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SKY FOREVER
宇恒供應鏈

Sky Forever Supply Chain Management Group Limited

(宇恒供應鏈集團有限公司)

(Incorporated in Bermuda with limited liability)

(Stock code: 8047)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Sky Forever Supply Chain Management Group Limited (the “Company”) will be held at 11:00 a.m. on Friday, 9 January 2015 at Room 601, 6/F., China Building, No. 29 Queen’s Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “THAT

- (a) subject to and conditional upon fulfilment of the conditions of the Underwriting Agreement (as defined below), the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved;

For the purpose of this resolution, “Rights Issue” means the proposed issue by way of rights issue of 883,634,696 Shares (the “**Rights Shares**”) at a subscription price of HK\$0.45 per Rights Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the date by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the “**Excluded Shareholders**”) with registered addresses outside Hong Kong whom the Directors, based on legal opinions provided by the relevant legal advisers, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of two (2) Rights Shares for every share of the Company of HK\$0.01 each then held and otherwise pursuant to and subject to the fulfilment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**” including all supplemental agreements relating thereto) (a copy of which have been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) dated 20 November 2014 and made between the Company and SBI China Capital Financial Services Limited (“**SBI**”) as the underwriter (the “**Underwriter**”);

- (b) the directors of the Company (the “**Directors**” and each a “**Director**”) be and are hereby authorised to allot and issue the Rights Shares (in their nil-paid form and fully-paid form) pursuant to and in connection with the Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or Excluded Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
- (c) the entering into the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Rights Shares, if any, by the Underwriter and/or such subscriber(s) to be procured by the Underwriter and the absence of excess application arrangement) be and are hereby approved, confirmed and ratified; and
- (d) any Director be and is hereby authorised to sign and execute such documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Underwriting Agreement, and the Rights Issue as he may in his absolute discretion consider necessary, desirable or expedient to give effect to the Underwriting Agreement, the Rights Issue and the issue of the Rights Shares and the implementation of all transactions contemplated thereunder, including but not limited to the issue and allotment of Rights Shares and to agree with such variation, amendment or waiver as, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

2. “**THAT** Mr. Li Zhike be re-elected as an executive Director.”

By the order of the Board
Sky Forever Supply Chain Management Group Limited
Mr. Gong Dongsheng
Chairman and Executive Director

Hong Kong, 22 December 2014

As at the date of this notice, the executive Directors are Mr. Gong Dongsheng, Ms. Chen Nan, Mr. Wu Zhinan and Mr. Li Zhike. The independent non-executive Directors are Mr. Ma Yiu Ho, Peter, Mr. Huang Yunlong and Mr. Liu Weiliang.

This notice, 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, have made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.

This notice will remain on the “Latest Company Announcement” page of the GEM website at <http://www.hkgem.com> for seven days after the date of publication and on the website of the Company at <http://www.skyforever.hk>.

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Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. 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.
2. A proxy form for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
3. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof and in such event, the proxy form appointing a proxy shall be deemed to be revoked.
5. In the case of joint registered holders of shares of the Company ("Shares"), any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, the votes of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
6. Pursuant to the GEM Listing Rules, the voting on the ordinary resolutions at the SGM will be conducted by way of poll.
7. The register of members of the Company will be closed from 5 January 2015 to 9 January 2015, both days inclusive, for determining the qualification for attendance and voting at the SGM. No transfer of Shares will be registered during this period. In order to be registered as members of the Company to qualify for attendance and voting at the SGM, Shareholders must lodge any transfers of Shares (together with the relevant share certificates) with the Registrar for registration by no later than 4:30 p.m. on 2 January 2015.