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眾彩羽翔股份有限公司
China Vanguard You Champion Holdings Limited
(Formerly known as China Vanguard Group Limited)

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 8156

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the China Vanguard Group Limited (the “**Company**”) will be held at Units 307-313, 3/F, Wireless Centre, Phase One Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Tuesday, 19 March 2019 at 2:30 p.m., for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT**”

- (a) the third amendment agreement dated 17 January 2019 (the “**Third Amendment Agreement**”) entered into between the Company and a holder of the convertible bonds issued by, in relation to the proposed amendment of the term and condition of the 8% coupon convertible bonds due 17 January 2019 in the aggregate amount of HK\$89,625,000 (the “**Convertible Bonds**”) (details relating to the Third Amendment Agreement are set out in the circular of the Company dated 1 March 2019, and a copy of the Third Amendment Agreement has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification), be and are hereby approved, confirmed and ratified;

- (b) subject to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) consenting to the alteration to the terms and conditions of the Convertible Bonds and the Stock Exchange granting approval for the listing of, and permission to deal in, the shares of the Company that may be issued pursuant to the alteration to the terms and conditions of the Convertible Bonds (the “**Conversion Shares**” and each a “**Conversion Share**”), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot, issue and otherwise deal with the Conversion Shares which may be allotted and issued by the Company upon the exercise of the conversion right attaching to the Convertible Bonds in the principal amount of HK\$89,625,000 at the adjusted conversion price of HK\$0.359 per Conversion Share in accordance with the terms and conditions of the Convertible Bonds under the Third Amendment Agreement, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 20 November 2018, and to do all such things and acts and execute all such documents in connection with the issue and allotment of the Conversion Shares; and
- (c) any one Director be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of such Director, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Third Amendment Agreement and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company.”

By order of the Board
**CHINA VANGUARD YOU CHAMPION
HOLDINGS LIMITED**
眾彩羽翔股份有限公司
CHAN Ting
Executive Director and Chief Executive Officer

Hong Kong, 1 March 2019

Registered Office:
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Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Units 307-313, 3/F, Wireless Centre
Phase One Hong Kong Science Park
Pak Shek Kok, New Territories
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company. A form of proxy for use at the EGM is enclosed.
2. In order to be valid, this 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 or authority, at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such shares.

As at the date of this announcement, the Board comprises Madam CHEUNG Kwai Lan, Mr. CHAN Ting as Executive Directors, Mr. CHAN Tung Mei as Non-executive Director, and Mr. TO Yan Ming Edmond, Mr. YANG Qing Cai and Dr. LIU Ta-pei as Independent Non- executive Directors.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the website of the Company at www.cvg.com.hk.