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FRONTIER SERVICES GROUP LIMITED

先豐服務集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00500)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Frontier Services Group Limited (the “Company”) will be held at 10:00 a.m. on 18 May 2018, Friday at Suite 3902, 39/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the subscription agreement dated 2 March 2018 (the “**CP Subscription Agreement**”) (a copy of which has been produced to the SGM and marked “A” and initialled by the chairman of the SGM for the purpose of identification) entered into between the Company as issuer and Easy Flow Investments Limited as subscriber in respect of the issue of up to 370,000,000 new ordinary shares of HK\$0.10 each (the “**Shares**”) in the capital of the Company (the “**CP Subscription Shares**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfilment of the conditions precedent set out in the CP Subscription Agreement, the allotment and issue of the CP Subscription Shares in accordance with the terms and conditions of the CP Subscription Agreement be and is hereby approved;
- (c) any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two directors of the Company or any director of the Company together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the CP Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

* *For identification purpose only*

2. **“THAT:**

- (a) the subscription agreement dated 2 March 2018 (the **“Taiping Subscription Agreement”**) (a copy of which has been produced to the SGM and marked **“B”** and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company as issuer and Taiping Trustees Limited as subscriber in respect of the issue of a total of 160,000,000 new Shares (the **“Taiping Subscription Shares”**) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfilment of the conditions precedent set out in the Taiping Subscription Agreement, the allotment and issue of the Taiping Subscription Shares in accordance with the terms and conditions of the Taiping Subscription Agreement be and is hereby approved; and
- (c) any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two directors of the Company or any director of the Company together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Taiping Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

3. **“THAT:**

- (a) the subscription dated 2 March 2018 (the **“Trinity Gate Subscription Agreement”**) (a copy of which has been produced to the SGM and marked **“C”** and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company as issuer and Trinity Gate Limited as subscriber in respect of the issue of a total of 110,000,000 new Shares (the **“Trinity Gate Subscription Shares”**) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfilment of the conditions precedent set out in the Trinity Gate Subscription Agreement, the allotment and issue of the Trinity Gate Subscription Shares in accordance with the terms and conditions of the Trinity Gate Subscription Agreement be and is hereby approved; and

- (c) any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two directors of the Company or any director of the Company together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Trinity Gate Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By order of the Board
Frontier Services Group Limited
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 2 May 2018

Notes:

1. Any shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote in his/her stead. A proxy needs not be a shareholder of the Company. Completion and return of the form of proxy will not preclude a shareholder from attending the SGM and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. Where there are joint holders of any Share, any one of such joint holders may vote at the SGM, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. To be valid, the completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof.

As at the date of this announcement, the executive directors are Mr. Erik D. Prince (Chairman), Mr. Ko Chun Shun, Johnson (Deputy Chairman), Mr. Luo Ning (Deputy Chairman), Dr. Hua Dongyi (Chief Executive Officer) and Mr. Hu Qinggang; and the independent non-executive directors are Mr. Yap Fat Suan, Henry, Prof. Lee Hau Leung and Dr. Harold O. Demuren.