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中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(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 Central Wealth Group Holdings Limited (the “**Company**”) will be held at Studio 5, Level 7, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Wednesday, 3 June 2020 at 9:40 a.m. (or immediately after the conclusion of the Company’s annual general meeting to be held at the same venue on the same day at 9:30 a.m. or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

“THAT

- (a) the preliminary sale and purchase agreement (the “**Preliminary SPA**”) dated 4 February 2020 entered into between Million Fortune Well Limited as purchaser (the “**Purchaser**”) and Sky Eagle Global Limited as vendor (the “**Vendor**”) and the formal agreement dated 20 March 2020 (the “**Formal Agreement**”) entered into between the Purchaser as purchaser, the Vendor as vendor, Mr. Chen Xiaodong, chairman of the Company, as guarantor of the Vendor in relation to the disposal of the entire issued share capital of Metro Victor Limited and the shareholder’s loan owing by Metro Victor Limited to the Vendor for a total consideration of HK\$380,000,000 (subject to adjustment) (the “**Proposed Disposal**”) (copies of the Preliminary SPA and the Formal Agreement have both been produced to the meeting, marked “A” and “B” respectively and both initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the execution of a deed of tax indemnity by the Vendor in favour of the Purchaser and Metro Victor Limited), 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 Preliminary SPA, the Formal 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.”

By order of the Board
Central Wealth Group Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 24 April 2020

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 54, 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 9:40 a.m. on Monday, 1 June 2020) 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 Friday, 29 May 2020 to Wednesday, 3 June 2020, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 28 May 2020.
- (d) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of directors of the Company comprises the following directors:

Executive Directors

Mr. Chen Xiaodong (*Chairman*)
Mr. Xu Ke (*Chief Executive Officer*)
Mr. Yu Qingrui
Ms. Lam Hay Yin

Independent non-executive Directors

Mr. Kwok Chi Kwong
Mr. Wu Ming
Mr. Liu Hongwei

PRECAUTIONARY MEASURES AT THE SPECIAL GENERAL MEETING

In view of the recent developments of the Novel Coronavirus (COVID-19) pandemic, and taking into consideration of the guidelines issued by the Government of Hong Kong, the Company will implement the following preventive measures at the special general meeting to protect attending Shareholders from the risk of infection:

- Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue.
- Every shareholder or proxy is required to wear medical face mask throughout the meeting.
- No refreshment will be served.

Any person who does not comply with the precautionary measures may be denied entry into the special general meeting venue.

The Company wishes to remind all Shareholders that physical attendance in person at the special general meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the Chairman of the Meeting as their proxy to vote on the relevant resolutions at the special general meeting as an alternative to attending the special general meeting in person.