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CHINA NEW ECONOMY FUND LIMITED

中國新經濟投資有限公司

(an exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 80)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of China New Economy Fund Limited (the “**Company**”) will be held at 4608, 46/F, The Center, 99 Queens Road Central, Hong Kong at 10:00 a.m. on Thursday, 22 February 2018 for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new ordinary shares of HK\$0.50 each in the share capital of the Company (the “**Shares**”) to be issued pursuant to this resolution:

- (a) an amount standing to the credit of the share premium account of the Company which is equivalent to the aggregate nominal amount of the Bonus Shares (as defined below) to be issued by the Company be capitalised and the directors of the Company (the “**Directors**”) be and are hereby authorised to apply such amount in paying up in full at par such number of new Shares (the “**Bonus Shares**”) on the basis of three (3) Bonus Shares for every one (1) new Share (each a “**Rights Share**”) proposed to be issued by way of rights issue in accordance with the terms and conditions set out in the circular of the Company dated 5 February 2018;

- (b) any Directors be authorised to allot, issue and distribute the Bonus Shares, credited as fully paid, to the first registered holders of the fully-paid Rights Shares on the basis of three (3) Bonus Shares for every one (1) fully-paid Rights Share taken up notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholders of the Company and, in particular, the Directors be and are hereby authorised to make such exclusion or other arrangements in relation to fractional entitlements or Prohibited Shareholders (as defined in the circular of the Company date 5 February 2018) as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the Articles of Association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and
- (c) any Directors be and is hereby authorised to, at their absolute discretion, do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in this resolution.”

By order of the Board
China New Economy Fund Limited
Gu Xu

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 5 February 2018

Registered office:

PO Box 309, Uglan House
South Church Street
George Town, Grand Cayman KY1-1104
Cayman Islands

Principal place of business:

Suite 902, 9/F, Ovest
77 Wing Lok Street
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

- (3) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority.
- (4) Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (5) Save for any resolution(s) approving the procedural and administrative matters, any voting of the EGM should be taken by poll.

As at the date of this notice, the Board comprises Mr. GU Xu and Mr. CHAN Cheong Yee as executive Directors, Mr. Faris Ibrahim Taha AYOUB, Mr. LAM Chun Ho, Mr. PUN Tit Shan and Mr. CHONG Ching Hoi as independent non-executive Directors.