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National Investments

National Investments Fund Limited

國盛投資基金有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1227)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of National Investments Fund Limited (the “**Company**”) will be held at 16/F, Guangdong Finance Building, 88 Connaught Road West, Hong Kong at 11:00 a.m. on 5 March 2019 for the purpose of considering and, if thought fit, with or without amendments, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as hereinafter defined), every 10 existing issued and unissued shares of HK\$0.01 each in the share capital of the Company be and are hereby consolidated into one share of HK\$0.10 (each a “**Consolidated Share**”) with effect from the business day immediately following the day on which this resolution is passed (the “**Share Consolidation**”) and the directors of the Company (the “**Directors**”) be authorised to issue new share certificates in respect of the Consolidated Shares to holders of issued existing shares of the Company pursuant to the Share Consolidation and to do all things and execute all documents in connection with or incidental to the Share Consolidation.”
2. “**THAT** subject to the passing of resolution 1 as set out in this notice of the Meeting,
 - (a) subject to and conditional upon the fulfillment of the conditions in the conditional placing agreement dated 4 January 2019 entered into between the Company and Chung Lee Securities Company Limited (as supplemented by the supplemental agreement dated 21 January 2019) (the “**Placing Agreement**”), a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to carry out Type 1 (dealing in securities) regulated activity (the “**Placing Agent**”), in relation to the placing (the “**Placing**”) of up to 860,000,000 new consolidated ordinary share(s) of HK\$0.1 in the capital of the Company (the “**Placing Shares**”, each a “**Placing Share**”) on a best efforts basis

at the placing price of HK\$0.18 per Placing Share (a copy of the Placing Agreement marked “A” and signed by the chairman of the Meeting for identification purpose has been tabled at the Meeting), the form and substance of the Placing Agreement be and are hereby approved, ratified and confirmed and any one director of the Company (“**Director**”) be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;

- (b) subject to the fulfillment of the conditions of the Placing Agreement, any one Director be and is hereby authorised to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Placing Agreement, including without limitation, to allot and issue the Placing Shares;
- (c) all other transactions contemplated under the Placing Agreement be and are hereby approved and any one Director or the company secretary of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Placing Agreement, or any of the transactions contemplated under the Placing Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Placing Agreement) as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole; and
- (d) subject to and conditional upon (i) the passing of resolutions as set out in this notice of the Meeting; (ii) the listing committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares; and (iii) the obligations of the Placing Agent under the Placing Agreement becoming unconditional and not being terminated in accordance with the terms of the Placing Agreement, including provisions regarding force majeure events, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Placing Shares pursuant to the Placing Agreement be and is hereby confirmed and approved.”

By order of the Board
National Investments Fund Limited
Xie Xiangrong
Chairperson

Hong Kong, 13 February 2019

Registered office:
Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Place of Business
in Hong Kong:
16/F, Guangdong Finance Building
88 Connaught Road West
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or if he holds two or more shares, more than one proxy to attend and 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 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, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such 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, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
5. The register of members of the Company will be closed from Thursday, 28 February 2019 to Tuesday, 5 March 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the forthcoming extraordinary general meeting, 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 no later than 4:30 p.m. on Wednesday, 27 February 2019.
6. A form of proxy for use at the Meeting is enclosed with the circular to the shareholders of the Company.

As at the date hereof, the board of directors of the Company comprises two executive directors, namely Mr. Wong Danny F. and Mr. Chan Cheong Yee; a non-executive director, namely Ms. Xie Xiangrong (Chairperson); and four independent non-executive directors, namely Mr. Liu Jin, Mr. Li Li, Ms. Chan So Fong and Mr. Liao Kai.