
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Hongqiao Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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China Hongqiao Group Limited

中國宏橋集團有限公司

(incorporated under the laws of Cayman Islands with limited liability)

(Stock code: 1378)

**(I) PROPOSED DECLARATION OF FINAL DIVIDEND;
(II) PROPOSED DECLARATION OF SPECIAL DIVIDEND;
AND
(III) NOTICE OF THE ADJOURNED ANNUAL GENERAL MEETING**

A notice convening the Adjourned Annual General Meeting of the Company to be held at the Conference Hall on 8th Floor, Company Office Building, No. 12 Wei Fang Road, Zouping Economic Development District, Zouping County, Shandong Province, the People's Republic of China on Friday, 8 December 2017 at 9:00 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the Adjourned Annual General Meeting is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hongqiaochina.com), respectively.

Whether or not you are able to attend the Adjourned Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Adjourned Annual General Meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Adjourned Annual General Meeting if they so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Adjourned Annual General Meeting”	an adjourned annual general meeting of the Company to be held at the Conference Hall on 8th Floor, Company Office Building, No. 12 Wei Fang Road, Zouping Economic Development District, Zouping County, Shandong Province, the People’s Republic of China on Friday, 8 December 2017 at 9:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the Adjourned Annual General Meeting which is set out on pages 5 to 6 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	China Hongqiao Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



China Hongqiao Group Limited

中國宏橋集團有限公司

(incorporated under the laws of Cayman Islands with limited liability)

(Stock code: 1378)

Executive Directors:

Mr. Zhang Shiping (*Chairman*)
Ms. Zheng Shuliang (*Vice Chairman*)
Mr. Zhang Bo (*Chief Executive Officer,*
Authorised Representative)

Non-executive Directors:

Mr. Yang Congsen
Mr. Zhang Jinglei

Independent non-executive Directors:

Mr. Xing Jian
Mr. Chen Yinghai
Mr. Han Benwen

Registered Office:

P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Principal Place of Business in Hong Kong:

Rm 5108, The Center
99th Queen's Road Central
Central
Hong Kong

6 November 2017

To the Shareholders

Dear Sir/Madam,

**(I) PROPOSED DECLARATION OF FINAL DIVIDEND;
(II) PROPOSED DECLARATION OF SPECIAL DIVIDEND;
AND
(III) NOTICE OF THE ADJOURNED ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Adjourned Annual General Meeting and to notify you of the Adjourned Annual General Meeting for, among other things, (i) the proposed declaration of a final dividend; and (ii) the proposed declaration of a special dividend.

2. PROPOSED DECLARATION OF FINAL DIVIDEND

According to the announcement of annual results of the Company for the year ended 31 December 2016 dated 27 October 2017, it was proposed by the Board for the payment of a final dividend for the year ended 31 December 2016 of HK27.0 cents per Share on Friday,

LETTER FROM THE BOARD

9 February 2018 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 6 February 2018, subject to the approval of the Shareholders in the forthcoming Adjourned Annual General Meeting.

3. PROPOSED DECLARATION OF SPECIAL DIVIDEND

It was also proposed by the Board for the payment of a special dividend of HK20.0 cents per Share on Friday, 9 February 2018 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 6 February 2018, subject to the approval of the Shareholders in the forthcoming Adjourned Annual General Meeting.

4. ADJOURNED ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Adjourned Annual General Meeting is set out on pages 5 to 6 of this circular. At the Adjourned Annual General Meeting, resolutions will be proposed to approve, among others, the proposed declaration of a final dividend and the proposed declaration of a special dividend.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Adjourned Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Adjourned Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Adjourned Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hongqiaochina.com), respectively. Whether or not you are able to attend the Adjourned Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Adjourned Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Adjourned Annual General Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the proposed declaration of a final dividend and the proposed declaration of a special dividend are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Adjourned Annual General Meeting.

LETTER FROM THE BOARD

6. CLOSURE OF REGISTER OF MEMBERS

The share register of the Company will be closed from Monday, 4 December 2017 to Friday, 8 December 2017 (both days inclusive), during which no transfer of shares will be effected. In order to be entitled to attend the Adjourned Annual General Meeting of the Company and vote at the meeting, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Friday, 1 December 2017. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

The share register of the Company will be closed from Wednesday, 31 January 2018 to Tuesday, 6 February 2018 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for the final dividend and special dividend, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Tuesday, 30 January 2018. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

Yours faithfully,
By Order of the Board
Zhang Shiping
Chairman

NOTICE OF THE ADJOURNED ANNUAL GENERAL MEETING



China Hongqiao Group Limited 中國宏橋集團有限公司

(incorporated under the laws of Cayman Islands with limited liability)

(Stock code: 1378)

NOTICE IS HEREBY GIVEN that an adjourned annual general meeting (the “**Adjourned Annual General Meeting**”) of China Hongqiao Group Limited (the “**Company**”) will be held at the Conference Hall on 8th Floor, Company Office Building, No. 12 Wei Fang Road, Zouping Economic Development District, Zouping County, Shandong Province, the People’s Republic of China on Friday, 8 December 2017 at 9:00 a.m. for the following ordinary resolutions. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 6 November 2017 to convene the Adjourned Annual General Meeting.

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2016;
2. To declare a final dividend of HK27.0 cents per share for the year ended 31 December 2016 to the shareholders of the Company; and
3. To declare a special dividend of HK20.0 cents per share to the shareholders of the Company.

By order of the Board
Zhang Shiping
Chairman

Hong Kong, 6 November 2017

Notes:

- (a) Any Shareholder entitled to attend and vote at the Adjourned Annual General Meeting is entitled to appoint a proxy to attend and vote on behalf of him/her. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Adjourned Annual General Meeting. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Adjourned Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF THE ADJOURNED ANNUAL GENERAL MEETING

- (c) The share register of the Company will be closed from Monday, 4 December 2017 to Friday, 8 December 2017 (both days inclusive), during which no transfer of shares will be effected. In order to be entitled to attend the Adjourned Annual General Meeting of the Company and vote at the meeting, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Friday, 1 December 2017. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

The share register of the Company will be closed from Wednesday, 31 January 2018 to Tuesday, 6 February 2018 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for the final dividend and the special dividend, all completed share transfer forms accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Tuesday, 30 January 2018. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

- (d) Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (e) Shareholders whose names appear on the register of members of the Company on Friday, 1 December 2017 are entitled to attend and vote at the Adjourned Annual General Meeting, and subject to approval of the payment of the final dividend and the special dividend by the Shareholders at the Adjourned Annual General Meeting, Shareholders whose names appear on the register of members of the Company on Tuesday, 6 February 2018 are entitled to the final dividend and the special dividend.
- (f) The Adjourned Annual General Meeting is expected to last half a day. Shareholders attending the Adjourned Annual General Meeting should be responsible for their own transportation and accommodation expenses.