

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about what action you should take, you are recommended immediately to seek advice from independent legal, tax and other professional advisers.

If you have sold or otherwise transferred all of your shares in Global Market Group Limited (the "**Company**"), please forward this document, together with the accompanying form of proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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# **GLOBAL MARKET GROUP LIMITED**

(Incorporated in the Cayman Islands with registration number CR-117613)

## **NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Chairman of the Company is set out on pages 1 to 2 of this document.

Notice of the Annual General Meeting ("**AGM**") of the Company to be held at 2.00 p.m. (Hong Kong time) on Tuesday, 28 March 2017 at Global Market Group Limited, No. 28, Yunshan Road North, West door, Baiyun Mountain, No. 1128 Baiyun Avenue South, Guangzhou, the People's Republic of China is set out on pages 4 to 5 of this document.

Registered shareholders must complete the proxy form and return it in accordance with the instructions set out thereon as soon as possible so as to reach:

**Computershare Investor Services (Jersey) Limited**  
**C/O The Pavilions**  
**Bridgwater Road**  
**Bristol**  
**BS99 6ZY**  
**United Kingdom**

**By no later than 4.00 P.m. (UK Time) on 22 March 2017**

## Global Market Group Limited

*Directors:*

Weijia (David Ling) Pan (*Chairman & Chief Executive Officer*)  
Weiquan (Cheandy) Hu (*Chief Financial Officer*)  
Wing Keong Siew (*Independent Non-executive Director*)  
Dr Ching (Jim) Wang (*Non-executive Director*)

*Registered Office:*

c/o Intertrust Corporate Services  
(Cayman) Limited  
190 Elgin Avenue  
  
George Town  
Grand Cayman KY1-9005  
Cayman Islands

3 March 2017

*To all holders of ordinary shares*

Dear Shareholder

### **NOTICE OF THE ANNUAL GENERAL MEETING OF GLOBAL MARKET GROUP LIMITED**

I am writing to inform you that the AGM of the Company will be held at 2.00 p.m. (Hong Kong time) on Tuesday, 28 March 2017 at Global Market Group Limited, No. 28, Yunshan Road North, West door, Baiyun Mountain, No. 1128 Baiyun Avenue South, Guangzhou, the People's Republic of China (the "PRC"). The formal notice of the AGM is set out on pages 4 to 5 of this document.

#### **ORDINARY BUSINESS**

##### **Auditors' report and accounts (Resolution 1)**

The Directors of the Company present to the Shareholders for approval at the AGM the accounts for the financial period ended 31 December 2015 together with the Auditors' reports. The Auditors' report and accounts is available for download at [www.globalmarket.com](http://www.globalmarket.com).

##### **Re-appointment and Retirement of Director (Resolutions 2 & 3)**

Pursuant to Article 140 of the Company's Articles of Association, at each annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not greater than one-third, shall retire from office. A Director who retires at an annual general meeting may, if willing to act, be re-appointed. Accordingly, Mr. Weijia Pan will retire and subsequently submit himself for re-election at the AGM in accordance with Articles 140-141. Resolution 3 authorises the board of Directors to fix the Directors' remuneration.

Brief biographical details of Mr. Weijia Pan standing for re-election are set out below:

Mr. Weijia Pan, Chairman & Chief Executive Officer

Mr. Pan is the founder of the Group and has been the Chairman and President since inception and Chief Executive Officer since 2004. He has been instrumental in driving the

Group into its current leading market position and has supervised various aspects of the Group's operations including sales and marketing and corporate strategy. Mr. Pan started his own business of global trade services in 1998. He also served as an instructor for the MBA programme at Sun Yat-Sen University in China. Mr. Pan published a book, "Strategy Brings Future", in 2009 regarding his view on corporate strategy.

### **Auditors (Resolutions 4 & 5)**

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Ernst & Young Hua Ming have indicated their willingness to continue in office. Accordingly, Resolution 4 re-appoints Ernst & Young Hua Ming as Auditors to the Company and Resolution 5 authorises the Directors to fix their remuneration.

### **ACTION TO BE TAKEN**

You will find enclosed a form of proxy or form of instruction for use at the AGM. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM.

Whether or not you intend to attend the AGM, registered shareholders in the Company should complete the proxy form return it in accordance with the instructions set out thereon as soon as possible so as to reach:

**Computershare Investor Services (Jersey) Limited**  
**C/O The Pavilions**  
**Bridgwater Road**  
**Bristol**  
**BS99 6ZY**  
**United Kingdom**

**By no later than 4.00 P.m. (UK Time) on 22 March 2017**

The completion and return of a form of proxy will not prevent a Shareholder from attending the AGM and voting in person if he/she wishes to do so. A holder of Ordinary Shares (or the beneficial title thereto) must first have his or her name entered on the register of members not later than **48 hours prior to the time of the meeting**. Changes to entries in that register after that time shall be disregarded in determining the rights of any holders to attend and vote at such meeting.

Holders of depositary interests (the "**Depositary Interest**") shall be invited to attend the Meeting by Computershare Company Nominees Limited in its capacity as custodian for the Depositary Interests and on behalf of the Corporation. If you are a holder of Depositary Interests in the Corporation, please fill in the form of instruction (the "**Form of Instruction**") and return the completed Form of Instruction to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom by 4.00 p.m. on 22 March 2017. The completion and return of the Form of Instruction will not preclude you from attending the Meeting and voting in person if you so wish. Should you wish to attend the meeting and / or vote at the Meeting please notify Computershare Investor Services PLC, in writing at the address above or email [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk). In all cases, Beneficial Shareholders should carefully follow the instructions of their intermediary, including those regarding when, where and by what means the voting instruction form or proxy form must be delivered.

The quorum for the AGM is two Shareholders present in person or by proxy ((in the case of a Member being a corporation) by its duly authorised representative) and entitled to vote at the meeting. In the event that a quorum is not achieved, the AGM will be adjourned in accordance with the Articles.

If you have any queries regarding the AGM please contact the Registrar's helpline on (+44) 0870 707 4040.

### **RECOMMENDATION**

Your Directors consider that the proposals described in this letter are in the best interests of Shareholders as a whole and unanimously recommend Shareholders to vote in favour of all the resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings.

Yours sincerely

**Weijia (David Ling) Pan**  
*Chairman*

**GLOBAL MARKET GROUP LIMITED**

*(Incorporated in the Cayman Islands with registration number CR-117613)*

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company (the “**AGM**”) will be held at Global Market Group Limited, No. 28 , Yunshan Road North, West door, Baiyun Mountain, No. 1128 Baiyun Avenue South, Guangzhou, the People’s Republic of China at 2.00 p.m. (Hong Kong Time) on Tuesday, 28 March 2017 for the purpose of considering and, if thought fit, passing the following resolutions:

***As ordinary business:***

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

1. To receive and consider the audited accounts of the Company for the financial period ended 31 December 2015 together with the reports of the auditors of the Company on those audited accounts.
2. To re-appoint Mr. Weijia Pan as a Director of the Company.
3. To authorise the board of Directors to fix the Directors’ remuneration.
4. To re-appoint Ernst & Young Hua Ming as auditors of the Company to hold office from the conclusion of the AGM to the conclusion of the next annual general meeting at which accounts are laid before the meeting.
5. To authorise the Directors to fix the remuneration of the auditors of the Company.

By Order of the Board,  
***Global Market Group Limited***

Date: (update)

*Registered Office:*  
c/o Intertrust Corporate Services (Cayman)  
Limited  
190 Elgin Avenue

George Town  
Grand Cayman KY1-9005  
Cayman Islands

By Order of the Board  
Tricor-ATC Europe LLP  
*Secretary*

*Notes:*

1. *A Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Ordinary Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. A form of proxy is enclosed with*

*this notice. Completion and return of the form of proxy will not preclude members from attending or voting at the meeting, if they so wish.*

2. *To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is executed (or a certified copy of such power of attorney) must be deposited with:*

**Computershare Investor Services (Jersey) Limited  
C/O The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZY  
United Kingdom**

**By no later than 4.00 p.m. (UK Time) on 22 March 2017**

3. *A holder of Ordinary Shares (or the beneficial title thereto) must first have his or her name entered on the register of members no later than **48 hours prior to the time of the meeting**. Changes to entries in that register after that time shall be disregarded in determining the rights of any holders to attend and vote at such meeting.*