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EAGLE LEGEND ASIA

EAGLE LEGEND ASIA LIMITED

鵬程亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 936)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of Eagle Legend Asia Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 21 November 2017 at the Seminar Room on 16/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional subscription agreement (the “**Agreement**”) dated 11 October 2017 entered into between the Company and Mr. He Xiaoyang in relation to the subscription of 100,000,000 ordinary shares of HK\$0.01 each (the “**Subscription Shares**”) in the issued share capital of the Company (a copy of which has been produced to the Meeting marked “A” and signed by the chairman hereof for the purpose of identification) and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares) be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) subject to fulfilment of the conditions precedent set out in the Agreement, the allotment and issue of the Subscription Shares in accordance with the terms and conditions of the Agreement be and is hereby approved;

- (c) the directors of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Subscription Shares pursuant to the terms and conditions of the Agreement, whereby such Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The Specific Mandate is in addition to, and shall not prejudice nor revoke, any general or specific mandate(s) which has/have been granted or may from time to time be granted to the directors of the Company prior to the passing of this resolution; and
- (d) any one director of the Company be and are hereby authorised to do such acts and/or execute all such documents incidental to, ancillary to or in connection with matters contemplated in or relating to the Agreement and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Agreement and the implementation of all transactions contemplated thereunder.”

By order of the Board
Eagle Legend Asia Limited
Zeng Li
Chairman

Hong Kong, 31 October 2017

Registered office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Room 3607, 36/F
China Resources Building
26 Harbour Road
Wan Chai
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares of the Company (“**Shares**”) in respect of which each proxy is so appointed.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case maybe). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case maybe) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the name stands first in the register of shareholders of the Company in respect of the joint holding.
4. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 16 November 2017 to Tuesday, 21 November 2017 (both dates inclusive) during which period no transfer of Shares will be registered. To be qualified for attending and voting at the Meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration on or before 4:30 p.m. on Wednesday, 15 November 2017 (Hong Kong time).
5. As at the date hereof, the board of directors of the Company comprises Mr. Zeng Li, Mr. Winerthan Chiu and Mr. Chan Ka Lun as executive directors; and Mr. Wan Tze Fan Terence, Mr. Tsui Robert Che Kwong and Ms. Yang Yan Tung Doris as independent non-executive directors.