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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 ADJOURNED SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an adjourned special general meeting (the “**Adjourned 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 Monday, 15 October 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**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, 28 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 bye-laws 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 (“**Computershare**”) 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 Adjourned SGM.

3. Detailed information regarding the resolution to be proposed at the Adjourned SGM is contained in the Company's circular dated 7 September 2018, as supplemented by the Company's announcement dated 27 September 2018.
4. The special general meeting of the Company (the "**Original SGM**") was originally scheduled to be held on 28 September 2018. As a result of the supplemental information disclosed in the Company's announcement dated 27 September 2018, the Original SGM was adjourned for re-convening on 15 October 2018, as notified to Shareholders under this notice.
5. No revised form of proxy will be dispatched to Shareholders, as the subject matter to be discussed at the Adjourned SGM remains the same as the Original SGM. Shareholders who have already lodged their forms of proxy or the appointment documents for corporate representatives (the "**Proxy Documents**") with Computershare prior to the holding of the Original SGM do not need to re-lodge the Proxy Documents if their voting decisions remain the same, as all previously lodged Proxy Documents shall remain valid for vote-taking at the Adjourned SGM.

Any Shareholder eligible to vote at the SGM who (i) has not lodged his/her/its Proxy Documents prior to the Original SGM but now wishes to lodge his/her/its Proxy Documents, or (ii) has lodged his/her/its Proxy Documents prior to the Original SGM but now wishes to alter his/her/its voting direction may continue to use the old form of proxy as dispatched to Shareholders and published on the websites of the Company and the Exchange on 7 September 2018. Any re-lodged form of proxy shall have the effect of revoking any form of proxy previously lodged in respect of the same block of Shares.

6. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the meeting will be taken by poll.
7. 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.