

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 Champion Alliance International Holdings Limited (formerly known as “Mengke Holdings Limited”) (the “Company”), 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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Champion Alliance International Holdings Limited

冠均國際控股有限公司

(Formerly known as 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

A notice convening the annual general meeting (the “AGM”) of the Company to be held on 2A, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong on Monday, 27 May 2019 at 10:00 a.m. is set out on pages 22 to 26 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.

24 April 2019

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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 on 2A, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong on Monday, 27 May 2019 at 10:00 a.m., the notice of which is set out on pages 22 to 26 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associate(s)” or “close 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”	Champion Alliance International Holdings Limited (formerly known as “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 Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“controlling shareholder(s)”	has the meaning ascribed to this term under the Listing Rules
“core connected person”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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

DEFINITIONS

“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”	16 April 2019, 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 commenced
“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
“PRC”	The People’s Republic of China which, for the purpose of this circular, excluding Hong Kong, Taiwan and Macau
“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



Champion Alliance International Holdings Limited
冠均國際控股有限公司

(Formerly known as Mengke Holdings Limited (盟科控股有限公司))

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1629)

Executive Directors:

Mr. Chen Shuming (*Chairman*)
Mr. He Guangrui (*Chief Executive Officer*)
Mr. Hu Enfeng
Mr. Chen Xiaolong
Mr. Zhang Shihua
Mr. Zhan Qingtao

Independent non-executive Directors:

Mr. Chen Hua
Mr. Zhao Zhendong
Mr. Chan Yee Ping Michael

Registered Office:

P.O. Box 10008, Willow House
Cricket Square
Grand Cayman KY1-1001
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

24 April 2019

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 at the annual general meeting of the Company held on 25 May 2018. 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.

As at the Latest Practicable Date, the Company had in issue an aggregate of 500,000,000 Shares. Subject to the passing of the proposed resolution for approval of the Issue Mandate and assuming 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 and issue a maximum of 100,000,000 new Shares.

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 at the annual general meeting of the Company held on 25 May 2018. 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.

LETTER FROM THE BOARD

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.

As at the Latest Practicable Date, the Company had in issue an aggregate of 500,000,000 Shares. Subject to the passing of the proposed resolution for the approval of the Buyback Mandate and assuming 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 repurchase a maximum of 50,000,000 Shares.

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

Pursuant to 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.

Pursuant to 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.

LETTER FROM THE BOARD

In accordance with the above provisions of the Articles, all Directors, namely Mr. Chen Shuming, Mr. He Guangrui, Mr. Hu Enfeng, Mr. Chen Xiaolong, Mr. Zhang Shihua, Mr. Zhan Qingtao, Mr. Chen Hua, Mr. Zhao Zhendong and Mr. Chan Yee Ping Michael 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.

6. RE-APPOINTMENT OF THE AUDITOR

The financial statements of the Group for the year ended 31 December 2018 were audited by PricewaterhouseCoopers whose term of office will expire upon the AGM. The Board proposed to re-appoint 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 OF MEMBERS

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 Tuesday, 21 May 2019 to Monday, 27 May 2019 (both dates 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 Monday, 20 May 2019.

8. AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held on 2A, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong on Monday, 27 May 2019 at 10:00 a.m. is set out on pages 22 to 26 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 the notice of the AGM.

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

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the proposed resolutions at the AGM.

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. RECOMMENDATION OF THE NOMINATION COMMITTEE

On 28 March 2019, the nomination committee of the Board (the “**Nomination Committee**”), having reviewed the composition of the Board, nominated Mr. Chen Shuming (“**Mr. Chen**”), Mr. He Guangrui (“**Mr. He**”), Mr. Chen Xiaolong (“**Mr. XL Chen**”), Mr. Hu Enfeng (“**Mr. Hu**”), Mr. Zhang Shihua (“**Mr. Zhang**”), Mr. Zhan Qingtao (“**Mr. Zhan**”), Mr. Chen Hua (“**Mr. H Chen**”), Mr. Zhao Zhendong (“**Mr. Zhao**”) and Mr. Chan Yee Ping Michael (“**Mr. Michael Chan**”) to the Board for it to recommend to Shareholders for re-election at the AGM. Mr. Chen, Mr. Zhao and Mr. Michael Chan, who are members of the Nomination Committee, abstained from voting at the Nomination Committee meeting when their respective nomination was being considered.

The nominations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the 2018 annual report of the Company. The Nomination Committee had also taken into account of the respective contributions of each of the proposed Director standing for re-election to the Board and their commitment to their roles. The Nomination Committee was satisfied with the independence of Mr. H Chen, Mr. Zhao and Mr. Michael Chan, who are proposed to be re-elected as independent non-executive Directors, having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

Each of Mr. H Chen, Mr. Zhao and Mr. Michael Chan, who is proposed to be re-elected as an independent non-executive Director of the Company, confirmed to the Company that he did not, as at the Latest Practicable Date, hold seven or more directorship in any listed companies. The biographical background of Mr. H Chen, Mr. Zhao and Mr. Michael Chan is more particularly set out in Appendix II of this circular.

On 28 March 2019, the Board accepted Nomination Committee's nominations and recommended Mr. Chen, Mr. He, Mr. XL Chen, Mr. Hu, Mr. Zhang, Mr. Zhan, Mr. H Chen, Mr. Zhao and Mr. Michael Chan to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of the proposed Directors is in the best interest of the Company and Shareholders as a whole. Each of Mr. Chen, Mr. He, Mr. XL Chen, Mr. Hu, Mr. Zhang, Mr. Zhan, Mr. H Chen, Mr. Zhao and Mr. Michael Chan abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Further information about the Board's composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors' attendance record at the Board and committee meetings are disclosed in the corporate governance report of the 2018 annual report of the Company.

13. 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
Champion Alliance International Holdings Limited
Chen Shuming
Chairman and 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.

4. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

As compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2018, 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.

5. 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.

6. 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 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 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.

7. 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 assuming that their respective interest in the event that the Directors exercise in

APPENDIX I	EXPLANATORY STATEMENT FOR THE BUYBACK MANDATE
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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 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)
GF Securities Co., Ltd.	Interest in a controlled corporation (<i>Note 1</i>)	375,000,000	75.00%	83.33%
GF Holdings (Hong Kong) Corporation Limited	Interest in a controlled corporation (<i>Note 1</i>)	375,000,000	75.00%	83.33%
GF Securities (Hong Kong) Brokerage Limited (“GF Securities”)	Interest in a security interest (<i>Note 1</i>)	375,000,000	75.00%	83.33%
Shanxi Securities Company Limited	Interest in a controlled corporation (<i>Note 2</i>)	375,000,000	75.00%	83.33%
Shanxi Securities International Financial Holdings Limited	Interest in a controlled corporation (<i>Note 2</i>)	375,000,000	75.00%	83.33%
SSIF Securities Limited (“SSIF Securities”)	Interest in a security interest (<i>Note 2</i>)	375,000,000	75.00%	83.33%
Champion Alliance International Corporation (“Champion Alliance”)	Beneficial owner (<i>Note 3</i>)	350,000,000	70.00%	77.78%
Mr. Chen Shuming (“Mr. Chen”)	Interest in a controlled corporation (<i>Note 3</i>)	350,000,000	70.00%	77.78%
Ms. Chen Xiuchun	Interest of spouse (<i>Note 4</i>)	350,000,000	70.00%	77.78%
CM Asset Management (Hongkong) Company Limited	Investment manager	45,704,000	9.14%	10.16%

APPENDIX I	EXPLANATORY STATEMENT FOR THE BUYBACK MANDATE
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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)
Shareholder Value Fund	Beneficial owner	45,704,000	9.14%	10.16%
Mr. He Guangrui ("Mr. He")	Interest in a controlled corporation (<i>Note 5</i>)	25,000,000	5.00%	5.56%
Million Success Group Corporation ("Million Success")	Beneficial owner (<i>Note 5</i>)	25,000,000	5.00%	5.56%
Ms. Tao Wei	Interest of spouse (<i>Note 6</i>)	25,000,000	5.00%	5.56%

Notes:

1. A security interest in these Shares was acquired by GF Securities, which is wholly-owned by GF Holdings (Hong Kong) Corporation Limited, which is in turn wholly-owned by GF Securities Co., Ltd. As a result, each of GF Holdings (Hong Kong) Corporation Limited and GF Securities Co., Ltd. is deemed to be interested in these Shares pursuant to the SFO.
2. A security interest in these Shares was acquired by SSIF Securities, which is wholly-owned by Shanxi Securities International Financial Holdings Limited, which is in turn wholly-owned by Shanxi Securities Company Limited. As a result, each of Shanxi Securities International Financial Holdings Limited and Shanxi Securities Company Limited is deemed to be interested in these Shares pursuant to the SFO.
3. These Shares were beneficially owned by Champion Alliance, which is wholly-owned by Mr. Chen. As a result, Mr. Chen is deemed to be interested in these Shares pursuant to the SFO.
4. Ms. Chen Xiuchun is the spouse of Mr. Chen and is deemed to be interested in all the Shares in which Mr. Chen is interested pursuant to the SFO.
5. These Shares were beneficially owned by Million Success, which is in turn wholly-owned by Mr. He. As a result, Mr. He is deemed to be interested in these Shares pursuant to the SFO.
6. Ms. Tao Wei is the spouse of Mr. He and is deemed to be interested in all the Shares in which Mr. He is interested pursuant to the SFO.

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

APPENDIX I	EXPLANATORY STATEMENT FOR THE BUYBACK MANDATE
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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 twelve months up to the Latest Practicable Date were as follows:

	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	1.92	1.60
May	1.79	1.43
June	1.64	1.52
July	1.77	1.33
August	2.20	1.15
September	1.35	1.13
October	1.50	1.14
November	1.42	1.41
December	1.84	1.40
2019		
January	2.08	1.66
February	2.50	1.95
March	5.76	2.45
April (up to the Latest Practicable Date)	7.21	5.40

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.

CHAIRMAN AND EXECUTIVE DIRECTOR

Mr. CHEN Shuming, aged 54, is the chairman and executive Director of the Company. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee. Mr. Chen has over 25 years of experience in the paper manufacturing industry. Mr. Chen completed an amateur college course in agriculture economic management (業餘大專班農業經濟管理專業) from the China Communist Party Shandong Provincial Committee Party School* (中共山東省委黨校) in December 1997 and obtained the Credentials of Senior Operating Manager (高級經營師) certified by the National Credentials Committee of Senior Operating Manager (全國高級經營師評審委員會) in August 2006. From July 1984 to May 1992, he worked at the Dongping County Foreign Trade Corporation* (東平縣外貿總公司). From May 1992 to October 2000, he was the general manager of Shandong Province Dongping County Mingxing Paper Manufacturing Limited* (山東省東平縣明興紙業有限責任公司). Since October 2000, he has been acting as the chairman of the board of directors of Shandong Jiexin Paper Manufacturing Limited* (山東潔昕紙業股份有限公司) (formerly known as Dongshun Group Limited* (東順集團股份有限公司)), a company engages in the manufacturing of household papers and personal hygiene products in the PRC.

Mr. Chen has been a vice commissioner (副主任委員) of the China Paper Manufacturing Association, Household Paper Professional Committee* (中國造紙協會生活用紙專業委員會) since 2015 and the vice president of the Shandong Province Paper Manufacturing Industry Association* (山東省造紙行業協會) since 2016. Mr. Chen was also a committee member of the 9th, 10th and 11th Shandong Province Committee of the PRC Political Consultative Conference* (中國人民政治協商會議山東省政協委員) and has been appointed as the economic consultant of the Dongping County government (東平縣人民政府) since February 2018.

As at the Latest Practicable Date, Mr. Chen is the beneficial owner of 100% of the issued share capital of Champion Alliance International Corporation, which in turn holds 350,000,000 Shares representing approximately 70% 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. Chen (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. Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Chen that needs to be brought to the attention of the Shareholders.

EXECUTIVE DIRECTOR

Mr. HE Guangrui, aged 39, is an executive Director and the chief executive officer of the Group. He has approximately 10 years of experience in corporate finance matters. He was appointed as the president of Shenzhen Qiaoxing Investment Co., Ltd.* (深圳市喬興投資有限公司) (formerly known as Shenzhen Fuan Investment Co., Limited* (深圳市富一投資有限公司)) in April 2017. He also acted as the president of Hao Hua Tai Cheng (Beijing) Capital Management Limited* (浩華泰成(北京)資本管理公司) from March 2014 to May 2016. Mr. He also served as the president of Zhongsen Weiye Asset Management Company* (中森偉業資產管理公司) between March 2013 and March 2014 and general manager of Beijing Golden Court Investment Consulting Co., Ltd.* (北京黃金閣投資諮詢有限公司) between December 2007 and January 2012. Mr. He also served as the executive director of Prosper One International Holdings Company Limited (formerly known as Tic Tac International Holdings Company Limited) (stock code: 1470), a company whose shares are listed on the Main Board of the Stock Exchange, from September 2017 to March 2018.

As at the Latest Practicable Date, Mr. He is the beneficial owner of 100% of the issued share capital of Million Success Group Corporation, which in turn holds 25,000,000 Shares representing approximately 5% 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. He (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. He that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. He that needs to be brought to the attention of the Shareholders.

Mr. HU Enfeng, aged 55, is an executive Director and the chief financial officer of the Group. He obtained a certificate as an auditor conferred by the Audit Bureau of the PRC (中華人民共和國審計署) in November 1992 and further obtained the qualification as a senior accountant certified by Hubei Province Township Professional Technical Senior Position Review Committee* (湖北省鄉鎮企業專業技術高級職務評審委員會) in April 2002. He also obtained a certificate of a top-up degree (專升本科) course in accounting from Northeast Normal University (東北師範大學) through professional online education in July 2017.

From July 1988 to October 2002, Mr. Hu successively worked as the auditor (審計員), vice manager (副所長) and manager (所長) at Hubei Henganxin Accounting Company Limited* (湖北恒安信會計師事務所) (formerly known as Ying City Audit Firm* (應城市審計事務所)). From November 2002 to August 2004, he worked at Shandong Jiexin Paper Manufacturing Limited* (山東潔昕紙業股份有限公司) (formerly known as Dongshun Group Limited* (東順集團股份有限公司)) (“Shandong Jiexin”), a company engages in the manufacturing of household papers and personal hygiene products in the PRC, and took up

various roles, including the financial manager (財務部經理) and the assistant to the chairman of the board (董事長助理). From August 2004 to August 2015, he had been working at Guangdong Jovo Energy Group Co., Ltd. (廣東九豐能源集團有限公司) with the last position held as the vice president (副總裁) and the general manager (總經理) of the liquefied natural gas (“LNG”) department. From August 2015 to December 2017, he was the president (總裁) in the area of LNG in the PRC of a group company, namely Pacific Oil & Gas Company Limited* (太平洋油氣有限公司). Since March 2018, he has been acting as the assistant to the chairman of the board (董事長助理) in Shandong Jiexin.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Hu (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. Hu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Hu that needs to be brought to the attention of the Shareholders.

Mr. CHEN Xiaolong, aged 32, is an executive Director and the chief operating officer of the Group. He is the son of Mr. Chen Shuming. Mr. Chen Xiaolong has over 6 years of experience in the paper manufacturing industry. He graduated from the University of Northumbria at Newcastle, the United Kingdom, and was awarded a bachelor’s degree of science in sport management in June 2012.

Since July 2012, Mr. Chen Xiaolong has been working as the chief operating officer (經營總裁) at Shandong Jiexin Paper Manufacturing Limited* (山東潔昕紙業股份有限公司) (formerly known as Dongshun Group Limited* (東順集團股份有限公司)), a company engages in the manufacturing of household papers and personal hygiene products in the PRC.

Mr. Chen Xiaolong has been serving as the vice president of Shandong Private Entrepreneurs Association* (山東省民營企業家協會) since 2017 and has also been a member of the Society of Entrepreneurs & Ecology (阿拉善SEE生態協會) for a term of one year since December 2017. He is currently a committee member of the 13th Taian City Committee of the PRC Political Consultative Conference* (中國人民政治協商會議泰安市政協委員).

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Chen (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. Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Chen that needs to be brought to the attention of the Shareholders.

Mr. ZHANG Shihua, aged 34, is an executive Director and the chief information officer of the Group. He has approximately 13 years of experience in the paper manufacturing industry. He obtained his qualification as a secretary to the board of directors (董事會秘書資格證書) conferred by the Shenzhen Stock Exchange in March 2014. He obtained his bachelor's degree in law at Liaocheng University (聊城大學) in December 2016.

From September 2003 to September 2005, Mr. Zhang worked in the legal industry at Shangdong Gongyun Law Offices (山東公允律師事務所). Since October 2005, he has been working as the vice president (副總裁) in Shandong Jiexin Paper Manufacturing Limited* (山東潔昕紙業股份有限公司) (formerly known as Dongshun Group Limited* (東順集團股份有限公司)), a company engages in the manufacturing of household papers and personal hygiene products in the PRC.

Mr. Zhang was admitted as a member of the China Law Society (中國法學會) in 2015 and was also a committee member of the 9th Dongping County Committee of the PRC Political Consultative Conference* (中國人民政治協商會議東平縣委員會). He was also awarded as a Working Role Model* (勞動模範) by the Dongping County government (東平縣人民政府) in April 2017.

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.

Mr. ZHAN Qingtao, aged 45, is an executive Director. He has approximately 14 years of financial management experience in the paper manufacturing industry. Mr. Zhan completed a two year program in accounting at Shangdong Province Transport Labour Mid-Level Professional School* (山東省交通職工中等專業學校) in July 1993. He also obtained a mid-level qualification certificate of specialty and technology (專業技術資格證書) in accounting conferred by the Ministry of Finance of the PRC (中華人民共和國財政部) in May 2005.

Since November 2004, Mr. Zhan has been working as the vice chief financial officer (財務副總) in Shandong Jiexin Paper Manufacturing Limited* (山東潔昕紙業股份有限公司) (formerly known as Dongshun Group Limited* (東順集團股份有限公司)), a company engages in the manufacturing of household papers and personal hygiene products in the PRC.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Zhan (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. Zhan that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Zhan that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. CHEN Hua, aged 51, is an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee. He has more than 29 years of experience in the field of economics and finance. He graduated from Southwestern University of Finance and Economics (西南財經大學), the PRC, and was awarded a bachelor's degree in economics (major in statistics) in July 1989. Between July 1989 and September 2002, Mr. Chen Hua served various roles, including deputy chief of the sub-branch and department manager of the branch, of the Industrial and Commercial Bank of China. He obtained a master's degree in science from Shandong University (山東大學), the PRC, in December 2001 and a doctorate degree in economics from Soochow University (蘇州大學), the PRC, in June 2005. He was the professor and the head of the regional competitiveness assessment center (區域競爭力評價中心) of the Shandong Economics University* (山東經濟學院) from March 2005 to July 2007 and the vice president of the taxation and finance institute of Shandong Economics University* (山東經濟學院財稅金融研究所) from July 2007 to July 2009. From September 2010 to April 2013, he was an applied economics postdoctoral researcher at the Fiscal Science Research Institute of the Ministry of Finance of the PRC* (中華人民共和國財政部財政科學研究所). Since November 2014, he has been the head of the finance research institute of Shandong University of Finance and Economics* (山東財經大學當代金融研究所).

Mr. Chen served as a committee member of the 11th Shandong Province Committee of the PRC Political Consultative Conference* (中國人民政治協商會議山東省政協委員) and was appointed as a budgetary review consultant* (預算審查顧問) by the Shandong Province Standing Committee of National People's Congress (山東省人大常委會) in September 2018.

Mr. Chen has been an independent non-executive director of Bank of Qingdao Co., Ltd. (H Shares Stock Code: 3866 and Preference Shares Stock Code: 4611), whose shares are listed on the Main Board of the Stock Exchange, since April 2015.

Mr. Chen 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 three years with effect from 20 November 2018. The term of service shall be renewed and extended automatically by three years upon the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Chen is entitled to a remuneration of HK\$60,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Chen 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. Chen (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. Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Chen that needs to be brought to the attention of the Shareholders.

Mr. ZHAO Zhendong, aged 55, is an independent non-executive Director, a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee. He has over 34 years of experience in the paper manufacturing industry. Mr. Zhao completed a two-year paper manufacturing program at Shandong Province Light Industry School* (山東省輕工業學校) in July 1984. He obtained a diploma in chemistry from Shandong Normal University (山東師範大學) in July 1990 and an undergraduate diploma in economics from China Communist Party Central Party School Correspondence College* (中共中央黨校函授學院) in December 1993. Mr. Zhao also obtained the qualification as a senior engineer conferred by Shandong Province Light Industry Technical Position Senior Review Committee* (山東省輕工工程技術職務高級評審委員會) in May 2003.

Between July 1984 and December 1997, Mr. Zhao worked as a technician and an assistant engineer at Shandong Paper Group Head Office* (山東紙業集團總公司). From January 1998 to April 2005, he served as the engineer, senior engineer and deputy secretary general of Shandong Province Paper Manufacturing Industry Association* (山東省造紙行業協會). Since April 2005, he has been serving as the secretary general and vice president of Shandong Province Paper Manufacturing Industry Association* (山東省造紙行業協會) and also a senior engineer and an executive council member (常務理事) of Shandong Papermaking Society* (山東造紙學會).

Mr. Zhao 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 three years with effect from 20 November 2018. The term of service shall be renewed and extended automatically by three years upon the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Zhao is entitled to a remuneration of HK\$60,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Zhao 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. Zhao (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. Zhao that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Zhao that needs to be brought to the attention of the Shareholders.

Mr. CHAN Yee Ping Michael, aged 42, is an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee. He has more than 19 years of experience in the areas of audit, financial management, corporate secretarial management and corporate governance. He obtained his bachelor's degree in accountancy from The Hong Kong Polytechnic University in December 1999. He was admitted as a certified public accountant and a fellow of the Hong Kong Institute of Certified Public Accountants in October 2003 and July 2017 respectively, and a fellow of the Association of Chartered Certified Accountants in June 2009.

Mr. Chan has been the company secretary of China Sunshine Paper Holdings Company Limited (stock code: 2002) which is listed on the Main Board of the Stock Exchange since September 2013 and Northeast Electric Development Co., Limited (stock code: 42), a joint stock limited company listed on the Shenzhen Stock Exchange and the Main Board of the Stock Exchange, since August 2012.

Mr. Chan has been also appointed as an independent non-executive director of the following companies which are listed on the Main Board or GEM (as the case may be) of the Stock Exchange, namely China Wah Yan Healthcare Limited (stock code: 648) since July 2014, China Sandi Holdings Limited (stock code: 910) since July 2014 and New Wisdom Holding Company Limited (stock code: 8213) since November 2016.

Mr. Chan 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 three years with effect from 20 November 2018. The term of service shall be renewed and extended automatically by three years upon the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Chan is entitled to a remuneration of HK\$160,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Chan 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. Chan (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. Chan that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Chan that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Champion Alliance International Holdings Limited **冠均國際控股有限公司**

(Formerly known as 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 Champion Alliance International Holdings Limited (formerly known as “Mengke Holdings Limited”) (the “Company”) will be held on 2A, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong on Monday, 27 May 2019 at 10:00 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 2018.
2.
 - (a) To re-elect Mr. Chen Shuming as an executive director of the Company.
 - (b) To re-elect Mr. He Guangrui as an executive director of the Company.
 - (c) To re-elect Mr. Hu Enfeng as an executive director of the Company.
 - (d) To re-elect Mr. Chen Xiaolong as an executive director of the Company.
 - (e) To re-elect Mr. Zhang Shihua as an executive director of the Company.
 - (f) To re-elect Mr. Zhan Qingtao as an executive director of the Company.
 - (g) To re-elect Mr. Chen Hua as an independent non-executive director of the Company.
 - (h) To re-elect Mr. Zhao zhendong as an independent non-executive director of the Company.
 - (i) To re-elect Mr. Chan Yee Ping Michael as an independent non-executive director of the Company.

NOTICE OF ANNUAL GENERAL MEETING

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.

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

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

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
Champion Alliance International Holdings Limited
Chen Shuming
Chairman and executive Director

Hong Kong, 24 April 2019

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.

NOTICE OF ANNUAL GENERAL MEETING

4. To ascertain the members' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Monday, 27 May 2019 (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 Monday, 20 May 2019.
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 24 April 2019.
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 24 April 2019.
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 and on the HKExnews website of the Stock Exchange at 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. Chen Shuming, Mr. He Guangrui, Mr. Chen Xiaolong, Mr. Hu Enfeng, Mr. Zhang Shihua and Mr. Zhan Qingtao as executive Directors and Mr. Chen Hua, Mr. Zhao Zhendong and Mr. Chan Yee Ping Michael as independent non-executive Directors.