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HAO WEN HOLDINGS LIMITED

皓文控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8019)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a extraordinary general meeting of Hao Wen Holdings Limited (the “**Company**”) will be held at Jasmine Room at 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Monday, 14 July 2014 at 11 a.m. for the purpose of considering and if thought fit, passing, with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

“**THAT:**

- (A) the execution, delivery and performance by the Company of the placing agreement (the “**Placing Agreement**”) dated 23 May 2014 entered into between the Company and Tanrich Securities Company Limited (the “**Placing Agent**”), in relation to the issue of convertible bonds by the Company in an aggregate principal amount of HK\$200,000,000 (the “**Convertible Bonds**”) entitling the holders thereof to convert the principal amount thereof into ordinary shares of the Company (the “**Conversion Shares**”) at the initial conversion price of HK\$0.10 (subject to adjustment) per Conversion Share and the issue of bonus warrants by the Company in an aggregate amount of HK\$40,000,000 (the “**Bonus Warrants**”) on the basis of one Bonus Warrant for every five Conversion Shares entitling the holders thereof to subscribe for the ordinary shares of the Company (the “**Warrant Share**”) at the subscription price of HK\$0.10 (subject to adjustment) per Warrant Share, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting (the “**Chairman**”) for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (B) subject to the fulfilment of the conditions precedent set out in the Placing Agreement, the directors of the Company (the “**Directors**”) be and are hereby authorised to issue the Convertible Bonds and the Bonus Warrants in accordance with the terms and conditions of the Placing Agreement;
- (C) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares and the Warrant Shares to be allotted and issued, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares and the Warrant Shares; and
- (D) any Director be and is hereby authorised to exercise all powers of the Company and take all steps as might in his opinion be desirable, necessary or expedient to give effect to or in connection with the Placing Agreement including without limitation to:
- (i) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Placing Agreement, the issue of the Convertible Bonds and the Bonus Warrants and the allotment and issue of the Conversion Shares and the Warrant Shares; and
 - (ii) the taking of all necessary actions to implement the transactions contemplated under the Placing Agreement.”

By order of the Board
HAO WEN HOLDINGS LIMITED
Chow Yik
Chairman

Hong Kong, 25 June 2014

Registered office:

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

*Head office and principal place
of business:*

Level 20, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the Articles of Association of the Company, vote instead of him. A proxy need not be a member of the Company.
2. 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 that power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. For the purpose of determining the identity of members who are entitled to attend and vote at the above meeting, the register of members of the Company will be closed from 10 July 2014 to 11 July 2014 (both dates inclusive) during which period no transfer of shares will be registered. All properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 9 July 2014.
4. Shareholders or their proxies shall produce their identity documents when attending the EGM.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this announcement misleading.

As at the date hereof, the executive Directors are Mr. Chow Yik, Mr. Lee Cheuk Yue, Ryan, Mr. Lok Wing Fu and Mr. Leung King Fai; the independent non-executive Directors are Mr. Lam Kai Tai, Mr. Wong Ting Kon and Ms. Yeung Mo Sheung, Ann.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at <http://www.tricor.com.hk/webservice/008019>.