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Time2U International Holding Limited

時間由你國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1327)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Time2U International Holding Limited (the “**Company**”) will be held at Lily Room, 3/F, BEST WESTERN PLUS Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Tuesday, 14 June 2016, at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

“**THAT** conditional upon fulfillment or waiver (where applicable) of the conditions of the Underwriting Agreement (as defined below):

- (a) the allotment and issue of not less than 2,304,000,000 shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and not more than 2,445,140,000 Shares (in their nil paid and fully paid form) (the “**Rights Shares**”) by way of rights (the “**Rights Issue**”) at a subscription price of HK\$0.14 per Rights Share to the qualifying holders of the Shares (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on Friday, 24 June 2016 (or such later date as the Company and the Underwriter (as defined below) may agree to be the record date for the Rights Issue) (the “**Record Date**”) other than those shareholders with addresses on the Record Date are outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place (the “**Excluded Shareholders**”) as described in further details in the Company’s circular dated 27 May 2016 and on and subject to such terms and conditions as may be determined by the Directors and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**”) including all supplemental agreement(s) relating thereto (if any) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 11 May 2016 and made between the Company and China Prospect Securities Limited as underwriter (the “**Underwriter**”), and the transactions contemplated thereunder, be and are hereby approved;

- (b) any one Director be and is hereby authorised to allot and issue the Rights Shares (in their nil paid and fully paid form) pursuant to or in connection with the Rights Issue notwithstanding that (i) the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong and (ii) excess Rights Shares which would otherwise have been allotted to the Qualifying Shareholders or the Excluded Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares;
- (c) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by the Underwriter) be and are hereby approved;
- (d) the arrangements for application for Rights Shares by the Qualifying Shareholders in excess of their entitlements under the Rights Issue be and are hereby approved, confirmed and ratified;
- (e) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder or in this resolution.”

By order of the Board

Time2U International Holding Limited

Lin Zhiqiang

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 27 May 2016

Registered Office:

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

Principal place of business in Hong Kong:

21E, YHC Tower,
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Kowloon Bay, Kowloon,
Hong Kong

As at the date of this notice, the three executive Directors are Mr. Lin Zhiqiang, Mr. See Ching Chuen and Mr. Zheng Qingjie; and the three independent non-executive Directors are Mr. Chang Wei, Mr. Nie Xing and Mr. Yu Chon Man.