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China Soft Power Technology Holdings Limited

中國軟實力科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of China Soft Power Technology Holdings Limited (the “Company”) will be held at Studio 5, 7/F, W Hong Kong, 1 Austin Road West, Kowloon Station, Hong Kong on Friday, 13 April 2018 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the agreement (the “**Agreement**”) dated 29 December 2017 (as supplemented by a supplemental agreement dated 16 March 2018) entered into between Wise Victory Group Limited as purchaser and Winsey Enterprises Limited as vendor (the “**Vendor**”) in relation to the disposal of the entire issued share capital of Goodview Assets Limited and the shareholder’s loan owing from Goodview Assets Limited to the Vendor for a total consideration of HK\$260,000,000 (the “**Proposed Disposal**”) (a copy of the Agreement has been produced to the meeting, marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the acquisition by the Company of the 1,793,103,448 consideration shares of HK\$0.001 each to be allotted and issued by Future World Financial Holdings Limited to the Vendor (or at its directions) under the Agreement), be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to implement and take all such steps and do all such acts and things and execute all such documents (including under seal, where applicable) which they consider necessary, desirable or expedient to give effect to the Agreement, the Proposed Disposal and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

2. “**THAT** the re-election of Mr. Xu Ke to serve as an executive Director with immediate effect be and is hereby approved, and the board of Directors be and is hereby authorised to fix his remuneration.”

By order of the Board
China Soft Power Technology Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 21 March 2018

As at the date hereof, Mr. Chen Xiaodong, Mr. Xu Ke, Mr. Yu Qingrui, Ms. Lam Hay Yin and Ms. Lee Chau Man Ada are the executive Directors and Mr. Kwok Chi Kwong, Mr. Chen Youchun and Mr. Mai Qijian are the independent non-executive Directors.

Notes:

- (a) Any member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number 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 notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 9:30 a.m. on Wednesday, 11 April 2018) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof and in such event the form of proxy shall be deemed to be revoked.
- (c) For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 10 April 2018 to Friday, 13 April 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the SGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 9 April 2018.
- (d) References to time and dates in this notice are to Hong Kong time and dates.