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**EAGLE LEGEND ASIA**

## **EAGLE LEGEND ASIA LIMITED**

**鵬程亞洲有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 936)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Eagle Legend Asia Limited (the “**Company**”) will be held at Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 23 May 2019 at 11:00 a.m. for the following ordinary business:

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors of the Company (the “**Directors**”) and the report of the independent auditor of the Company (the “**Auditor**”) for the year ended 31 December 2018;
2. To re-elect the following retiring Directors, each as a separate resolution:
  - 2.1 Mr. Winerthan Chiu as an executive director of the Company; and
  - 2.2 Mr. Wan Tze Fan Terence as an independent non-executive director of the Company;
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint BDO Limited as the Auditor and authorise the Board to fix its remuneration;

As special businesses, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

5A. **“THAT**

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the **“Shares”**) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements, options and rights of exchange or conversion, which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under the share option scheme of the Company adopted for the grant or issue to the eligible participants of the Company and/or any of its subsidiaries and/or associated companies of options to subscribe for or rights to acquire shares of the Company; or (iii) the exercise of the rights of subscription or conversion under the terms of any warrants or other securities which may be issued by the Company carrying rights to subscribe for or purchase Shares; and/or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with its articles of association of the Company (the **“Articles”**), shall not exceed 20 per cent. of the aggregate number of the Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any applicable laws; or
- (iii) the date upon which the authority set out in this resolution is revoked, varied or renewed by way of ordinary resolution by the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, or any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

5B. “**THAT**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Future Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or other applicable Laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its Shares at a price determined by the Directors;
- (c) the aggregate number of the Shares which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate number of the issued Share as at the date of passing this resolution, and the said authority shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” shall have the same meaning as ascribed to it under resolution set out in paragraph 5A(d) of the notice convening this meeting.”

5C. “**THAT** conditional upon the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to the resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Share in the capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting provided that such amount shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing this resolution.”

By order of the Board  
**Eagle Legend Asia Limited**  
**Zeng Li**  
*Chairman*

Hong Kong, 17 April 2019

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting or its adjournment meeting is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) or more proxies to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company but must be present in person at the annual general meeting. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of the Company’s branch share registrar 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. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or the poll concerned if he/she/it so wishes and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. For determining the entitlement of the shareholder of the Company to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 20 May 2019 to Thursday, 23 May 2019 (both dates inclusive), during which period no transfer of shares will be effected. To qualify for attending and voting at the annual general meeting, non-registered shareholders of the Company must lodge all transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 17 May 2019.
4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the name stands first in the register of shareholders of the Company in respect of the joint holding.
5. All the resolutions set out in this notice shall be decided by poll.
6.
  - (a) Subject to paragraph (b) below, if a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time between 8:00 a.m. and 11:00 a.m. on the date of the annual general meeting, the annual general meeting will be postponed and the shareholders of the Company will be informed of the date, time and venue of the postponed annual general meeting by an announcement posted on the respective websites of the Company and the Stock Exchange.
  - (b) If a Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal is cancelled at or before three hours before the time fixed for holding the annual general meeting and where conditions permit, the annual general meeting will be held as scheduled.
  - (c) The annual general meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.
  - (d) After considering their own situations, the shareholders of the Company should decide on their own as to whether they would attend the annual general meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. As at the date hereof, the Board comprises Mr. Zeng Li, Mr. Winerthan Chiu and Mr. Chan Ka Lun as executive Directors; and Mr. Wan Tze Fan Terence, Mr. Tsui Robert Che Kwong and Ms. Yang Yan Tung Doris as independent non-executive Directors.