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**If you are in any 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 Mengke Holdings 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, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Mengke Holdings Limited**

**盟科控股有限公司**

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

**(Stock Code: 1629)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES, RE-ELECTION OF RETIRING  
DIRECTORS AND RE-APPOINTMENT OF AUDITOR  
AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of Mengke Holdings Limited (the “Company”) to be held at Forum Room II–III, B/2, Regal HongKong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 25 May 2017 at 11:00 a.m. is set out on pages 19 to 23 of this circular.

A form of proxy for use by the shareholders of the Company at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

21 April 2017

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Forum Room II–III, B/2, Regal HongKong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 25 May 2017 at 11:00 a.m., the notice of which is set out on pages 19 to 23 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company conditionally adopted on 3 November 2016 to take effect upon the Listing and as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Buyback Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares for a total number not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant resolution
“Company”	Mengke Holdings Limited (Stock Code: 1629), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Companies Law”	the Companies Ordinance (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and, unless the context otherwise requires, refer to Happily Soar and Mr. Zhang
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Happily Soar”	Happily Soar Limited, a company incorporated in the British Virgin Islands with limited liability on 1 September 2015 and one of the Controlling Shareholders which is owned as to 76%, 18% and 6% by Mr. Zhang, Mr. Fu and Mr. Chen Yongqiao, respectively

## DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hubei Golden”	Hubei Golden Three Gorges Printing Industry Co., Ltd. (湖北金三峽印務有限公司), a company established in the PRC with limited liability on 15 August 1992 and an equity holder of Hubei Mengke at the time of its establishment
“Hubei Mengke”	Hubei Mengke Paper Co., Ltd. (湖北盟科紙業有限公司), once a sino-foreign joint venture established in the PRC on 13 June 2005 which subsequently became a wholly-owned subsidiary of the Company on 8 March 2016
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares for an aggregate number not exceeding 20% of the number of the issued Shares as at the date of the passing of the relevant resolution
“Latest Practicable Date”	11 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	25 November 2016, being the date on which dealings of the Shares on the main board of the Stock Exchange first commence
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Mr. Fu”	Mr. Fu Mingping, an executive Director and the chief executive officer of the Company
“Mr. Zhang”	Mr. Zhang Weixiang, (formerly known as Zhang Jue), the chairman of the Company, a non-executive Director and one of the Controlling Shareholders
“PRC”	The People’s Republic of China which, for the purpose of this circular, excluding Hong Kong, Taiwan and Macau

## DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of the Company with nominal value of HK\$0.01 each
“Share Registrar”	Tricor Investor Services Limited, being the Hong Kong branch share registrar of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent

**LETTER FROM THE BOARD**



**Mengke Holdings Limited**

**盟科控股有限公司**

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

**(Stock Code: 1629)**

*Executive Director:*

Mr. Fu Mingping (*Chief Executive Officer*)

*Non-executive Director:*

Mr. Zhang Weixiang (*Chairman*)

*Independent non-executive Directors:*

Mr. Cheng Tai Kwan Sunny

Mr. Tan Yik Chung Wilson

Mr. Yick Ting Fai Jeffrey

*Registered Office:*

P.O. Box 1350, Clifton House  
75 Fort Street  
Grand Cayman KY1—1108  
Cayman Islands

*Headquarters and principal  
place of business in the PRC*

No. 15 Shantou Road  
Yichang High-Tech Zone  
Hubei Province  
PRC

*Principal place of  
business in Hong Kong*

Room A, 17th Floor  
Capitol Centre Tower II  
28 Jardine's Crescent  
Causeway Bay  
Hong Kong

21 April 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES, RE-ELECTION OF RETIRING  
DIRECTORS AND RE-APPOINTMENT OF AUDITOR  
AND NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with notice of the AGM and the relevant information regarding the resolutions to be proposed at the AGM relating to, inter alia:

- (a) the granting of the Issue Mandate to the Directors;

## LETTER FROM THE BOARD

- (b) the granting of the Buyback Mandate to the Directors;
- (c) the granting of the extension mandate to extend the Issue Mandate by the addition of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Buyback Mandate;
- (d) the re-election of the retiring Directors; and
- (e) the re-appointment of the auditor of the Company.

### 2. THE ISSUE MANDATE

The Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares pursuant to the written resolutions of the Shareholders passed on 3 November 2016. As at the Latest Practicable Date, such general mandate has not been utilized and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to exercise all powers of the Company to allot, issue and deal with the Shares for an aggregate number not exceeding 20% of the number of the issued Shares as at the date of the passing of the relevant resolution.

Details of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 5 of the notice of the AGM.

### 3. THE BUYBACK MANDATE

The Directors have been granted a general unconditional mandate to exercise all powers of the Company to repurchase the Shares pursuant to the written resolutions of the Shareholders passed on 3 November 2016. As at the Latest Practicable Date, such buyback mandate has not been utilized and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to exercise all powers of the Company to repurchase the Shares for a total number not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant resolution.

An explanatory statement giving the particulars required under the Listing Rules in respect of the Buyback Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in the **Appendix I** to this circular.

Details of the Buyback Mandate are set out in the ordinary resolution as referred to in resolution no. 6 of the notice of the AGM.

The Issue Mandate and the Buyback Mandate will remain in effect until whichever is the earliest 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 or any applicable laws to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking or varying such mandates.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has in issue an aggregate of 500,000,000 Shares. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Buyback Mandate and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, the Company would be allowed to allot, issue and deal with a maximum of 100,000,000 Shares and to repurchase a maximum of 50,000,000 Shares respectively.

#### **4. EXTENSION OF THE ISSUE MANDATE**

In addition, if the Issue Mandate and the Buyback Mandate are granted, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Buyback Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 7 of the notice of the AGM.

#### **5. RE-ELECTION OF THE RETIRING DIRECTORS**

In accordance with article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but no less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Directors so to retire shall be (i) those who wishes to retire and not be offer himself for election; (ii) those who have not been subject to retirement by rotation in the three years preceding the annual general meeting; and (iii) those 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. A retiring Director shall be eligible for re-election.

In accordance with articles 108 and 112 of the Articles, all the Directors, namely, Mr. Fu Mingping, Mr. Zhang Weixiang, Mr. Cheng Tai Kwan Sunny, Mr. Tan Yik Chung Wilson and Mr. Yick Ting Fai Jeffrey will retire and, being eligible, offer themselves for re-election at the AGM. Biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in **Appendix II** to this circular.

## **LETTER FROM THE BOARD**

### **6. RE-APPOINTMENT OF THE AUDITOR**

The financial statements of the Group for the year ended 31 December 2016 were audited by PricewaterhouseCoopers whose term of office will expire upon the AGM. The Board proposed to re-elect PricewaterhouseCoopers as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **7. CLOSURE OF REGISTER**

For the purpose of determining shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 May 2017 to Thursday, 25 May 2017 (both days inclusive), during which period no transfer of Shares can be registered. In order to be eligible to attend and vote at the AGM, all completed share transfer instruments accompanied by the relevant share certificates must be lodged with the Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 19 May 2017.

### **8. AGM AND PROXY ARRANGEMENT**

The notice convening the AGM to be held at Forum Room II–III, B/2, Regal HongKong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 25 May 2017 at 11:00 a.m. is set out on pages 19 to 23 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

### **9. VOTING AT THE AGM**

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, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE BOARD

### 10. 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 Company. 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 11. RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the AGM, including, among other things, the proposed resolutions in relation to the Issue Mandate, the Buyback Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the re-appointment of the auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### 12. GENERAL INFORMATION

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

Yours faithfully,  
By order of the Board  
**Mengke Holdings Limited**  
**Zhang Weixiang**  
*Chairman and non-executive Director*

This appendix serves as an explanatory statement, as required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Buyback Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, a total of 500,000,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 50,000,000 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date. Any Shares repurchased by the Company pursuant to the Buyback Mandate shall be fully paid-up.

### **2. REASONS FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the Buyback Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and the Shareholders as a whole. The number of the Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **3. SOURCE OF FUNDS FOR REPURCHASES**

The Company is empowered by the Articles to repurchase its Shares. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Listing Rules, the Memorandum, the Articles, the Companies Law and all other applicable laws, rules and regulations, as the case may be.

Any repurchase of the Shares may only be effected out of profits of the Company, out of share premium, out of the proceeds of a fresh issue of Shares made for the purpose or, subject to the Companies Law, out of capital. The premium, if any, payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company, out of the Company's share premium account before or at the time the Shares are repurchased or, subject to the Companies Law, out of capital.

The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange in effect from time to time.

As compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2016, the Directors consider that there could be a material adverse impact on the working capital and on the gearing level of the Company in the event that the proposed repurchases under the Buyback Mandate were to be carried out in full during the proposed purchases period. However, the Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **4. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the proposed resolution for the Buyback Mandate in accordance with the Listing Rules, the Articles and the Companies Law and all other applicable laws, rules and regulations, as the case may be.

#### **5. INTENTION TO SELL SHARES**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed resolution for the Buyback Mandate is approved by the Shareholders, to sell any of their Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any of their Shares to the Company or has undertaken not to sell any of their Shares to the Company, in the event that the Company is authorised to make repurchases of the Shares.

#### **6. CONSEQUENCES UNDER THE TAKEOVERS CODE**

If, as a result of a repurchase of the Shares by the Company pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code if the Buyback Mandate is exercised.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows. Their respective interests as at the Latest Practicable Date is shown under the column "Percentage of shareholding as at the Latest Practicable Date" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Repurchase Mandate (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable

<b>APPENDIX I</b>	<b>EXPLANATORY STATEMENT FOR THE BUYBACK MANDATE</b>
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Date up to the date on which the Buyback Mandate, if approved by the Shareholders, is exercised in full) is shown under the column “Percentage of shareholding (if the Buyback Mandate is exercised in full)”:

Name	Nature of Interest	Total number of Shares held	Percentage of shareholding (as at the Latest Practicable Date)	Percentage of shareholding (if the Buyback Mandate is exercised in full)
Happily Soar	Beneficial Owner	281,252,000	56.25%	62.5%
Mr. Zhang	Interest in controlled corporation ( <i>Note 1</i> )	281,252,000	56.25%	62.5%
Ms. Huang Feixia	Interest of spouse ( <i>Note 2</i> )	281,252,000	56.25%	62.5%
Liberal Rite Limited (“Liberal Rite”)	Beneficial Owner	93,748,000	18.75%	20.8%
Mr. Shiu Kwok Kuen (“Mr. Shiu”)	Interest in controlled corporation ( <i>Note 3</i> )	93,748,000	18.75%	20.8%
Ms. Lai Pik Chu	Interest of spouse ( <i>Note 4</i> )	93,748,000	18.75%	20.8%
Shareholder Value Fund	Beneficial Owner	25,000,000	5%	5.6%
CM Asset Management (Hongkong) Company Limited	Investment Manager	25,000,000	5%	5.6%

*Notes:*

1. These shares are held by Happily Soar, which is owned as to 76% by Mr. Zhang, 18% by Mr. Fu and 6% by Mr. Chen Yongqiao. By virtue of the SFO, Mr. Zhang is deemed to be interested in all the Shares held by Happily Soar.
2. Ms. Huang Feixia is the spouse of Mr. Zhang. By virtue of the SFO, Ms. Huang is deemed to be interested in all the Shares held by Mr. Zhang.
3. These shares are held by Liberal Rite. Mr. Shiu beneficially owns the entire issued share capital of Liberal Rite. By virtue of the SFO, Mr. Shiu is deemed to be interested in all the Shares held by Liberal Rite.
4. Ms. Lai Pik Chu is the spouse of Mr. Shiu. By virtue of the SFO, Ms. Lai is deemed to be interested in all the Shares held by Mr. Shiu.

<b>APPENDIX I</b>	<b>EXPLANATORY STATEMENT FOR THE BUYBACK MANDATE</b>
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The Directors, to the best of their knowledge and belief, are not aware of any Shareholders or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchases of the Shares made pursuant to the Buyback Mandate.

Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public float under Rule 8.08 of the Listing Rules. However, the Directors have no present intention to exercise the Buyback Mandate to such an extent that, in the circumstances, there is insufficient public float as prescribed under the Listing Rules.

## **7. SHARE PRICES**

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

	<b>Price per Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2016</b>		
November (since the Listing Date)	0.82	0.67
December	2.14	0.71
<b>2017</b>		
January	1.28	0.98
February	1.31	0.99
March	1.59	1.12
April (up to the Latest Practicable Date)	1.51	1.35

## **8. SHARE REPURCHASES MADE BY THE COMPANY**

No repurchase of the Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

### EXECUTIVE DIRECTOR

#### Mr. Fu Mingping

**Mr. FU Mingping**, aged 51, was appointed as the executive Director and the chief executive officer of the Group on 14 March 2016. He was also appointed as a member of the remuneration committee and a member of the nomination committee of the Board on 3 November 2016. Mr. Fu is primarily responsible for the strategic planning and overall management and supervision of operations of our Group.

Mr. Fu joined the Group in January 2010 and has been the general manager of Hubei Mengke since then. He is also a director of Hubei Mengke.

Mr. Fu has over 29 years of experience in the cigarette packaging material industry. Prior to joining the Group, he engaged in sales management in Hubei Province Dangyang Cigarette Material Factory (湖北省當陽卷煙材料廠) from June 1987 to June 2002 and worked as a sales director in Hubei Golden from July 2002 to December 2009. He graduated from a course in printing engineering in Hunan University of Technology (湖南工業大學) in 2007.

Mr. Fu has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for an initial fixed term of two years with effect from the Listing Date. The term of service shall be renewed and extended automatically by two years on the expiry of such initial term and on the expiry of every successive period of two years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Fu is entitled to a remuneration of RMB153,600 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid service agreement. Mr. Fu is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

As at the Latest Practicable Date, (i) Mr. Fu owns 18 shares or 18% of the issued share capital of Happily Soar. Happily Soar is an associated corporation of the Company (within the meaning of Part XV of the SFO); (ii) Happily Soar holds 281,252,000 Shares, representing 56.25% of the issued share capital of the Company.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Fu (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) has not held any other major appointments or professional qualifications; (iii) is not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Fu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Fu that needs to be brought to the attention of the Shareholders.

## NON-EXECUTIVE DIRECTOR

### Mr. Zhang Weixiang

**Mr. ZHANG Weixiang** (formerly known as **ZHANG Jue**), aged 53, is the chairman of the Company. He is also a controlling shareholder of the Company. Mr. Zhang was first appointed as the Director on 8 January 2016 and was redesignated as the non-executive Director and appointed as our chairman on 3 November 2016. He is also a director and the chairman of the board of directors of Hubei Mengke. Mr. Zhang is responsible for the strategic planning and formulation of business strategies of the Group.

On 12 November 2012, Zhuhai Hengqin Xinqu Jiachuang Investment Company Limited (珠海橫琴區嘉創投資有限公司) (“Hengqin Jiachuang”) and Hubei Golden entered into an equity transfer agreement, pursuant to which Hengqin Jiachuang agreed to acquire from Hubei Golden 70% of the equity interest in Hubei Mengke. At the time of the acquisition, Mr. Zhang held 60% of the equity interest of Hengqin Jiachuang. As the ultimate beneficial owner of the controlling interest in Hubei Mengke, Mr. Zhang has been involved in the strategic planning and formulation of business strategies of the Group since then. On 21 December 2014, Hubei Mengke appointed Mr. Zhang as the chairman of its board of directors.

Mr. Zhang has over 20 years of experience in the tobacco material industry. He graduated from secondary school in June 1979. Mr. Zhang started engaging in the tobacco material industry when he established Zhuhai Huashi Fragrance Company Limited (珠海市華仕香料有限公司) in April 1995, which engages in the trading of tobacco flavour essence. He is a director of the company and has been involved in the day-to-day management and operations of the company. Through operating his trading business, Mr. Zhang has established and maintained business relationships with different tobacco manufacturers in the PRC, and accumulated extensive experience in the tobacco material industry in the PRC over the years.

Mr. Zhang has entered into a letter of appointment with the Company pursuant to which he has agreed to act as a non-executive Director and the chairman of the Company for an initial fixed term of two years with effect from the Listing Date. The term of service shall be renewed and extended automatically by two years on the expiry of such initial term and on the expiry of every successive period of two years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Zhang is entitled to a remuneration of RMB130,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Zhang is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

As at the Latest Practicable Date, Mr. Zhang is the beneficial owner of 76% of the issued share capital of Happily Soar, which in turn holds 281,252,000 Shares representing approximately 56.25% of the issued share capital of the Company. By virtue of the SFO, Mr. Zhang is deemed to be interested in all the Shares held by Happily Soar.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Zhang (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) has not held any other major appointments or professional qualifications; (iii) is not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Zhang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Zhang that needs to be brought to the attention of the Shareholders.

## INDEPENDENCE NON-EXECUTIVE DIRECTORS

### Mr. Cheng Tai Kwan Sunny

**Mr. CHENG Tai Kwan Sunny**, aged 44, was appointed as the independent non-executive Director, the chairman of the nomination committee, a member of the audit committee and a member of the remuneration committee of the Board on 3 November 2016. He is primarily responsible for giving independent advice to the Board.

Mr. Cheng obtained a degree of Bachelor of Business Administration in Accounting from The Hong Kong University of Science and Technology in November 1996 and a degree of Master of Science from The Chinese University of Hong Kong in December 2006. He completed the Kellogg-HKUST Executive MBA Program and was awarded a degree of Master of Business Administration from Northwestern University and The Hong Kong University of Science and Technology in December 2009. Mr. Cheng was admitted as an associate and a fellow of The Association of Chartered Certified Accountants in July 1999 and July 2004, respectively. He was also admitted as a member of the Hong Kong Institute of Certified Public Accountants (previously known as Hong Kong Society of Accountants) in September 2001.

Mr. Cheng has years of experience in management, financial reporting and management accounting. He worked for subsidiaries of Li & Fung Limited (stock code: 0494), a company listed on the Stock Exchange, from January 2005 to June 2012. He has been appointed as an independent non-executive director of Shihua Development Company Limited (formerly known as Starlight International Holdings Limited) (stock code: 0485), a company listed on the Stock Exchange, since July 2014. Mr. Cheng is also currently the chief executive officer of a private group principally engaged in the business of electrical product trading.

Mr. Cheng has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial fixed term of one year with effect from the Listing Date. The term of service shall be renewed and extended automatically by one year upon the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Cheng is entitled to a remuneration of HK\$120,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Cheng is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Cheng (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) has not held any other major appointments or professional qualifications; (iii) is not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Cheng that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Cheng that needs to be brought to the attention of the Shareholders.

#### **Mr. Tan Yik Chung Wilson**

**Mr. TAN Yik Chung Wilson**, aged 47, was appointed as the independent non-executive Director, the chairman of the audit committee and a member of the nomination committee of the Board on 3 November 2016. He is primarily responsible for giving independent advice to the Board.

Mr. Tan obtained a diploma in Accounting from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) in July 1992 and a degree of Master of Business Administration from Northeast Louisiana University (currently known as University of Louisiana at Monroe) in August 1997.

Mr. Tan has over 20 years of experience in auditing and accounting. He was admitted as an associate and a fellow of The Association of Chartered Certified Accountants in January 1999 and November 2003, respectively. He is currently a practising certified public accountant in Hong Kong. From June 1994 to March 1997, Mr. Tan worked in Kwan Wong Tan & Fong as an accountant. From March 1997 to April 1999, he joined PricewaterhouseCoopers (formerly known as Coopers & Lybrand) as a senior associate. Since March 2000, Mr. Tan has joined PKF Hong Kong and is currently a partner of the firm.

Mr. Tan has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial fixed term of one year with effect from the Listing Date. The term of service shall be renewed and extended automatically by one year upon the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless terminated by either party thereto in

accordance with the terms thereof. Mr. Tan is entitled to a remuneration of HK\$120,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment Mr. Tan is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Tan (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) has not held any other major appointments or professional qualifications; (iii) is not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Tan that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Tan that needs to be brought to the attention of the Shareholders.

#### **Mr. Yick Ting Fai Jeffrey**

**Mr. YICK Ting Fai Jeffrey**, aged 32, was appointed as the independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee of the Board on 3 November 2016. He is primarily responsible for giving independent advice to the Board.

Mr. Yick obtained a degree of Bachelor of Science from The Hong Kong Polytechnic University in December 2007. He subsequently obtained a Juris Doctor degree and completed the Postgraduate Certificate in Laws (PCLL) from The Chinese University of Hong Kong in December 2009 and July 2010, respectively. Mr. Yick was admitted as a solicitor in Hong Kong in December 2012 and has been a member of The Law Society of Hong Kong since then. Mr. Yick worked as an associate solicitor at Edwards Wildman Palmer from January 2013 to April 2013, upon finishing his traineeship at the firm. From April 2013 to February 2015, he worked in Loong & Yeung as a solicitor. Since February 2015, he has joined Cheung & Choy Solicitors as an associate, with emphasis on corporate finance practice.

Mr. Yick was the company secretary of Hao Tian Development Group Limited (stock code: 0474) from April 2015 to July 2015 and he has been an independent non-executive director of China Eco-Farming Limited (stock code: 8166) since September 2014. He was admitted as an associate member of The Hong Kong Institute of Directors in October 2015.

Mr. Yick has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial fixed term of one year with effect from the Listing Date. The term of service shall be renewed and extended automatically by one year upon the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Yick is entitled to a remuneration of HK\$120,000 per

annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Yick is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Yick (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) has not held any other major appointments or professional qualifications; (iii) is not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Yick that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Yick that needs to be brought to the attention of the Shareholders.

## NOTICE OF ANNUAL GENERAL MEETING



### **Mengke Holdings Limited**

### **盟科控股有限公司**

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

**(Stock Code: 1629)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Mengke Holdings Limited (the “Company”) will be held at Forum Room II–III, B/2, Regal HongKong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 25 May 2017 at 11:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

As ordinary business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Group, the reports of the directors and the independent auditor of the Company for the year ended 31 December 2016.
2.
  - (a) To re-elect Mr. Fu Mingping as an executive director of the Company.
  - (b) To re-elect Mr. Zhang Weixiang as a non-executive director of the Company.
  - (c) To re-elect Mr. Cheng Tai Kwan Sunny as an independent non-executive director of the Company.
  - (d) To re-elect Mr. Tan Yik Chung Wilson as an independent non-executive director of the Company.
  - (e) To re-elect Mr. Yick Ting Fai Jeffrey as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

5. “THAT:

- (a) a general unconditional mandate be and is hereby given to the directors of the Company to exercise all powers of the Company to allot, issue and deal with shares of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities (including the power to make or grant any offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers) subject to a restriction that the aggregate number of securities allotted or agreed to be allotted, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company;
  - (iii) the exercise of options granted under any share option scheme or other similar arrangement adopted by the Company for the grant or issue to the employees, officers, directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company;
  - (iv) the exercise of any right of subscription or conversion under the terms of any bonds, warrants or debentures which may be issued by the Company or any securities which are convertible into shares of the Company; or
  - (v) a specific authority granted by the shareholders of the Company in general meeting,shall not exceed 20% of the number of the issued shares of the Company as at the date of the passing of this resolution;
- (b) the aforesaid mandate shall remain in effect until (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 laws to be held; or (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first;
- (c) the aforesaid mandate shall authorise the directors of the Company during the period mentioned in paragraph (b) above (the “Relevant Period”) to make or grant any offers, agreements, options (including bonds, warrants and debentures

## NOTICE OF ANNUAL GENERAL MEETING

convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period; and

- (d) for the purpose of this resolution, “Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company 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 of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

### 6. “**THAT:**

- (a) a general unconditional mandate be and is hereby given to the directors of the Company authorising them to exercise all powers of the Company to repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of the Securities on the Stock Exchange or of any other stock exchange as amended from time to time, shares of the Company for a total number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution; and
- (b) the aforesaid mandate shall remain in effect until (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 or any applicable laws to be held; or (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first.”

## NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT:**

conditional upon the ordinary resolutions no. 5 and no. 6 as set out above being duly passed (with or without amendments), the general unconditional mandate granted to the directors of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in the said resolution no. 5 be and is hereby extended by the addition to the number of shares of the Company which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the directors of the Company pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company pursuant to the general mandate referred to in the said resolution no. 6 (up to a maximum number equivalent to 10% of the number of the issued shares of the Company as at the date of the passing of this resolution).”

By order of the Board  
**Mengke Holdings Limited**  
**Zhang Weixiang**  
*Chairman and non-executive Director*

Hong Kong, 21 April 2017

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he so wish. In such event, his form of proxy will be deemed to be revoked.
2. A form of proxy for the AGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. To ascertain the members' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 May 2017 to Thursday, 25 May 2017 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the meeting, all completed share transfer instruments, accompanied by the relevant share certificates, shall be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 May 2017.
5. An explanatory statement containing further details regarding resolution no. 6 above is set out in Appendix I to the circular of the Company dated 21 April 2017.

## NOTICE OF ANNUAL GENERAL MEETING

6. Details of the retiring directors proposed to be re-elected as directors of the Company are set out in Appendix II to the circular of the Company dated 21 April 2017.
7. Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
8. If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.mengkeholdings.com](http://www.mengkeholdings.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board comprises Mr. Fu Mingping as executive Director, Mr. Zhang Weixiang as non-executive Director and Mr. Cheng Tai Kwan Sunny, Mr. Tan Yik Chung Wilson and Mr. Yick Ting Fai Jeffrey as independent non-executive Directors.*