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## **E-COMMODITIES HOLDINGS LIMITED**

### **易大宗控股有限公司**

*(formerly known as “WINSWAY ENTERPRISES HOLDINGS LIMITED 永暉實業控股股份有限公司”)*

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock Code: 1733)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of E-Commodities Holdings Limited (the “**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 24 July 2017 at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the subscription agreement dated 1 June 2017 (the “**Subscription Agreement**”, a copy of which is produced to the meeting and marked “A” and initialled by the chairman of this meeting for purpose of identification) entered into between E-Commodities Holdings Limited (the “**Company**”), Lord Central Opportunity VII Limited (the “**Subscriber**”) and the subsidiary guarantors in relation to the issue of the unlisted convertible bonds in an aggregate principal amount of US\$40,000,000 by the Company (the “**Bonds**”) and 118,060,606 unlisted warrants of the Company (the “**Warrants**”) by the Company to the Subscriber and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the creation and issue of the Bonds in accordance with the terms and conditions of the Subscription Agreement and the bond instrument (the agreed form of which is attached in the Subscription Agreement) be and are hereby approved and confirmed;

- (c) the creation and issue of the Warrants in accordance with the terms and conditions of the Subscription Agreement and the warrant instrument (the agreed form of which is attached in the Subscription Agreement) be and are hereby approved and confirmed;
- (d) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company (subject to adjustments in accordance with the terms of the Bonds) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the conversion rights attached to the Bonds following adjustments to the conversion price of the Bonds) and to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Bonds;
- (e) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company (subject to adjustments in accordance with the terms of the Warrants) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the subscription rights attached to the Warrants following adjustments to the subscription price of the Warrants) and to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the subscription rights attached to the Warrants; and
- (f) any one or more directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient in connection with or to give effect to (1) the performance of the rights and/or obligations under the Subscription Agreement and in accordance with the terms of the Bonds and warrants; (2) the issue and allotment of the shares of the Company upon exercise of the conversion rights attached to the Bonds at the conversion price of the Bonds (subject to adjustments in accordance with the terms of the Bonds); and (3) the issue and allotment of the shares of the Company upon exercise of the subscription rights attached to the Warrants at the subscription price of the Warrants (subject to adjustments in accordance with the terms of the Warrants).

By Order of the Board  
**E-Commodities Holdings Limited**  
**Cao Xinyi**  
*Chairman and Company Secretary*

Hong Kong, 6 July 2017

*Principal place of business in Hong Kong*  
Suites 2104-05  
Hutchison House  
10 Harcourt Road  
Hong Kong

*Registered Office:*  
Nerine Chambers  
PO Box 905  
Road Town, Tortola  
British Virgin Islands

*Notes:*

1. Any member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy is enclosed. 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 thereof, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person if you are subsequently able to be present.
3. In the case of joint shareholders, 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 will be determined by the order in which the names stand in the Company's register of shareholders in respect of the joint holding.
4. The register of members of the Company will be closed from Wednesday, 19 July 2017 to Monday, 24 July 2017, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the attendance at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 18 July 2017.
5. As at the date of this announcement, the executive Directors of the Company are Ms. Cao Xinyi, Mr. Wang Wengang, Ms. Zhu Hongchan and Mr. Wang Yaxu, the non-executive Director of the Company is Mr. Guo Lisheng, and the independent non-executive Directors of the Company are Mr. Ng Yuk Keung, Mr. Wang Wenfu and Mr. Gao Zhikai.