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(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1360)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Mega Expo Holdings Limited (the “**Company**”) will be held at Room Soho 2, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong at 11:00 a.m. on Friday, 9 February 2018 (the “**EGM**”) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 24 November 2017 entered into between the Company and Mr. Liu Jianping (the “**Vendor**”) in relation to the acquisition of the entire issued share capital of Cheer Sino Investment Holdings Limited (details of which are more particularly described in the Company’s circular dated 19 January 2018 (the “**Circular**”), and a copy of each of the Sale and Purchase Agreement and the Circular is produced at the EGM marked “A” and “B” respectively and initialed by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) conditional upon the fulfillment of the conditions set out in the Sale and Purchase Agreement, the directors of the Company (the “**Directors**”) be and are hereby authorised to issue the convertible notes (the “**CNs**”) in the aggregate principal amount of HK\$168,000,000 (convertible into ordinary shares of HK\$0.002 each in the issued share capital of the Company (the “**Conversion Shares**”) based on the initial conversion price of HK\$1.83 per Conversion Share (subject to adjustment)) in accordance with the terms and conditions of the Sale and Purchase Agreement and the CNs;
- (c) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the Conversion Shares, the Directors be and are hereby granted a specific mandate to allot and issue such number of Conversion Shares upon exercise of the conversion rights attached to the CNs, credited as fully paid, to the holder of the CNs in accordance with the terms and conditions of the Sales and Purchase Agreement and the CNs; and
- (d) the Directors be and are hereby authorised to implement and take all such steps and do all such acts and things and execute all such documents (including under seal, where applicable) which they consider necessary, desirable or expedient to give effect to the Sale and Purchase Agreement, the CNs and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company and its shareholders (the “**Shareholders**”) as a whole, provided that such variation, amendment or waiver shall not be material in nature.”

2. “**THAT:**

- (a) the conditional placing agreement (the “**Placing Agreement**”) dated 24 November 2017 entered into between the Company and Kingston Securities Limited in relation to the placing of up to 68,600,000 ordinary shares of HK\$0.002 each in the issued share capital of the Company (the “**Placing Shares**”) at the placing price of HK\$1.5 per Placing Share, on a best effort basis (details of which are more particularly described in the Circular and a copy of the Placing Agreement is produced at the EGM marked “C” and initialed by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) conditional upon the fulfillment of the conditions set out in the Placing Agreement, the Directors be and are hereby authorised to issue the Placing Shares in accordance with the terms and conditions of the Placing Agreement;
- (c) conditional upon the listing committee of the Stock Exchange granting the listing of and permission to deal in the Placing Shares, the Directors be and are hereby granted a specific mandate to allot and issue the Placing Shares in accordance with the terms and conditions of the Placing Agreement; and
- (d) the Directors be and are hereby authorised to implement and take all such steps and do all such acts and things and execute all such documents (including under seal, where applicable) which they consider necessary, desirable or expedient to give effect to the Placing Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company and the Shareholders as a whole, provided that such variation, amendment or waiver shall not be material in nature.”

By order of the Board
Mega Expo Holdings Limited
Deng Zhonglin
Chairman

Hong Kong, 19 January 2018

Principal Place of Business in Hong Kong:
Suites 911-912, Level 9
One Pacific Place
88 Queensway
Hong Kong

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Notes:

1. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 2 February 2018. Members of the Company whose names are recorded in the register of members of the Company on 2 February 2018 are entitled to attend and vote at the EGM.
2. Any Shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder.
3. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint Shareholders, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the EGM 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 Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the Company in respect of the joint holding.
6. The form of proxy and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to 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 not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the EGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
7. As at the date of this notice, the board of Directors comprises Mr. Deng Zhonglin, Ms. Zhang Jun and Mr. Au-Yong Shong Samuel as executive Directors; and Mr. Choi Hung Fai, Mr. Tsang Wing Ki and Dr. Wong Kong Tin, *JP* as independent non-executive Directors.