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SUNDART HOLDINGS LIMITED

承達集團有限公司

(incorporated under the laws of British Virgin Islands with limited liability)

(Stock code: 1568)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of SUNDART HOLDINGS LIMITED 承達集團有限公司 (the “**Company**”) will be held at Room 03-05, 11/F, Millennium City 3, 370 Kwun Tong Road, Kowloon, Hong Kong on Tuesday, 25 July 2017 at 10:00 a.m. for the purpose considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the equity transfer agreement dated 17 May 2017 (the “**Equity Transfer Agreement**”) entered into between Jangho Curtain Wall Hongkong Limited (江河幕牆香港有限公司), 江河創建集團股份有限公司 (Jangho Group Co., Ltd.*) and Sundart Engineering Investments Limited (承達工程投資有限公司) in relation to the acquisition of the 100% equity interest in 北京承達創建裝飾工程有限公司 (Sundart Engineering & Contracting (Beijing) Limited*) and the terms of the amended and restated deed of non-competition (the “**Amended Deed**”) to be executed by Mr. Liu Zaiwang, Ms. Fu Haixia, 北京江河源控股有限公司 (Beijing Jiangheyuan Holdings Co., Ltd.*), 江河創建集團股份有限公司 (Jangho Group Co., Ltd.*), Jangho Curtain Wall Hongkong Limited (江河幕牆香港有限公司) and REACH GLORY INTERNATIONAL LIMITED in favour of the Company to amend and restate the deed of non-competition dated 8 December 2015 executed by Mr. Liu Zaiwang, Ms. Fu Haixia, 北京江河源控股有限公司 (Beijing Jiangheyuan Holdings Co., Ltd.*), 江河創建集團股份有限公司 (Jangho Group Co., Ltd.*), Jangho Curtain Wall Hongkong Limited (江河幕牆香港有限公司) and REACH GLORY INTERNATIONAL LIMITED in favour of the Company (a copy of each of the Equity Transfer Agreement and the Amended Deed is marked “A” and “B”, respectively, and produced to the EGM and signed by the chairman of the EGM for identification purpose) be and is hereby approved; and

* *for identification purpose only*

- (b) any one director of the Company (the “**Directors(s)**”) be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he may consider necessary or desirable for the purpose of or in connection with or to give effect to the Equity Transfer Agreement, the Amended Deed and the transactions contemplated thereunder.”

By order of the Board
SUNDART HOLDINGS LIMITED
承達集團有限公司
NG Tak Kwan

Chief Executive Officer and Executive Director

Hong Kong, 30 June 2017

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a shareholder of the Company.
2. A form of proxy for the EGM is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), under which the form is signed, or a certified copy of such power or authority, must be deposited at the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
4. Where there are joint holders of any share, any one of such joint holders may vote, 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 joint holders be present at any meeting the vote of the senior holder 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 of the Company in respect of the joint holding.
5. A shareholder of the Company entitled to more than one vote needs not, if he votes on a poll, use all his votes or cast all the votes he uses in the same way.
6. The resolution is to be voted by way of poll.
7. For determining the entitlement to attend and vote at the EGM, the transfer book and register of members will be closed from 20 July 2017 to 25 July 2017, both days inclusive, during which no share transfers can be registered. In order to qualify for attending and voting at the meeting, unregistered holders of shares of the Company should ensure that all share transfer documents 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, Wan Chai, Hong Kong not later than 4:30 p.m. on 19 July 2017.

As at the date of this notice, the executive Directors are Mr. NG Tak Kwan, Mr. LEUNG Kai Ming, Mr. XIE Jianyu, Mr. NG Chi Hang and Mr. PONG Kam Keung; the non-executive Director is Mr. LIU Zaiwang; and the independent non-executive Directors are Mr. TAM Anthony Chun Hung, Mr. HUANG Pu and Mr. LI Zheng.