The register of members will be closed from 24 September 2018 to 28 September 2018, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 21 September 2018.
  
5. As at the date of this notice, the executive Directors are Mr. Chow Wang (Chairman & Chief Executive Officer), Mr. Chu Ka Wa (Chief Financial Officer) and Mr. Wang Zhaoqing (Chief Operating Officer); the non-executive Director is Mr. Fong For; and the independent non-executive Directors are Mr. Jiang Zhi, Mr. Leung Ka Kui, Johnny and Ms. Wong Chui San, Susan.