
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Minshang Creative Technology Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

民商創科

Minshang Creative Technology Holdings Limited

民商創科控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1632)

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the EGM to be held at Unit 1203B, 1204-05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 24 January 2025 at 10:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use in connection with the EGM is enclosed with this circular. If you are not able to attend the EGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or its adjournment (i.e. not later than 10:00 a.m. on Wednesday, 22 January 2025). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or its adjournment if you so wish. If you attend and vote at the EGM, the authority of your proxy will be deemed to be revoked. For the avoidance of doubt, holders of Treasury Shares of the Company, if any, shall abstain from voting at the EGM in connection to such Treasury Shares.

This circular together with the form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.minshangct.com).

Hong Kong, 3 January 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. Introduction	3
2. Proposed Appointment of Auditor	4
3. Extraordinary General Meeting and Proxy Arrangement	4
4. Responsibility Statement	5
5. Recommendation	5
 NOTICE OF EXTRAORDINARY GENERAL MEETING	 6

This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

DEFINITIONS

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

“2024 AGM”	annual general meeting of the Company held on 22 August 2024
“Appointment of Auditor”	the proposed appointment of Cheng & Cheng ZhongXingHua as new auditors of the Company
“Articles of Association”	the existing articles of association of the Company as supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“Cheng & Cheng ZhongXingHua”	Cheng & Cheng ZhongXingHua CPA Limited
“Company”	Minshang Creative Technology Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Stock Exchange (stock code: 1632)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit 1203B, 1204–05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 24 January 2025 at 10:00 a.m.
“Elite Partners”	Elite Partners CPA Limited
“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 PRC
“Latest Practicable Date”	27 December 2024, being the latest practicable date for ascertaining certain information prior to the printing of this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	ordinary share(s) of par value of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasury Shares”	has the meaning ascribed to it in the Listing Rules

民商創科

Minshang Creative Technology Holdings Limited

民商創科控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1632)

Executive Directors:

Mr. Wu Jiangtao (*Chairman*)
Mr. Tao Jingyuan (*Chief Executive Officer*)
Mr. Lai Xiaopeng Michael
Ms. Ning Mengmeng

Independent Non-executive Directors:

Mr. Choi Tze Kit, Sammy
Mr. Cheung Miu
Mr. Cheung Pak To

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Unit 4201, 42/F
Tower One Lippo Centre
89 Queensway
Admiralty
Hong Kong

3 January 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with further information regarding the Appointment of Auditor and to give you the notice of the EGM, in order to enable you to make an informed decision as to whether to vote for or against the ordinary resolution relating to the Appointment of Auditor.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the announcements of the Company dated 12 August 2024 in relation to the retirement of auditor and withdrawal of ordinary resolution no. 4 at the 2024 AGM (the “**Retirement Announcement**”) and dated 27 December 2024 in relation to the proposed appointment of auditor (the “**Appointment Announcement**”).

Elite Partners had retired as the Auditor upon expiration of its term of office at the conclusion of the 2024 AGM. The Company received a letter dated 12 August 2024 from Elite Partners, confirming there were no circumstances connected with their retirement which should be brought to the attention of the shareholders or creditors of the Company in relation to the change of the auditor of the Company. The Board and the Audit Committee confirm that there is no disagreement between Elite Partners and the Company. Save as disclosed in the Retirement Announcement, the Board and the Audit Committee are not aware of any matters in respect of the retirement of Elite Partners that need to be brought to the attention of the Shareholders and the Stock Exchange.

In view of the vacancy in the office of auditor following the retirement of Elite Partners, the Board has resolved, with the recommendation of the Audit Committee, to propose the appointment of Cheng & Cheng ZhongXingHua as the new Auditor, and to hold office until the conclusion of the next annual general meeting of the Company to be held in 2025, subject to the approval of the Shareholders at the EGM.

In assessing the appointment of Cheng & Cheng ZhongXingHua as the auditor of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) its proposed audit fee; (ii) its extensive experience, industry knowledge, and technical competence in providing audit work to listed companies; (iii) its independence and objectivity; (iv) its market reputation; (v) its resources and capabilities, including the size and structure of the proposed audit team; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has assessed and considered that Cheng & Cheng ZhongXingHua is eligible and suitable to act as the new auditor of the Company. The Board and the Audit Committee are of the view that the Appointment of Auditor is in the interest of the Company and the Shareholders as a whole.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The Company will convene the EGM at Unit 1203B, 1204–05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 24 January 2025 at 10:00 a.m., at which an ordinary resolution will be proposed for the purpose of considering and, if thought fit, approving the appointment of Cheng & Cheng ZhongXingHua as the Company’s auditors. The notice convening the EGM is set out on pages 6 to 7 of this circular.

LETTER FROM THE BOARD

A form of proxy for use in connection with the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.minshangct.com). If you are not able to attend the EGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or its adjournment (i.e. not later than 10:00 a.m. on Wednesday, 22 January 2025). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the EGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the EGM, the authority of the proxy will be revoked.

Voting by poll

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, 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. Therefore, the resolution to be proposed at the EGM and contained in the notice of the EGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under 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 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.

RECOMMENDATION

The Directors consider that the Appointment of Auditor is in the interests of the Company and Shareholders and accordingly recommend that all Shareholders vote in favour of the resolution as set out in the notice of the EGM.

Yours faithfully,
For and on behalf of the Board
Minshang Creative Technology Holdings Limited
Wu Jiangtao
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

民商創科

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民商創科控股有限公司

(incorporated in the Cayman Islands with limited liability)

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Minshang Creative Technology Holdings Limited (the “**Company**”) will be held at Unit 1203B, 1204-05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 24 January 2025 at 10:00 a.m. (or the adjournment thereof) for the following purposes:

ORDINARY RESOLUTION

1. To appoint Cheng & Cheng ZhongXingHua CPA Limited as the auditor of the Company with effect from the date on which this resolution is adopted until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration.

By Order of the Board
Minshang Creative Technology Holdings Limited
WU Jiangtao
Chairman

Hong Kong, 3 January 2025

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Unit 4201, 42/F
Tower One Lippo Centre
89 Queensway
Admiralty
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint one or more persons to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the EGM or the poll concerned if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the EGM, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or its adjournment.
4. For determining the entitlement of the Members to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 21 January 2025 to Friday, 24 January 2025 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 January 2025.
5. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll.
6. In case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.
7.
 - (a) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours or more before the time fixed for holding the EGM and where conditions permit, the EGM will be held as scheduled.
 - (b) The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
 - (c) After considering their own situations, the Members should decide on their own as to whether they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
8. As at the date of this notice, the executive Directors are Mr. Wu Jiangtao, Mr. Tao Jingyuan, Mr. Lai Xiaopeng Michael and Ms. Ning Mengmeng; and the independent non-executive Directors are Mr. Choi Tze Kit, Sammy, Mr. Cheung Miu and Mr. Cheung Pak To.