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

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

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CHINA SHUN KE LONG HOLDINGS LIMITED

中國順客隆控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 974)

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

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

A letter from the Board is set out on pages 3 to 9 of this circular.

A notice convening an annual general meeting of the Company to be held at 11:00 a.m. on Thursday, 27 June 2019 at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong is set out on pages 13 to 16 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the Annual General Meeting (or any adjournment thereof) to the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting and any adjourned meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

25 April 2019

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened on Thursday, 27 June 2019 at 11:00 a.m. at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“associate(s)”	has the meaning ascribed to this term under the Listing Rules;
“Board”	the board of Directors;
“Company”	China Shun Ke Long Holdings Limited 中國順客隆控股有限公司, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue, allot and deal with up to 20% of the issued share of the Company as set out in the paragraph headed “Letter from the Board — General Mandates” of this circular;
“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to 10% of the issued shares of the Company as set out in the paragraph headed “Letter from the Board — General Mandates” of this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

DEFINITIONS

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



CHINA SHUN KE LONG HOLDINGS LIMITED

中國順客隆控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 974)

Executive Directors:

Mr. Sun Kin Ho Steven (*Chairman*)

Mr. Mung Hong Ting Jackie (*Chief Executive Officer*)

Mr. Han Wei (*Chief Financial Officer*)

Non-executive Director:

Mr. Wang Fu Lin

Independent non-executive Directors:

Mr. Chong Kin Ho

Mr. Tung Chia Hung Michael

Mr. Chen Cheng Lien

Registered office:

Vistra (Cayman) Limited

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205

Cayman Islands

*Principal place of business
in Hong Kong:*

20th Floor One Island South

No. 2 Heung Yip Road

Wong Chuk Hang

Hong Kong

25 April 2019

Dear Shareholder(s),

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

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting relating to:

- (i) the granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued shares of the Company as at the date of resolution;

LETTER FROM THE BOARD

- (ii) the granting to the Directors a general mandate to repurchase the Shares not exceeding 10% of the number of issued shares of the Company as at the date of resolution; and
- (iii) the re-election of retiring Directors.

GENERAL MANDATES

At the Annual General Meeting, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the number of issued shares of the Company at the date of passing of such resolution (the “**Issue Mandate**”); (ii) to repurchase issued and fully paid Shares on the Stock Exchange up to a maximum of 10% of the number of issued shares of the Company at the date of passing of such resolution (the “**Repurchase Mandate**”); and (iii) to add the aggregate amount of the Shares repurchased by the Company to the Issue Mandate.

As at the Latest Practicable Date, there were in aggregate 290,457,000 Shares in issue. Subject to passing of the proposed resolutions for the grant of the Issue Mandate and the Repurchase Mandate, and on the basis that no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, exercise in full of the Repurchase Mandate will result in up to 29,045,700 Shares being repurchased by the Company, and the Directors will be authorised to allot and issue under the Issue Mandate up to 58,091,400 Shares, and to the extent the Repurchase Mandate is exercised, plus the amount of Shares representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate.

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

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

RE-ELECTION OF DIRECTORS

Reference is made to the announcements of the Company dated 30 August 2018 (the “**Announcement 1**”) and 31 October 2018 (the “**Announcement 2**”) in relation to, among other things, resignation and appointment of Directors.

Pursuant to the Announcement 1, Mr. Sun Kin Ho Steven has been appointed as the executive Director with effect from the date of the Announcement 1, whereas Mr. Wang Zheng has resigned as the executive Director from the date of the Announcement 1.

LETTER FROM THE BOARD

Pursuant to the Announcement 2, Mr. Chong Kin Ho, Mr. Tung Chia Hung Michael and Mr. Chen Cheng Lien have been appointed as independent non-executive Directors with effect from the date of the Announcement 2, whereas Mr. Sun Hong, Mr. Guan Shiping and Mr. Shin Yick Fabian have resigned as independent non-executive Directors from the date of the Announcement 2.

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting and 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 84 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting of the Company shall retire by rotation at such annual general meeting. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, the Directors retiring by rotation at the Annual General Meeting are Mr. Sun Kin Ho Steven, Mr. Chong Kin Ho, Mr. Tung Chia Hung Michael and Mr. Chen Cheng Lien, who being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

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

The Board is of the view that during their tenures as independent non-executive Director, they have made positive contributions to the Company's strategy, policies and performance with their independent advices and judgments from the perspectives of different fields such as accounting, finance and management, accompanied with general understanding of business of the Group. In addition, their respective education, background and experience allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

LETTER FROM THE BOARD

Holding not more than seven listed companies' directorship, they can devote sufficient time to the Board.

The Board has also assessed and reviewed each independent non-executive Director's independence based on the independence criteria set out in Rule 3.13 of the Listing Rules and considers that all nominated independent non-executive Directors are still independent.

In view of the above, the re-election of the nominated independent non-executive Directors is considered to be of benefit to the Company.

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

Mr. Sun Kin Ho Steven (孫乾皓), aged 39, was appointed the chairman of the Board and executive Director on 30 August 2018. He is responsible for setting the Company's business strategy and business development direction. He was appointed as the executive director and chairman of the board of Hong Kong International Construction Investment Management Group Co., Limited ("**HKICIM**"), a company listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 687) from 3 August 2018 to 26 October 2018 and was re-designated from the chairman of the board to a co-chairman of HKICIM with effect from 26 October 2018. He is currently the deputy chief executive officer of HNA Group (International) Company Limited. Mr. Sun joined HNA Group Co., Ltd. (海航集團有限公司) in August 2007. He served as the president of Hong Kong International Financial Services Limited, the chief investment officer of the investment development department of HNA Holding International Investment Group Co., Limited, the operational director of the investment banking management unit of HNA Modern Logistics Group Co., Limited (海航現代物流集團有限公司) and a director of the board of HNA Finance I Co., Ltd. Mr. Sun has more than 10 years of working and management experience in finance and capital operations, corporate strategy development and operational management.

Mr. Chong Kin Ho (莊健豪), aged 43, was appointed as an independent non-executive Director on 31 October 2018. He obtained a Bachelor of Arts degree in Accountancy from The Hong Kong Polytechnic University in November 1998 and a Master of Science degree in Professional Accountancy from the University of London in August 2018. Mr. Chong has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") since February 2002 and became a fellow member of the HKICPA in May 2015. He has also been a fellow member of The Association of Chartered Certified Accountants and a fellow member of The Taxation Institute of Hong Kong since October 2006 and September 2010, respectively. Mr. Chong has also been admitted as an ordinary member of The Society of Chinese Accountants & Auditors since May 2010, and is currently a certified tax adviser registered with The Taxation Institute of Hong Kong. Mr. Chong has over 20 years of experience in accounting, auditing, taxation, finance and business advisory. He has been an independent non-executive director of Hong Kong International Construction Investment Management Group Co. Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, stock code: 687). Since December 2004, Mr. Chong has been the sole proprietor of Flexkin & Co., a certified public

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accountant practicing firm in Hong Kong. He has also been a director of Startup Business Services Limited since October 2014 and Hong Kong General Chamber of Young Entrepreneurs Limited since August 2017. From July 2005 to July 2006, Mr. Chong worked as a senior accountant in eSun Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 571). He worked in Lippo China Resources Limited (a company listed on the Main Board of the Stock Exchange, stock code: 156), from September 2004, and his last held position when he left in July 2005 was senior accountant. Between March 2003 and September 2004, he was a finance and administration manager of VITOVA LIMITED, and from September 1998 to March 2003, Mr. Chong worked in Deloitte Touche Tohmatsu, with his last held position as senior consultant.

Mr. Tung Chia Hung Michael (董家宏), aged 39, was appointed as an independent non-executive Director on 31 October 2018. He has over 17 years' experiences in the banking and finance field. Mr. Tung has been a partner of Oski Capital Group Limited since May 2017. From July 2010 to May 2017, Mr. Tung worked as client advisor in the wealth management division at UBS AG, focusing on servicing private equity and venture capital funds. Mr. Tung was a global wealth management client advisor of HSBC Private Bank (Suisse) S.A. from September 2005 to March 2007. From April 2007 to June 2010, Mr. Tung worked as an investment advisor at private wealth management department of Morgan Stanley Asia, Ltd. Mr. Tung worked as an associate vice president of Bank of America Securities LLC (BAS) from July 2003 to July 2005 and he worked as an Associate of Wells Fargo Bank, N.A. from September 2001 to June 2003. Mr. Tung obtained a bachelor degree of arts in Psychology with a minor in Chinese from the University of California, Davis, the United States in September 2002. Mr. Tung is now studying a master of science degree from New York University Stern School of Business, New York, the United States.

Mr. Chen Cheng Lien (陳政璉), aged 40, was appointed as an independent non-executive Director on 31 October 2018. He has over 10 years' experience in finance and investment field as well as technology industry. Mr. Chen is currently the chief executive officer of Cornucopia Innovation Corporation, a wholly-owned subsidiary of Solomon Technology Corporation ("Solomon", together with its subsidiaries "Solomon Group"), a company listed on Taiwan Stock Exchange (stock code: 2359TW). Mr. Chen joined Solomon Group in September 2005 and he was a member of the board of directors of Solomon from July 2008 to January 2013. Mr. Chen was also a member of the board of directors of Solomon Goldentek Display Corporation from June 2014 to March 2018. Since December 2009, Mr. Chen has been a member of the board of directors of Data International Co. Ltd., a company listed on GreTai Securities Market of the Taiwan Stock Exchange (stock code: 5432TW). Mr. Chen was also a member of board of directors of United Test and Assembly Center Ltd. from June 2007 to October 2007. Mr. Chen was an analyst of JP Morgan Securities (Asia Pacific) Limited from July 2004 to September 2005 and a research analyst of Prudence International Advisory Limited from July 2003 to May 2004. Mr. Chen obtained a bachelor of science degree from the University of Illinois at Urbana Champaign, the United States in 2001, a master degree in financial engineering from the University of California, Berkeley in 2003 and master of business administration degree in 2008 from Cornell University, the United States. Mr. Chen is now studying an EMBA degree at China Europe International School in Shanghai, the People's Republic of China.

LETTER FROM THE BOARD

Each of the nominated Directors has entered into a letter of appointment with the Company for a term of three years commencing from the date of the letter of appointment which shall be terminated by either party giving to the other a three-month prior notice in writing. Mr. Chong Kin Ho, Mr. Tung Chia Hung Michael and Mr. Chen Cheng Lien were entitled to a director's fee of HK\$120,000, HK\$60,000 and HK\$60,000 per year respectively which were determined by the remuneration committee of the Company with reference to duties and responsibilities of each of Directors with the Company and qualification. Mr. Sun Kin Ho Steven has not received any director's fee from the Company. Their appointments are subject to retirement by rotation and re-election by the Shareholders pursuant to the Articles.

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

Save as disclosed above, as at the date of this circular, each of the nominated Directors does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 21 June 2019 to Thursday, 27 June 2019 (both days inclusive), during which period no transfer of Shares will be effected.

In order to be entitled to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20 June 2019.

THE ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND DEMAND FOR POLL

A notice convening the Annual General Meeting to be held on Thursday, 27 June 2019, at 11:00 a.m. at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong is set out on pages 13 to 16 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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

The Directors are not aware of any Shareholders who are required to abstain from voting in the Annual General Meeting. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

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

Yours faithfully
By order of the Board
China Shun Ke Long Holdings Limited
Sun Kin Ho Steven
Chairman and Executive Director

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

1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

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

(a) Shareholders' approval

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

(b) Share capital

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

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

(c) Reason for repurchase

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

(d) Fund of repurchase

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

As compared with the financial position of the Company as at 31 December 2018 (being the date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the

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

(e) Connected parties

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

(f) Undertaking by Directors

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

(g) Takeovers Code

If as a result of a securities repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a Shareholder or a group of shareholders acting in concert (as defined under the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the controlling shareholders (as defined in the Listing Rules) of the Company were beneficially interested in 204,558,317 Shares, representing approximately 70.42% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the interests of the substantial Shareholders in the Company would be increased to approximately 78.25% of the issued Shares.

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

(h) Public float

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

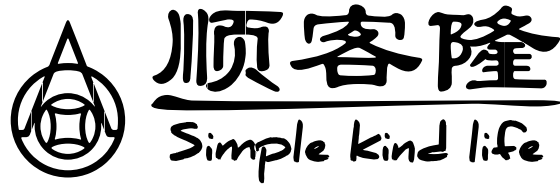
2. SHARES PURCHASE MADE BY THE COMPANY

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

3. SHARE PRICES

During each of the twelve months from May 2018 and up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Price Per Share	
	Highest HK\$	Lowest HK\$
2018		
May	3.00	2.75
June	2.90	2.50
July	2.80	2.04
August	2.58	2.00
September	2.04	1.86
October	1.90	1.85
November	1.90	1.80
December	1.80	1.45
2019		
January	1.58	1.50
February	1.60	1.45
March	1.56	1.31
April (up to the Latest Practicable Date)	1.56	1.50



CHINA SHUN KE LONG HOLDINGS LIMITED

中國順客隆控股有限公司

(Incorporated in the Cayman Islands with limited liability)

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Shun Ke Long Holdings Limited (the “**Company**”) will be held on Thursday, 27 June 2019, at 11:00 a.m. at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong (the “**Annual General Meeting**”) for the following purposes:

1. To receive and consider the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2018.
2. (A) To re-elect Mr. Sun Kin Ho Steven as an executive Director.
(B) To re-elect Mr. Chong Kin Ho as an independent non-executive Director.
(C) To re-elect Mr. Tung Chia Hung Michael as an independent non-executive Director.
(D) To re-elect Mr. Chen Cheng Lien as an independent non-executive Director.
3. To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-appoint SHINEWING (HK) CPA Limited as auditor and to authorise the Directors to fix the remuneration of the auditor.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

5. As special business to consider and, if thought fit, pass with or without modifications, each of the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

(A) **“THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the number of issued shares of the Company at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the date of 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.

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

(B) “**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be purchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the number of issued shares of the Company at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the date 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.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon Resolutions 5(A) and 5(B) set out above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 5(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Resolution 5(A) above.”

By order of the Board
China Shun Ke Long Holdings Limited
Sun Kin Ho Steven
Chairman and Executive Director

Hong Kong, 25 April 2019

Notes:

1. Any shareholder entitled to attend and vote at the annual general meeting of the Company is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting of the Company (or any adjournment thereof).
3. In order to be entitled to attend and vote at the annual general meeting of the Company, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20 June 2019.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting of the Company convened and in such event, the form of proxy shall be deemed to be revoked.
6. The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.