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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Shun Ke Long Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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### CHINA SHUN KE LONG HOLDINGS LIMITED

中國順客隆控股有限公司

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

**(Stock Code: 974)**

## **(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (II) RE-ELECTION OF RETIRING DIRECTORS; AND (III) NOTICE OF ANNUAL GENERAL MEETING**

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#### MEASURES TO BE IMPLEMENTED AT THE ANNUAL GENERAL MEETING IN LIGHT OF THE CORONAVIRUS DISEASE (“COVID-19”)

Please see page ii of this circular for prevention and control measures to be implemented at the Annual General Meeting against the spread of COVID-19, including:

- compulsory temperature check and health declaration
- prohibit attendance at the Annual General Meeting of any person with a body temperature of over 37.3 degrees Celsius. Persons exhibiting flu-like symptoms may also be refused admittance
- prohibit attendance at the Annual General Meeting of any person who has been to any overseas country or region, Mainland China, Macau or Taiwan in the 14-day period prior to the Annual General Meeting
- food or beverages will not be served at the Annual General Meeting
- corporate gifts will not be handed out at the Annual General Meeting
- requirement to wear a surgical face mask throughout the Annual General Meeting and sit at a distance from other attendees. Masks will not be provided.

Any person who does not comply with any of the precautionary measures listed on page ii of this circular will be denied entry into, or excused from, the Annual General Meeting venue. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently wish to do so.

Capitalised terms used in the cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening an annual general meeting of the Company to be held at 10:30 a.m. on Monday, 8 June 2020 at 10/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong is set out on pages 12 to 16 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the Annual General Meeting (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting and any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

23 April 2020

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the Coronavirus Disease (“COVID-19”) situation, the Company will implement the following measures at the Annual General Meeting:

- All attendees will be required to undergo a temperature check and sign a health declaration form before entering the Annual General Meeting venue.
- Any person with a body temperature of over 37.3 degrees Celsius will not be permitted to attend the Annual General Meeting. Persons exhibiting flu-like symptoms may also be refused admittance at the Company’s discretion.
- Any person who has been to any overseas country or region, Mainland China, Macau or Taiwan, in the 14-day period prior to the Annual General Meeting will not be permitted to attend the Annual General Meeting.
- Food or beverages will not be served at the Annual General Meeting.
- Corporate gifts will not be handed out at the Annual General Meeting.
- Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting and to sit at a distance from other attendees. Please note that no masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own masks.

Shareholders who are feeling unwell or have been placed on leave of absence on the date of the Annual General Meeting are advised not to attend the Annual General Meeting.

Shareholders who prefer not to attend or are restricted from attending the Annual General Meeting, may still vote by proxy and are advised to take note of the last date and time for the lodgement of the form of proxy. Shareholders are encouraged to appoint the chairman of the Annual General Meeting as their proxy. They will not be precluded from attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently wish to do so.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government agency from time to time. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company’s website or the Stock Exchange’s website for future announcements and updates on the Annual General Meeting arrangements.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

The Annual General Meeting will commence sharply at 10:30 am, and Shareholders are encouraged to arrive at the Annual General Meeting venue at least half an hour prior to the meeting commencement time to avoid delays from the precautionary measures mentioned above in the registration process.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened on Monday, 8 June 2020 at 10:30 a.m. at 10/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“associate(s)”	has the meaning ascribed to this term under the Listing Rules;
“Board”	the board of Directors;
“Company”	China Shun Ke Long Holdings Limited 中國順客隆控股有限公司, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
“Director(s)”	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;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue, allot and deal with up to 20% of the issued share of the Company as set out in the paragraph headed “Letter from the Board — General Mandates” of this circular;
“Latest Practicable Date”	16 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to 10% of the issued shares of the Company as set out in the paragraph headed “Letter from the Board — General Mandates” of this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

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## DEFINITIONS

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“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.



**CHINA SHUN KE LONG HOLDINGS LIMITED**

**中國順客隆控股有限公司**

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

**(Stock Code: 974)**

*Executive Directors:*

Mr. Sun Kin Ho Steven

*(Chairman and Chief Executive Officer)*

Mr. Han Wei *(Chief Financial Officer)*

*Non-executive Director:*

Mr. Wang Fu Lin

*Independent non-executive Directors:*

Mr. Chong Kin Ho

Mr. Tung Chia Hung Michael

Mr. Chen Cheng Lien

*Registered office:*

Vistra (Cayman) Limited

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:*

Suites 06-12

33/F, Shui On Centre

Nos. 6-8 Harbour Road

Wan Chai, Hong Kong

23 April 2020

*To the Shareholder,*

Dear Shareholder(s),

**(I) GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;  
(II) RE-ELECTION OF RETIRING DIRECTORS; AND  
(III) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purpose of this circular is to provide the Shareholders with notice of the Annual General Meeting and the information regarding the resolutions to be proposed to seek approval of the Shareholders at the Annual General Meeting in relation to: (i) the grant of Issue Mandate and Repurchase Mandate; and (ii) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

At the annual general meeting of the Company held on 27 June 2019, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. As at the Latest Practicable Date, such mandates have not been utilised and will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of the following new general mandates to the Directors:

- (a) the Issue Mandate to allot, issue and deal with Shares up to 20% of the total number of Shares on the date of passing of such resolution (i.e. up to 58,091,400 Shares on the assumption that the number of Shares remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting); and
- (b) the Repurchase Mandate to repurchase Shares on the Stock Exchange up to 10% of the total number of Shares on the date of passing of such resolution (i.e. up to 29,045,700 Shares on the assumption that the number of Shares remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting).

In addition, a separate ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (provided that if such mandate is granted to the Directors at the Annual General Meeting).

The Issue Mandate and the Repurchase Mandate shall continue in force during the period ending on the earliest of (a) the date of the next annual general meeting; (b) the date by which the next annual general meeting of the Company is required to be held by law or by its Articles of Association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in the Appendix I to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises six Directors, namely Mr. Sun Kin Ho Steven, Mr. Han Wei, Mr. Wang Fu Lin, Mr. Chong Kin Ho, Mr. Tung Chia Hung Michael and Mr. Chen Cheng Lien.

Pursuant to Article 84 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by

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## LETTER FROM THE BOARD

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rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, the Directors retiring by rotation at the Annual General Meeting are Mr. Han Wei and Mr. Wang Fu Lin, who being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

In considering the re-election of the nominated Directors, the Board, with the assistance and recommendation of the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise that the nominated Directors can provide.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Wednesday, 3 June 2020 to Monday, 8 June 2020 (both days inclusive), during which period no transfer of Shares will be effected.

In order to be entitled to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 2 June 2020.

### **ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND VOTING BY POLL**

A notice convening the Annual General Meeting to be held on Monday, 8 June 2020, at 10:30 a.m. at 10/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong is set out on pages 12 to 16 of this circular. The Directors are not aware of any Shareholder who are required to abstain from voting in the Annual General Meeting.

For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions



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## LETTER FROM THE BOARD

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printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. 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 adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the Annual General Meeting will be taken by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under rule 13.39(5) of the Listing Rules.

### **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 circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting in respect thereof.

### **ADDITIONAL INFORMATION**

Your attention is also drawn to the additional information set out in the appendices to this circular.

### **MISCELLANEOUS**

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully

By order of the Board

**China Shun Ke Long Holdings Limited**

**Sun Kin Ho Steven**

*Chairman and Executive Director and Chief Executive Officer*

*This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide all the requisite information in relation to the Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

### **(a) Shareholders' approval**

All proposed purchase of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

### **(b) Share capital**

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the number of issued Shares at the date of passing of the proposed resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 290,457,000 Shares in issue. Subject to passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, exercise of the Repurchase Mandate in full would result in up to 29,045,700 Shares being repurchased by the Company.

### **(c) Reason for repurchase**

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase securities of the Company on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or its earnings per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **(d) Fund of repurchase**

In repurchasing securities, a company may only apply funds legally available for such purpose in accordance with its constitutional documents and the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

As compared with the financial position of the Company as at 31 December 2019 (being the date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the

Company if the Repurchase Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

**(e) Connected parties**

None of the Directors nor, to the best knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders. As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) had notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**(f) Undertaking by Directors**

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

**(g) Takeovers Code**

If as a result of a securities repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a Shareholder or a group of shareholders acting in concert (as defined under the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the company and may 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 controlling shareholders (as defined in the Listing Rules) of the Company were beneficially interested in 204,558,317 Shares, representing approximately 70.42% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the interests of the substantial Shareholders in the Company would be increased to approximately 78.25% of the issued Shares.

Accordingly, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

**(h) Public float**

The Directors confirm that the Repurchase Mandate will not be exercised to an extent where the number of Shares held by the public will be reduced below 25%.

**2. SHARES PURCHASE MADE BY THE COMPANY**

During six months preceding the date of this circular, no Shares have been repurchased by the Company.

**3. SHARE PRICE**

The highest and lowest traded share price for Shares recorded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
April	1.56	1.50
May	1.70	1.42
June	1.80	1.43
July	1.75	1.52
August	1.60	1.50
September	1.58	1.17
October	1.67	1.33
November	1.39	1.15
December	1.35	1.30
<b>2020</b>		
January	1.28	0.96
February	1.00	1.00
March	1.43	0.68
April (up to the Latest Practicable Date)	1.00	0.90

*The biographical details of retiring Directors who offer themselves for re-election are set out below:*

**Mr. Han Wei (“Mr. Han”) (韓璋)**, aged 38, was appointed as a Non-Executive Director on 10 June 2017 and re-designated as an Executive Director and the Chief Financial Officer on 13 September 2017. Mr. Han previously served as the fund planning and procurement manager in the finance planning department of HNA Group Co., Ltd. (海航集團有限公司), the assistant to the general manager in the finance department of Hainan Airlines Co., Ltd. (海南航空股份有限公司), the deputy general manager in the finance planning department of HNA Infrastructure Industry Group Limited (海航基礎產業集團有限公司), the vice president of the project construction department of HNA Industrial Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司), the executive deputy manager in the finance planning department of HNA Industrial Group Co., Ltd. (海航實業集團有限公司), the chief financial officer of HNA Retailing Co., Ltd. (海航商業控股有限公司), the financial controller of HNA Retailing Co., Ltd. (海航商業控股有限公司), the deputy financial controller and the general manager in the financial planning department of Hainan Gongxiao Daji Holding Ltd. (海南供銷大集控股有限公司), and the financial controller of CCOOP Group Co., Ltd. (供銷大集集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000564). Mr. Han currently serves as a director of HNA Retailing Co., Ltd. (海航商業控股有限公司), the financial controller of Hainan Gongxiao Daji Holding Ltd. (海南供銷大集控股有限公司), an executive director of Green Industrial (HK) Holding Co., Limited (綠色實業(香港)有限公司), an executive director of Feihang Yuanchuang Investment Co., Ltd. (飛航遠創投資有限公司), a director and chief executive officer of Hainan Gongxiao Daji Financial Information Technology Co., Ltd (海南供銷大集金服信息科技有限公司), and a director and president of CCOOP Group Co., Ltd. (供銷大集集團股份有限公司). He holds dual bachelor degrees in Economics and Law from Xi’an Jiaotong University in China and a postgraduate diploma in Finance from Xiamen University in China. He is an intermediate economist.

**Mr. Wang Fu Lin (“Mr. Wang”) (王福林)**, aged 43, was appointed as a Non-Executive Director on 10 June 2017. Mr. Wang previously served as the deputy general manager of project development and management department of HNA Group Co., Ltd. (海航集團有限公司), the assistant to president of HNA Real Estate Holdings (Group) Co., Ltd. (海航置業控股(集團)有限公司), the chairman and general manager of Chongqing Dingrui Real Estate Development Co., Ltd. (重慶鼎瑞地產開發有限公司), the general manager in the planning investment department of Hainan Gongxiao Daji Holding Ltd. (海南供銷大集控股有限公司), and the general manager of the investment innovation department of CCOOP Group Co., Ltd. (供銷大集集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000564). Mr. Wang currently serves as the general manager of the board office of CCOOP Group Co., Ltd. He holds a bachelor’s degree in Economics from Xi’an College of Statistics in China.

Each of the nominated Directors has entered into a letter of appointment with the Company for a term of three years commencing from the date of the letter of appointment which shall be terminated by either party giving to the other a three-month prior notice in writing. Each of the nominated Directors has not received any director's fee from the Company. Their appointments are subject to retirement by rotation and re-election by the Shareholders pursuant to the Articles of Association.

As at the date of this circular, save as disclosed above, each of the nominated Directors (a) has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (b) has not held any position with the Group and does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders (as respectively defined under the Listing Rules); and (c) has no other major appointments and professional qualifications.

Save as disclosed above, as at the date of this circular, each of the nominated Directors does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, each of the nominated Directors has confirmed that there are no other matters that need to be brought to the attention of the Shareholders regarding his appointment and there is no other information that needed to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules relating to his appointment.



**CHINA SHUN KE LONG HOLDINGS LIMITED**

**中國順客隆控股有限公司**

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

**(Stock Code: 974)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Shun Ke Long Holdings Limited (the “**Company**”) will be held on Monday, 8 June 2020, at 10:30 a.m. at 10/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong (the “**Annual General Meeting**”) for considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

**AS ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the independent auditor (the “**Auditor**”) of the Company for the year ended 31 December 2019.
2. (A) To re-elect Mr. Han Wei as an executive Director.  
(B) To re-elect Mr. Wang Fu Lin as a non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint SHINEWING (HK) CPA Limited as auditor and to authorise the Directors to fix the remuneration of the auditor.

**AS SPECIAL BUSINESS**

5. “**THAT**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, options, warrants or singular rights to subscribe for shares or such other convertible securities of the Company and to make or grant offers, agreements and/or

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## NOTICE OF ANNUAL GENERAL MEETING

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options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shares authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the total number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) an issue of shares of the Company upon the grant or exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of:
  - (i) 20% of the number of shares of the Company in issue as at the date of passing of this resolution; and
  - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) any shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of shares of the Company in issue as at the date of 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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or



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(iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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).”

6. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) below) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws, rules and regulations of the SFC, and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph (e) below) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of shares which may be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period (as defined in paragraph (e) below) shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) 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; or

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.”

7. **“THAT**

conditional upon the passing of resolution No. 5 and resolution No. 6 as set out in the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue or otherwise deal with the additional shares of the Company pursuant to resolution No. 5 as set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 6 as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this resolution.”

By order of the Board

**China Shun Ke Long Holdings Limited**

**Sun Kin Ho Steven**

*Chairman and Executive Director and chief Executive Officer*

Hong Kong, 23 April 2020

*Notes:*

1. Any shareholder entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting of the Company (or any adjournment thereof).
3. The register of members of the Company will be closed from Wednesday, 3 June 2020 to Monday, 8 June 2020, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the Annual General Meeting of the Company, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 2 June 2020.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.

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5. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person.
6. Delivery of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting of the Company convened and in such event, the form of proxy shall be deemed to be revoked.
7. The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.