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**透云科技**  
Ty. Technology

**China Touyun Tech Group Limited**

**中國透雲科技集團有限公司**

*(Incorporated in Bermuda with limited liability)*

*Website: www.chinatouyun.com.hk*

**(Stock Code: 1332)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting of China Touyun Tech Group Limited (the “**Company**”) will be held on Thursday, 7 November 2019 at 10:00 a.m. at Lower Lobby, Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wan Chai, Hong Kong for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 October 2019):

### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the terms of the Agreement (as defined in the circular of the Company dated 23 October 2019 (the “**Circular**”)) and the creation and issue of the CB (as defined in the Circular) on and subject to the terms of the Agreement be and are hereby approved;
- (b) subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the Conversion Shares (as defined in the Circular), the allotment and issue of new shares upon the exercise of the conversion rights attached to the CB in the share capital of the Company at the conversion price of HK\$0.30 (subject to adjustment in accordance with the terms and conditions of the CB) per share of the Company be and is hereby approved, and the directors of the Company (“**Directors**”) be and are hereby authorised to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the CB; and

- (c) any one Director be and is/are hereby authorised for and on behalf of the Company to approve and execute all documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to the matters contemplated in or relating to the issue of the CB, the allotment and issue of the Conversion Shares and the transactions contemplated under the Agreement and completion thereof as he/she/they may consider necessary, desirable or expedient.”

By Order of the Board  
**China Touyun Tech Group Limited**  
**Wang Liang**  
*Chairman*

Hong Kong, 23 October 2019

*Notes:*

1. A member who is entitled to attend and vote at the SGM is entitled to appoint one or more proxies or a duly authorised corporate representative to attend and vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy for use at the SGM is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the SGM and voting in person. In such event, this form of proxy will be deemed to have been revoked.
3. Where there is joint holding of any share(s), any joint holder may vote at the SGM or any adjournment thereof, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the joint holders so present whose name stands first on the register of members of the Company in respect of such share (s) will alone be entitled to vote in respect thereof.

*As at the date of this notice, the board of Directors comprises three executive Directors, namely Mr. Wang Liang (Chairman), Mr. Du Dong and Mr. Lo Yuen Wa Peter; one non-executive Director, namely Mr. Chen Hui; and three independent non-executive Directors, namely Mr. Cheung Wing Ping, Mr. Ha Kee Choy Eugene and Mr. To Shing Chuen.*