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If you have sold or transferred all your shares in **Eagle Ride Investment Holdings Limited 鷹力投資控股有限公司**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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EAGLE RIDE INVESTMENT HOLDINGS LIMITED

鷹力投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 901)

**PROPOSALS INVOLVING (1) RENEWAL OF THE GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Eagle Ride Investment Holdings Limited 鷹力投資控股有限公司 to be held at Room 4001, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 5 June 2019, at 11:00 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meetings should you so wish.

Hong Kong, 30 April 2019

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 4001, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 5 June 2019, at 11:00 a.m., the notice of which is set out on pages 13 to 16 of this circular;
“Articles”	the articles of association of the Company as may be amended from time to time;
“associate(s)”	has the meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Companies Act”	the Companies Law (Cap. 22, Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	Eagle Ride Investment Holdings Limited 鷹力投資控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Directors”	the directors of the Company;
“Existing General Mandate”	the general mandate approved by the Shareholders at the annual general meeting held on 31 May 2018 authorising the Directors to allot and issue Shares up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Issue Mandate”	a general mandate to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto;
“Latest Practicable Date”	23 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	the general and unconditional mandate to repurchase fully paid up Shares of up to 10% of the nominal amount of the issued share capital of the Company as at the date of the Repurchase Resolution;
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution 8 of the notice of the Annual General Meeting;
“Shareholder(s)”	the holder(s) of the Shares;
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.0125 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



EAGLE RIDE INVESTMENT HOLDINGS LIMITED

鷹力投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 901)

Executive Director:

Chan Yiu Pun, Clement

Non-executive Directors:

Hu Haisong

Tung Shu Sun (*Chairman*)

Dang Yin Liang

Ding Shiguo

Independent non-executive Directors:

Gui Shengyue

Wang Xianzhang

Vichai Phaisalakani

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of

business in Hong Kong:

Room 4001

China Resources Building

26 Harbour Road

Wan Chai

Hong Kong

30 April 2019

To: the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING (1) RENEWAL OF THE GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the granting to the Directors of a general mandate to repurchase and issue Shares; (ii) the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate; (iii) the re-election of retiring Directors; and (iv) the notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 31 May 2018, the Shareholders passed a resolution to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed that approval from the Shareholders be sought at the Annual General Meeting to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the issued ordinary share capital of the Company, as at the date of the passing of such resolution. The repurchase mandate to be proposed in the Annual General Meeting will lapse on the earlier of (a) the conclusion of the next annual general meeting to be held in 2020; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the date on which the authority given to the Board set out in the Repurchase Resolution is revoked or varied by passing of an ordinary resolution of the Shareholders in a general meeting.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with the information reasonably necessary for your consideration of the Repurchase Mandate.

GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 31 May 2018, the Directors were granted the mandate to allot and issue Shares up to 20% of the then issued share capital of the Company. The Existing General Mandate is due to expire at the Annual General Meeting.

The Board proposes to seek an approval from the Shareholders at the Annual General Meeting for the grant to the Directors of a general mandate to issue new shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation thereto. The Issue Mandate will lapse on the earlier of (a) the conclusion of the next annual general meeting to be held in 2020; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the date on which the authority given to the Board is revoked or varied by passing in an ordinary resolution of the Shareholders in a general meeting.

The Directors believe that granting of the general mandate to issue new shares will provide the Group with flexibility to issue securities for cash or as consideration for acquisition of assets as and when the Directors think fit and appropriate. The Board thinks that the proposed granting of the general mandate to issue new shares is in the interests of the Company and the Shareholders as a whole.

Two ordinary resolutions will be proposed at the Annual General Meeting for (a) granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of the passing of the resolution and (b) the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

The Directors have no immediate plans to allot and issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or pursuant to any scrip dividend scheme or under similar arrangement which may be approved by the Shareholders from time to time.

Based on 1,803,558,784 Shares in issue as at the Latest Practicable Date and subject to the passing of the relevant ordinary resolution to approve the Issue Mandate at the Annual General Meeting, and assuming that there shall be no further issue of new Shares or repurchase of Shares between the Latest Practicable Date and the date of the Annual General Meeting, the Directors will be authorised to allot and issue up to a limit of 360,711,756 Shares under the Issue Mandate, representing 20% of the issued share capital of the Company on the date of the passing of the resolution to approve the Issue Mandate.

RE-ELECTION OF DIRECTORS

According to Article 87(3) of the Articles, Mr. Ding Shiguo, who was appointed as director after the Company's last annual general meeting, shall hold office until the Annual General Meeting, and being eligible, offer himself for re-election as Director of the Company.

Pursuant to Article 88(1) of the Articles, Mr. Hu Haisong and Mr. Wang Xianzhang shall retire from office by rotation at the Annual General Meeting, and being eligible, offer themselves for re-election as Directors of the Company.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect the above Directors. The biographical details of such re-electing Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Room 4001, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on 5 June 2019, at 11:00 a.m..

From 30 May 2019 to 5 June 2019, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed. In order to be eligible for attending and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 29 May 2019.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General

LETTER FROM THE BOARD

Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meetings should you so wish.

Pursuant to the requirements of the Listing Rules, all votes to be taken at the Annual General Meeting will be by poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate and the Issue Mandate and the proposed re-election of retiring Directors are in the best interests of the Company and its Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the related resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By Order of the Board

EAGLE RIDE INVESTMENT HOLDINGS LIMITED

鷹力投資控股有限公司

Tung Shu Sun

Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Resolution. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 1,803,558,784 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company is entitled under the Repurchase Mandate to repurchase a maximum of 180,355,878 Shares.

2. REASONS FOR SHARES REPURCHASE

The Directors believe that the Repurchase Mandate is in the interest of the Company and its Shareholders as a whole which enables the Company to repurchase Shares on the Stock Exchange as and when required. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands and Hong Kong. The law of the Cayman Islands provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits of the Company or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2018 (being the latest published audited account) in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.265	0.213
May	0.265	0.200
June	0.260	0.213
July	0.260	0.214
August	0.245	0.160
September	0.165	0.120
October	0.159	0.113
November	0.153	0.122
December	0.125	0.100
2019		
January	0.120	0.094
February	0.110	0.095
March	0.157	0.099
April (up to the Latest Practicable Date)	0.154	0.130

5. UNDERTAKINGS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

6. CONNECTED PERSONS

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders of the Company are as follows:

Name of Substantial Shareholder	Number of Shares	Approximate Percentage
Eagle Ride Investments Limited (<i>note</i>)	966,638,573	53.59%

Note: Eagle Ride Investments Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by APAC Investment Holdings Limited, a company incorporated in Samoa and beneficially owned as to approximately 94.19% by Mr. HU Haisong ("Mr. Hu"), the Non-executive Director of the Company, and approximately 5.81% by other investors ("Investors") (whose interests are held on trust by Mr. Hu). The Investors, namely (i) Mr. WANG Haibin, a resident of the People's Republic of China (the "PRC") and engages in investment business in the PRC; and (ii) RB International Investments Asia Limited is principally engaged in financial services.

Save as disclosed above, the Company had not been notified by any other person (other than the Directors) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the Securities and Futures Ordinance (Chapter 571) as at 31 December 2018.

In the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate, the substantial shareholders' holding in the issued Shares of the Company would be increased from its existing attributable interest of 53.59% (assuming the present shareholdings remains the same). The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. However, the Company has no present intention to repurchase Shares as the amount of Shares held by the public is currently less than 25% as prescribed by the Listing Rules.

8. SHARE REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries had repurchased any Shares (whether on the Stock Exchange or otherwise) in the last six months preceding the Latest Practicable Date.

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. HU Haisong, aged 51, was appointed a Nonexecutive Director of the Company on 1 November, 2013. He has a strong track record in pursuing crossborder business opportunities primarily in the energy and resources industry. Mr. Hu has substantial experience in business management and management and supervision of investment projects in various sectors and industries, including oil and gas related industry, trading of commodities and real estates. Mr. Hu is currently the chairman and director of each of APAC Investment Holdings Limited (“APAC”) and Eagle Ride Investments Limited (“**Eagle Ride Investments**”). APAC is principally engaged in investment holding focusing on the energy sector and high growth private investments and Eagle Ride Investments is an investment holding company. Mr. Hu is also a director of Bluesea Energy Holdings Limited, a limited liability company incorporated in Hong Kong and is principally engaged in providing consultancy services in the oil and gas related industry and the trading of petroleum related products, including crude oil and fuel oil. Mr. Hu obtained a Doctor degree in Business Administration honoris causa by Dubna International University for Nature, Society and Man in June 2013. Save as disclosed above, Mr. Hu did not hold any other directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Hu has interests in 966,638,573 Shares, representing approximately 53.59% of the total issued share capital of the Company. Save as disclosed herein, as at the Latest Practicable Date, Mr. Hu does not have any other interests in the Shares which is required to be disclosed under Part XV of the SFO.

Mr. Hu has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election pursuant to the Articles and his appointment can be terminated by three months’ notice in writing. Under the said letter, Mr. Hu is entitled to a remuneration of HK\$200,000 per month by reference to his duties and responsibilities with the Company, the Company’s performance and the market situation. Apart from the director’s emoluments, Mr. Hu is also entitled to discretionary bonus.

Save as disclosed herein, Mr. Hu is not connected with any Directors, senior management, substantial shareholder or controlling shareholder of the Company. Save as disclosed herein, there is no information relating to Mr. Hu that is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Hu as a Non-Executive Director.

Mr. Ding Shiguo, aged 39, was appointed a Non-executive Director of the Company on 16 October 2018. He holds a bachelor's degree from Jilin University and an EMBA from University of Texas, and is the founder and chairman of Zenith Capital Holding Group. He has focused on domestic and foreign capital markets for many years and possesses indepth theoretical research and extensive practical experience in private equity fund sector and is devoted to creating the ecosystem of Zenith Financial Holding(鼎典金融控股). Mr. Ding is an advocator and manager of National Strategic Emerging Industry Guidance Fund and has successfully established certain companies and served as director and consultant of many enterprises and institutions, including serving as an independent director of TianJin 712 Communication & Broadcasting Co Ltd(天津七一二通信廣播股份有限公司)which is a Shanghai main board listed company. He also advises relevant governments regarding the investment and financing of industrial development, capital markets and infrastructure and acts as consultant of other financial sectors. His keen personal research is financial strategy management. He published many articles on finance and industry, and has conducted indepth research and accumulated extensive experience in private equity fund, venture capital fund, and merger and acquisition and reorganisation of listed companies. Mr. Ding has all along been adhering to the development philosophy of “prudence, practicality, pioneering and innovative” in fund management business. The venture capital funds and equity investment funds managed by him have mainly been focusing on national strategic emerging industries and pillar industries such as bio-pharmaceuticals, and invested a lot in start-up companies and preliminary and intermediate stage enterprises and support the growth of emerging enterprises, while also taking care of investor returns and achieved sound results. The specialized funds initiated and managed by Mr. Ding have participated in the merger and acquisition and reorganisation of a large number of listed companies and earned extensive practical experience. He is currently a member of the investment decision-making committee of National New Energy Venture Capital Fund(國家新能源創投基金)as well as other fund companies. Save as disclosed above, Mr. Ding did not hold any directorship in any other listed public companies in the last three years.

Mr. Ding has entered into an appointment letter with the Company for a term of one year, subject to retirement by relation and re-election pursuant to the Articles and his appointment can be terminated by one month's notice in writing. Under the said letter, Mr. Ding is entitled to a remuneration of HK\$30,000 per month by reference to his duties and responsibilities with the Company, the Company's performance and the market situation. Apart from the director's emoluments, Mr. Ding is also entitled to discretionary bonus.

Save as disclosed herein, Mr. Ding is not connected with any directors, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Ding does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to Mr. Ding that is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Ding as a Non-Executive Director.

Mr. Wang Xianzhang, aged 76, was appointed an Independent Non-executive Director of the Company on 1 November, 2013. He was the chairman of the board and president of China Life Insurance Company Limited, a company listed on the Stock Exchange with stock code: 2628 since its listing in 2003 to June 2005. Mr. Wang also served as president of China Life Insurance (Group) Company and chairman of China Life Asset Management Company Limited. In addition, Mr. Wang was also appointed as the directors of a number of listed companies in Hong Kong, including the executive director of Pacific Century Insurance Holdings Limited previously listed on the Stock Exchange from June 1999 to November 2000, and re-designated to non-executive director from November 2000 to March 2006 and independent non-executive director from March 2006 to June 2007. Mr. Wang was also the independent non-executive director of Beijing Enterprises Holdings Limited, a company listed on the Stock Exchange with stock code: 392, from April 1997 to March 2008. Save as disclosed above, Mr. Wang did not hold any directorship in any other listed public companies in the last three years.

Mr. Wang has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election pursuant to the Articles and his appointment can be terminated by three months' notice in writing. Under the said letter, Mr. Wang is entitled to a remuneration of HK\$30,000 per month by reference to his duties and responsibilities with the Company, the Company's performance and the market situation. Apart from the director's emoluments, Mr. Wang is also entitled to discretionary bonus.

Save as disclosed herein, Mr. Wang is not connected with any Directors, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Wang does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to Mr. Wang that is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re- election of Mr. Wang as an Independent Non-Executive Director.

NOTICE OF ANNUAL GENERAL MEETING



EAGLE RIDE INVESTMENT HOLDINGS LIMITED

鷹力投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 901)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Eagle Ride Investment Holdings Limited 鷹力投資控股有限公司 (“**Company**”) will be held at Room 4001, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on 5 June 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2018.
2. To re-elect Mr. Hu Haisong as a non-executive director of the Company.
3. To re-elect Mr. Ding Shiguo as a non-executive director of the Company.
4. To re-elect Mr. Wang Xianzhang as an independent non-executive director of the Company.
5. To authorise the Board to fix the remuneration of the directors of the Company.
6. To re-appoint HLM CPA Limited as auditors and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

7. **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Articles of Association (the “Articles”) of the Company from time to time,

shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution,
 - “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or 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 applicable to the Company).”

8. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance with all applicable laws and regulations and the Articles of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT** conditional upon the passing of Resolutions 7 and 8, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution 8 as set out in the notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 8 as set out in the notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of such securities of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board
EAGLE RIDE INVESTMENT HOLDINGS LIMITED
鷹力投資控股有限公司
Tung Shu Sun
Chairman

Hong Kong, 30 April 2019

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) From 30 May 2019 to 5 June 2019, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed. In order to be eligible for attending and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 29 May 2019.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (5) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (6) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.