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GREAT WALL PAN ASIA HOLDINGS LIMITED

(長城環亞控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 583)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of Great Wall Pan Asia Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 21 July 2017 at 11:00 a.m. for the purposes of considering and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the First Sale and Purchase Agreement dated 19 May 2017 (the “**First Sale and Purchase Agreement**”), a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for identification purposes) entered into between Great Wall Pan Asia III Holding Limited (the “**First Purchaser**”) and China Great Wall AMC (International) Holdings Company Limited (中國長城資產(國際)控股有限公司) (formerly known as “Great Wall Pan Asia International Investment Co., Limited (長城環亞國際投資有限公司)”) (the “**Vendor**”), pursuant to which the Vendor conditionally agreed to sell, and the First Purchaser conditionally agreed to purchase, the entire issued share capital in the First Target Company, for a cash consideration of HK\$38,701,969 be and is hereby approved, ratified and confirmed; and
- (b) any one of the Directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all documents or agreements under hand (and, where required, under the common seal of the Company together with any other Director or the Company Secretary of the Company) for and on behalf of the Company as he/she/they may consider necessary, desirable, appropriate or expedient in connection with and/or to implement and/or give effect to the First Sale and Purchase Agreement and the transactions contemplated thereunder, and to agree to such verification, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company.”

2. “**THAT**

- (a) the Second Sale and Purchase Agreement dated 19 May 2017 (the “**Second Sale and Purchase Agreement**”), a copy of which has been produced to the meeting

* For identification purpose only

marked “B” and initialled by the Chairman of the meeting for identification purposes) entered into between Great Wall Pan Asia II Holding Limited (the “**Second Purchaser**”) and the Vendor, pursuant to which the Vendor conditionally agreed to sell, and the Second Purchaser conditionally agreed to purchase, the entire issued share capital in the Second Target Company, for a cash consideration of HK\$868,834 be and is hereby approved, ratified and confirmed; and

- (b) any one of the Directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all documents or agreements under hand (and, where required, under the common seal of the Company together with any other Director or the Company Secretary of the Company) for and on behalf of the Company as he/she/they may consider necessary, desirable, appropriate or expedient in connection with and/or to implement and/or give effect to the Second Sale and Purchase Agreement and the transactions contemplated thereunder and to agree to such verification, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company.”

3. “**THAT**

- (a) subject to the passing of the resolution no. 1 above, the original asset management agreement dated 19 May 2017, as amended and restated by the restated asset management agreement dated 29 June 2017 (the “**Restated Asset Management Agreement**”), a copy of which has been produced to the meeting marked “C” and initialled by the Chairman of the meeting for identification purposes) entered into between the First Target Company and the Vendor, pursuant to which the First Target Company conditionally agreed to provide discretionary asset management services to the Vendor pursuant to the terms and conditions contained therein be and is hereby approved, ratified and confirmed; and
- (b) any one of the Directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all documents or agreements under hand (and, where required, under the common seal of the Company together with any other Director or the Company Secretary of the Company) for and on behalf of the Company as he/she/they may consider necessary, desirable, appropriate or expedient in connection with and/or to implement and/or give effect to the Restated Asset Management Agreement (including the proposed annual caps contemplated thereunder) and the transactions contemplated thereunder and to agree to such verification, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company.”

By Order of the Board
Great Wall Pan Asia Holdings Limited
Ou Peng
Chairman

Hong Kong, 30 June 2017

As at the date of this announcement, the board of directors of the Company consists of Mr. Ou Peng and Mr. Meng Xuefeng as executive directors of the Company, Mr. Huang Hu and Ms. Lv Jia as non-executive directors of the Company, and Dr. Song Ming, Dr. Sun Mingchun and Mr. Woo Chin Wan as independent non-executive directors of the Company.

Notes:

1. Resolutions at the meeting will be taken by poll pursuant to the Company's Bye-Laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) and the results of the poll will be published on the websites of Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint not more than two persons (who must be individuals) as his/her proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
4. Where there are joint registered holders of any share, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, 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(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands will for this purpose be deemed joint holders thereof.
5. A form of proxy for the above meeting is enclosed. In order to be valid, the completed and signed form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 11:00 a.m. on Wednesday, 19 July 2017 (or if the SGM is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned SGM). Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. For the determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 17 July 2017 to Friday, 21 July 2017, both dates inclusive, during which period no transfer of shares shall be effected. In order to be eligible to attend and vote at the meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 July 2017.
7. In accordance with Chapter 14A of the Listing Rules, Great Wall Pan Asia (BVI) Holding Limited and its associates are required to abstain from voting on the above ordinary resolutions.
8. Unless otherwise defined in this notice of SGM, capitalised terms used herein shall have the same meanings ascribed to them in the circular of the Company dated 30 June 2017.
9. Shareholders of the Company are advised to read the circular to the shareholders of the Company dated 30 June 2017 which contains further information on the proposals in relation to the Acquisitions and the Transaction. The circular will be sent to the shareholders of the Company on 30 June 2017.
10. Bad Weather Arrangements

If a typhoon warning signal no. 8 or above is hoisted or is expected to be hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time between 7:00 a.m. and 11:00 a.m. on the date of the meeting, the meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.gwpaholdings.com>) to notify shareholders of the date, time and location of the rescheduled meeting.

The SGM will be held as scheduled when an amber or a red rainstorm warning signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the SGM in adverse weather conditions.