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## **SHARE ECONOMY GROUP LIMITED**

**( 共享經濟集團有限公司 )**

*(Formerly known as Vitop Group Limited 天年集團有限公司\*)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1178)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of Share Economy Group Limited (formerly known as Vitop Group Limited) (the “**Company**”) will be held at 11:00 a.m. on Friday, 16 December 2016 at Huashan Room, Level 5, Island Shangri-la, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong to consider and, if thought fit, pass the following resolution as ordinary resolution.

#### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the conditional subscription agreement dated 28 October 2016 (the “**Subscription Agreement**”) entered into between the Company as issuer and CM International Capital Limited as subscriber in relation to the subscription of 1,000,000,000 new ordinary shares of HK\$0.025 each in the share capital of the Company (“**Subscription Shares**”) at a subscription price of HK\$0.18 per Subscription Share (a copy of which marked “A” has been produced to the Meeting for the purpose of identification) and any transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) any one director of the Company (“**Director(s)**”) be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and

\* *For identification purpose only*

- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Subscription Shares, the Directors be and are hereby specifically authorised to allot and issue such number of new ordinary shares of HK\$0.025 each in the capital of the Company (the “**Specific Mandate**”) as may be required to be allotted and issued pursuant to the terms of the Subscription Agreement, where such Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution.”

By order of the Board  
**Share Economy Group Limited**  
**Xu Zhifeng**  
*Executive Director*

Hong Kong, 28 November 2016

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

*Head Office and Principal Place  
of Business in Hong Kong:*  
Suites 1237–1240, 12/F  
Sun Hung Kei Centre  
30 Harbour Road, Wan Chai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof, should you so wish.

*As at the date of this notice, the Board comprises Mr. Xu Zhifeng, Mr. Liu Min, Mr. Zhou Guohua and Mr. Yip Tak Yin Parkson as executive Directors; Mr. Chan Shun Yee and Mr. Chau Yu-Lung Jimmy as non-executive Directors; and Mr. Su Rujia, Mr. Wong Tat Yan Paul and Ms. Zhu Yanzhou as independent non-executive Directors.*