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Haichang Holdings Ltd.
海昌控股有限公司

(Incorporated in the People's Republic of China)
(Stock Code: 2255)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the **Annual General Meeting**) of Haichang Holding Ltd. (the **Company**) for the year 2014 will be held at Kennedy Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queen's Road, Hong Kong on Thursday, 25 June 2015 at 3:00 p.m. for considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the report of the director and auditor of the Company for the year ended 31 December 2014.
2. (A) To re-elect the following director of the Company who are standing for re-election at the Annual General Meeting, each a separate resolution:
 - (i) Professor Xie Yanjin an independent non-executive director;
 - (ii) Mr. Wang Xigang an executive director;
 - (iii) Mr. Zhao Wenjing an executive director; and
 - (iv) Mr. Qinaiqiang an executive director.(B) To authorize the board of director of the Company to fix the remuneration of the director.
3. To re-appoint Ern & Young as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the board of director of the Company to fix their remuneration for the year ending 31 December 2015.

4. To consider and, if thought fit, pass the following resolution a ordinary resolution:

(A) **That:**

- (i) Subject to paragraph (iii) below, pursuant to the Rules (the **Listing Rules**) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the exercise by the director of the Company during the Relevant Period (as hereinafter defined) of all the power of the Company to allot, issue, grant, distribute and otherwise deal with additional ordinary shares and other shares in the share capital of the Company (the **Shares**), or option, warrant or similar right to subscribe for Shares or other securities convertible into Shares and to make or grant offer, agreement and/or option (including bond, warrant and debenture convertible or convertible into Shares) and right of exchange or conversion which may require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) The approval in paragraph (i) above shall be in addition to any other authority given to the director of the Company and shall authorize the director of the Company during the Relevant Period (as hereinafter defined) to make or grant offer, agreement and/or option (including bond, warrant and debenture convertible or convertible into Shares) and right of exchange or conversion which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (iii) The aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the director of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) or (ii) of this resolution 4(A) above, shall not exceed:
 - a Right Issue (as hereinafter defined);
 - the grant or exercise of an option under an employee share option scheme of the Company (if applicable) or any other option scheme or similar arrangement for the time being adopted in accordance with the Listing Rules for the grant or issue of the director, officer and/or employee of the Company and/or any of its subsidiaries and/or other eligible participants specified hereunder of options to subscribe for Shares or right to acquire Shares;
 - any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of cash dividend or part of a dividend on Shares in accordance with the articles of association of the Company; or

- an issue of Share upon the exercise of right of subscription or conversion under the terms of an existing convertible note issued by the Company or an existing equity of the Company which carries right of subscribe for or are convertible into Share, shall not exceed the aggregate of:
 - 20% of the issued share capital of the Company as at the date of paying his contribution; and
 - (if the director of the Company is authorized by a separate ordinary resolution of the shareholder of the Company) the aggregate nominal amount of share capital of the Company repurchased by the Company by way of the payment of his contribution (in proportion to a maximum extent of 10% of the issued share capital of the Company as at the date of payment of his contribution),

and the approval shall be limited accordingly; and

(i) for the purpose of his contribution:

Relevant Period mean the period from the payment of his contribution until whichever is the earlier of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by an applicable law or the articles of association of the Company to be held; and
- (3) the re-occasion or variation of the authorization under his contribution by an ordinary resolution of the shareholder of the Company in general meeting; and

Rights Issue mean an offer of Share, or an offer or issue of arrangement, option or other equity which carries a right of subscribe for Share, open for a period fixed by the director of the Company to holder of Share whose name appear on the register of member on a fixed record date in proportion to their holding of Share (subject to choice of other arrangements) at the director of the Company may deem necessary or expedient in relation to fractional entitlement, or having regard to any restriction or obligation under the law of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restriction or obligation under the law of, or the requirements of, any jurisdiction applicable to the Company, an recognized regulator or an stock exchange applicable to the Company).

(B) **That:**

(i) subject to paragraph (ii) below, the exercise by the director of the Company during the Relevant Period (as hereinafter defined) of all the power of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the **Stock Exchange**) or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including the Hong Kong Code on Share Buy-back and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (i) above of this resolution shall not exceed 10% of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

Relevant Period mean the period from the passing of this resolution until whichever is the earlier of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and

(c) the re-occasion or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

(C) That conditional provision 4(A) and 4(B) set out in this notice being passed, the aggregate nominal amount of share in the share capital of the Company which are repurchased by the Company after the date of passing of resolution 4(B) (i.e. a maximum of 10% of the issued share capital of the Company as at the date of passing of resolution 4(B)) shall be added to the aggregate nominal amount of share capital, shall be (or agreed conditionally or unconditionally to be) allotted, issued, granted, distributed and otherwise dealt with by the director of the Company pursuant to resolution 4(A).

On behalf of the board of director
Haichang Holdings Ltd.
Wang Xuguang

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Dalian, the People's Republic of China, 28 April 2015

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PO Box 309 Uglan House	No. 1, Lianjing Garden :
Grand Cauman	Hiale Street : 2606-2607, 26/F.
KY1-1104, Cauman Island	Zhonghan District : Exchange Square
	Dalian, Liaoning Province : 8 Connaught Place
	the PRC : Central
	 : Hong Kong

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- (a) A shareholder entitled to attend and vote at the above Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote in stead of him/her. A proxy need not be a shareholder.
 - (b) In the case of joint holder of an share, any one of such person may vote at the above Annual General Meeting, either personally or by proxy, in respect of such share as if he/herself were solely entitled thereto. However, if more than one of such joint holder be present at the above Annual General Meeting personally or by proxy, the vote of the senior holder as to whom the other in person or by proxy will be accepted on the election of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as follows: one of the said person to present whose name and firm on the register of member of the Company in respect of such share shall alone be entitled to vote in respect thereof.
 - (c) In order to be valid, a form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Tricor Inland Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy hereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting or an adjournment hereof. The completion and deposit of the form of proxy shall not preclude a shareholder from attending and voting in person at the Annual General Meeting (or an adjourned meeting hereof) if he so wishes.
 - (d) The register of member of the Company will be closed from 23 June 2015 (Tuesday) to 25 June 2015 (Thursday), both dates inclusive, to determine the entitlement of shareholder to attend and vote at the Annual General Meeting, during which period no transfer of share will be registered. All transfer accompanied by the relevant share certificate must be lodged with the Hong Kong share registrar of the Company, Tricor Inland Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on 22 June 2015 (Monday).

- (e) In respect of ordinary resolution 2(A) above, Professor Xie Yanjun will hold office as director until the Annual General Meeting, and each of Mr. Wang Xigang, Mr. Zhao Wenjing and Mr. Qunaiqiang will retire by rotation at the Annual General Meeting. Being eligible, each of the above directors will stand for re-election at the Annual General Meeting. Details of the above directors standing for re-election are set out in Appendix I of the circular containing this notice.
- (f) In respect of ordinary resolution 4(A) above, approval is being sought from the shareholder as a general mandate for the purpose of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (Listing Rules).
- (g) In respect of ordinary resolution 4(B) above, an explanation is required by the Listing Rules is set out in Appendix II of the circular containing this notice.
- (h) As at the date of the announcement, the executive directors of the Company are Mr. Wang Xigang, Mr. Zhao Wenjing and Mr. Qunaiqiang; the non-executive directors of the Company are Mr. Qunaijie, Mr. Makoto Inoue and Mr. Yan Bing; and the independent non-executive directors of the Company are Professor Fang Hongying, Mr. Sun Jianyi and Professor Xie Yanjun.