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CHINA TRUSTFUL GROUP LIMITED

中國之信集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8265)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that special general meeting of China Trustful Group Limited (the “**Company**”) will be held on Tuesday, 8 May 2018 at 11:30 a.m. at Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in 10 per cent of the shares of the Company in issue as at the date of passing this resolution to be issued upon the exercise of options to be granted under the share option scheme adopted by the Company on 22 December 2010 (the “**Share Option Scheme**”, a copy of which marked “**A**” is produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and any other share option schemes of the Company, and pursuant to paragraph 3.1 of the Share Option Scheme, the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other share option schemes of the Company) shall not exceed 10 per cent of the shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the directors of the Company be and are hereby authorised, from time to time and subject to compliance with the GEM Listing Rules and the terms of the Share Option Scheme, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers

of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purposes.”

By order of the Board
China Trustful Group Limited
Fei Jie
Chairman and Executive Director

Hong Kong, 20 April 2018

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Headquarter and Principal Place of
Business in Hong Kong:*
Units 610–611
Tower Two, Lippo Centre
89 Queensway
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled one or more than one person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the company.
2. Where there are joint registered holders of any shares of the company, any one of such joint holders may vote at the meeting either personally or by proxy, in respect of such share as if he were solely entitled thereof; but if more than one of such joint holders be present at the meeting personally or by proxy, that the person whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. Completion and return of the form of proxy will not be preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company’s branch share register and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. The Directors of the Company as at the date of this notice are Mr. Fei Jie, Mr. Ng Chin Ming Stephen and Mr. Zhang Genjiang, being Executive Directors, and Mr. Jim Yiu Ming, Mr. Sit Sai Hung, Billy and Mr. Shen Ruolei, being Independent Non-executive Directors.

As at the date of this notice, the executive Directors are Mr. Fei Jie (Chairman), Mr. Ng Chin Ming Stephen and Mr. Zhang Genjiang and the independent non-executive Directors are Mr. Jim Yiu Ming, Mr. Sit Sai Hung, Billy and Mr. Shen Ruolei.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 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 herein or this notice misleading. This notice will remain on the website of GEM of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

This notice will also be published and remains on the website of the Company at www.irasia.com/listco/hk/chinatrustful.