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SFUND INTERNATIONAL HOLDINGS LIMITED

廣州基金國際控股有限公司

(Formerly known as Hanbo Enterprises Holdings Limited 恒寶企業控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1367)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of SFund International Holdings Limited (the “**Company**”) will be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 12 January 2018, at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the loan agreement (the “**Loan Agreement**”) dated 24 November 2017 entered into between Capital Strategic Partners Limited, a wholly-owned subsidiary of the Company, as lender, and Yuan Heng Gas Holdings Limited as borrower, in relation to the advance of the loan up to HK\$180 million (a copy of which has been marked “A” and produced to the EGM and signed by the chairman of the EGM for the purpose of identification) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to the Loan Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Loan Agreement as he/she may in his/her absolute discretion consider necessary or desirable.”

By order of the Board
SFund International Holdings Limited
Jia Bowei
Chairman and Executive Director

Hong Kong, 22 December 2017

Principal place of business in Hong Kong:

Suites 904-5
9/F., Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Notes:

1. A form of proxy for use at the EGM is enclosed herewith.
2. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Monday, 8 January 2018.
3. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, on a poll, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
5. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or adjourned meeting thereof (as the case may be).
6. Delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.
7. In case of joint holders of a share, any one of such holders is entitled to vote at the meeting either in person or by proxy for such share, as if he/she were solely entitled thereto. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holders attend the meeting personally or by proxy.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after [12:00 noon] on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.1367.com.hk and on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify the Company's shareholders of the date, time and venue of the rescheduled meeting.

As at the date hereof, the executive directors of the Company are Mr. Jia Bowei, Mr. Lam Kwan Sing, Mr. Liu Zhijun, Ms. Yi Sha, Mr. Wong Nga Leung and Mr. Hon Ming Sang and the independent non-executive directors of the Company are Mr. Fok Ho Yin, Thomas, Mr. Chan Wai Cheung, Admiral and Mr. Lam Ho Pong.