

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 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 China Trends Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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 the transferee.

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CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8171)

(Warrant Code: 8015)

**PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 26/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 6 May 2016 at 11:00 a.m. is set out on pages 15 to 19 of this circular. 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 the form of proxy in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar and transfer office in Hong Kong Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong 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. 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.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its publication.

5 April 2016

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the re-election of Directors
“Articles”	the articles of association of the Company, and “Article” shall mean an article of the Articles
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“CG Code”	the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules
“Company”	China Trends Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Companies Law”	the Companies Law of the Cayman Islands for the time being in force
“Director(s)”	the director(s) of the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company at the date of the passing such resolution
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 March 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing

DEFINITIONS

“Options”	options to be granted by the Company to subscribe for Shares in accordance with the Share Option Scheme
“PRC”	People’s Republic of China
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital and 10% of the aggregate unit of the outstanding Warrants of the Company at the date of the passing such resolution
“Scheme Mandate Limit”	the 10% limit in grant of Options by the Company under the Share Option Scheme and any other share option scheme(s) of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 24 November 2010
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Warrants”	Warrants(s) was issued by the Company on 29 March 2016 to subscribe for new Share(s) at a subscription price of HK\$0.0125 per new share, subject to adjustment
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8171)

(Warrant Code: 8015)

Executive Directors:

Mr. Xiang Xin

(Co-Chairman and Chief Executive Officer)

Ms. Zhong Keying

Mr. Chan Cheong Yee

Non-executive Directors:

Mr. Sun Kuan Chi

Mr. Xin Luo Lin

Ms. Chen Jiajing *(Co-Chairman)*

Ms. Jiang Linlin

Mr. Wang Wei

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

26/F, No. 9 Des Voeux Road West

Sheung Wan

Hong Kong

Independent non-executive Directors:

Mr. Zhang Zhan Liang

Mr. Chen Yicheng

Ms. An Jing

Mr. Kwai Sze Kit

Alternate director:

Ms. Kung Ching

5 April 2016

To the Shareholders and, for information only, the Warrantholders,

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM to be held at 26/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 6 May 2016 at 11:00 a.m. resolutions will be proposed, among other matters:

LETTER FROM THE BOARD

- (a) to grant the General Mandate and Repurchase Mandate to the Directors; and
- (b) to re-elect the Directors.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate and the re-election of the Directors and to give you the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

General Mandate

The Company has in issue an aggregate of 40,799,557,158 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 8,159,911,431 Shares, representing 20% of the total number of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or the conversion of the convertible bonds of the Company or any scrip dividend scheme which may be approved by the Shareholders.

Repurchase Mandate

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable 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 GEM Listing Rules to be included in this circular is set out in Appendix I.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

According to Article 87(1), one-third of the Directors for the time being (or, if their number is not 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, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. In addition, according to Article 86(3), any Director appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

In accordance with article 87(1) of the Articles of Association of the Company, Mr. Zhang Zhan Liang and Mr. Chen Yicheng shall retire by rotation at the annual general meeting of the Company. Mr. Zhang Zhan Liang and Mr. Chen Yicheng, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

In accordance with article 86(3) of the Articles of Association of the Company, Mr. Chan Cheong Yee, Mr. Xin Luo Lin, Ms. Chen Jianjing, Ms. Jiang Linlin, Mr. Wang Wei (王瑋) and Mr. Kwai Sze Kit shall retire at the general meeting of the Company. Mr. Xin Luo Lin has informed the Company that he has elected not to offer himself for re-election at the AGM of the Company. Mr. Xin Luo Lin has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of Shareholders about his retirement. Mr. Chan Cheong Yee, Ms. Chen Jianjing, Ms. Jiang Linlin, Mr. Wang Wei (王瑋) and Mr. Kwai Sze Kit, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

At the AGM, an ordinary resolution will be proposed to re-elect each of Mr. Chan Cheong Yee, an executive Director, Ms. Chen Jiajing, Ms. Jiang Linlin and Mr. Wang Wei a non-executive Directors, Mr. Zhang Zhan Liang, Mr. Chen Yicheng and Mr. Kwai Sze Kit, an independent non-executive Directors.

Particulars relating to Mr. Chan Cheong Yee, Ms. Chen Jiajing, Ms. Jiang Linlin, Mr. Wang Wei, Mr. Zhang Zhan Liang, Mr. Chen Yicheng and Mr. Kwai Sze Kit are set out in Appendix II to this circular.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 24 November 2010. Pursuant to the GEM Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme of the Company must not exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the rules of the Share option Scheme.

As at the Latest Practicable Date, the Company had a total of 563,500,000 Options outstanding, representing approximately 2.76% of the issued Shares of the Company. The Directors have proposed to refresh the Scheme Mandate Limit so as to enable the Company to grant further Options to eligible participants to provide opportunities and incentives for them to work towards enhancing the values of the Company and the Shares.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had an aggregate of 40,799,557,158 Shares in issue and assuming no additional Shares will be issued or repurchased from the Latest Practicable Date up to the date of the AGM, it is expected that, upon the approval of the refreshment of the Scheme Mandate Limit of the Share Option Scheme at the AGM, the Directors will be authorised to grant Options to subscribe up to 4,079,955,715 Shares, representing 10% of the number of Shares in issue as at the Latest Practicable Date.

The Options previously granted under the Share Option Scheme (including but not limited to those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for purpose of calculating the Scheme Mandate Limit as refreshed. The Directors consider that such refreshment of the Scheme Mandate Limit of the Share Option Scheme is in the interest of the Company and the Shareholders as a whole.

No outstanding Options of the Company will be lapsed as a result of the refreshment of the Scheme Mandate Limit of the Share Option Scheme and the aggregate number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme at any time should not exceed 30% of the Shares in issue from time to time. No Options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

Save for the Share Option Scheme, the Company has no other share option scheme as at the Latest Practicable Date.

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

1. the passing of the ordinary resolution by the Shareholders at the AGM to approve the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme; and
2. the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

An application will be made to the Stock Exchange for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 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.

LETTER FROM THE BOARD

VOTING BY POLL

In accordance with the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice convening the AGM will be voted by poll.

ACTION TO BE TAKEN

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the AGM.

GENERAL

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

Yours faithfully
For and on behalf of the Board of
China Trends Holdings Limited
Xiang Xin
Chairman and Chief Executive Officer

5 April 2016

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, no connected person (within the meaning ascribed to it in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 40,799,557,158 fully paid Shares and 8,159,911,432 units of the Warrants carrying the rights to subscribe up to a maximum aggregate amount of HK\$101,998,893 for 8,159,911,432 new Shares at a subscription price of HK\$0.0125 per share was issued.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares and Warrants are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 4,079,955,715 Shares and 815,991,143 Warrants, representing 10% of the issued share capital and 10% of the outstanding Warrants of the Company respectively as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Companies law and the memorandum of association and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2015, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on GEM in each of the previous twelve calendar months were as follows (adjust to take into account to the effect of the issue of the bonus shares by the Company on 24 March 2016):

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
March	0.017	0.015
April	0.034	0.016
May	0.083	0.028
June	0.0135	0.074
July	0.084	0.020
August	0.049	0.027
September	0.045	0.031
October	0.047	0.037
November	0.043	0.030
December	0.037	0.020
2016		
January	0.025	0.016
February	0.024	0.019
March (up to the Latest Practicable Date)	0.035	0.020

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and Companies Law.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and 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 following Shareholders are interested in more than 10% of the Shares then in issue and in the event that the Directors exercise the Repurchase Mandate in full, shareholding percentage of the substantial Shareholders under the SFO would be as follows:

	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Honour Sky International Limited	22.03%	24.48%
New Times Global Capital Inc. (<i>note 1</i>)	22.03%	24.48%
Kung Ching (<i>note 1</i>)	22.03%	24.48%
Morgan Strategic Limited	5.24%	5.82%
Top Ten International s.a r.l. (<i>note 2</i>)	5.24%	5.82%
Chen Darren (<i>note 2</i>)	5.24%	5.82%

Notes:

1. Honour Sky International Limited is a private company wholly and beneficially owned by New Times Global Capital Inc.. Accordingly, New Times Global Capital Inc. is interested in the shares and the underlying shares of the Company held by Honour Sky International Limited. Ms. Kung Ching owns 100% share of New Times Global Capital Inc. and is also the director of the company and are taken to be interested in the shares and underlying shares of the Company held by Honour Sky International Limited.
2. Morgan Strategic Limited is a private company 100% owned by Top Ten International s.a r.l. ("Top Ten") and Top Ten is a private company wholly and beneficially owned by Mr. Chen Darren. Accordingly, Top Ten and Mr. Chen Darren are interested in the shares of the Company held by Morgan Strategic Limited.

The Directors are not aware of any consequence which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Mr. Chan Cheong Yee (“Mr. Chan”), aged 52, holds a bachelor degree of science majoring in finance and he is a registered and licensed person under the Securities and Futures Ordinance to carry on regulated activities in dealing in securities, advising on securities, dealing in futures contracts and undertaking asset management. Mr. Chan is currently the sales director and the responsible officer of China Everbright Securities (HK) Limited and has been in the financial and investment field for over 20 years. Mr. Chan is directly involved in identifying investment opportunities, conducting due diligence, performing valuation, monitoring performance of investment portfolios and providing investment and divestment recommendations. Mr. Chan is the executive director of China Investment and Finance Group Limited, executive director of China Investment Development Limited, executive director of Capital VC Limited, executive director of China New Economy Fund Limited, executive director of China Innovation Investment Limited, which are listed on the main board respectively, and also the executive director of Bingo Group Holdings Limited, a company listed on GEM. Mr. Chan is also an executive director of Alpha Returns Group PLC, an investment company listed on AIM of London Stock Exchange. Mr. Chan joined the Company on 14 February 2016.

Mr. Chan has not entered into a director service contract with the Company. Mr. Chan has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Mr. Chan is entitled to a director allowance of HK\$60,000 per annum as determined and based on duties and responsibilities for acting as an executive Director.

Save as disclosed above, Mr. Chan does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Chan is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Chan did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Mr. Chan.

Ms. Chen Jiajing (“Ms. Chen”), aged 29, a co-chairman of the Board, a chairman and general manager of Guotai Investment Holding (Group) Company Limited (“Guotai Investment”). Ms. Chen is experienced in business and enterprise management and Ms. Chen is also the founder of the “ILY” theory of modern enterprise management system. Ms. Chen actively participated in social activities and was elected as the member of 11th Committee of Shanghai Youth Federation. Ms. Chen received her bachelor’s degree in Finance from Donghua University and the master’s degree in Urban Economics and Management from Shanghai University of Finance and Economics. Ms. Chen is currently a co-chairman of the board of

director and non-executive director of China Innovation Investment Limited (stock code: 1217), a company listed on the main board of the Stock Exchange. Ms. Chen joined the Company on 2 February 2016.

Ms. Chen has not entered into a director service contract with the Company. Ms. Chen has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Ms. Chen is entitled to a director allowance of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as a non-executive Director.

Save as disclosed above, Ms. Chen does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Ms. Chen is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. Chen did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Ms. Chen.

Ms. Jiang Linlin (“Ms. Jiang”), aged 31, joined Guotai Investment in 2015 and currently an assistant of president of Guotai Investment. Ms. Jiang has many years of experience in business operation and enterprise management and worked as the project manager of ILParco company and the consultant of Swarovski company before joining Guotai Investment. Ms. Jiang received her bachelor’s degree from Donghua University and the master’s degree from Domus Academy in Italy. Ms. Jiang is currently a non-executive director of China Innovation Investment Limited (stock code: 1217), a company listed on the main board of the Stock Exchange. Ms. Jiang joined the Company on 2 February 2016.

Ms. Jiang has not entered into a director service contract with the Company. Ms. Jiang has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Ms. Jiang is entitled to a director allowance of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as a non-executive Director.

Save as disclosed above, Ms. Jiang does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Ms. Jiang is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. Jiang did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Ms. Jiang.

Mr. Wang Wei (“Mr. Wang”), aged 37, joined Guotai Investment in 2015 and currently a deputy chief supervisor of Guotai Investment. Mr. Wang worked in economic crime investigation department of Shanghai Public Security Bureau. Mr. Wang is experienced in handling economic cases which plays an effective role in supervising the compliance of enterprise operation. Mr. Wang holds the bachelor’s degree from Shanghai Police College. Mr. Wang is currently a non-executive director of China Innovation Investment Limited (stock code: 1217), a company listed on the main board of the Stock Exchange. Mr. Wang joined the Company on 2 February 2016.

Mr. Wang has not entered into a director service contract with the Company. Mr. Wang has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Mr. Wang is entitled to a director allowance of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as a non-executive Director.

Save as disclosed above, Mr. Wang does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Wang is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Wang did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Mr. Wang.

Mr. Zhang Zhan Liang (“Mr. Zhang”), aged 45, is a qualified lawyer in the People’s Republic of China and is currently the lawyer of 北京市仁豐律師事務所 (JenRich Law Office in Beijing). Mr. Zhang has 15 years of experience in litigations and advising on legal matters relating to corporate finance and real estates. Mr. Zhang holds a bachelor’s degree in law and a master degree from China University of Political Science and Law. Mr. Zhang joined the Company on 23 January 2008.

Save as disclosed above, Mr. Zhang does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Zhang is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Zhang did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Mr. Zhang.

Mr. Chen Yicheng (“Mr. Chen”), aged 61, received his degree in Chinese from South China Normal University. Mr. Chen is engaged in commercial and television media industry in Mainland China for 40 years, and he has extensive experience in commercial operation of television media. Mr. Chen is currently a director of Guangdong TV Artists’ Association. Mr. Chen joined the Company on 9 July 2012.

Save as disclosed above, Mr. Chen does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Chen is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Chen did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Mr. Chen.

Mr. Kwai Sze Kit (“Mr. Kwai”), aged 39, is a Hong Kong qualified solicitor and holds The Postgraduate Certificate in Laws, a master degree of laws in Corporate and Financial Law from the University of Hong Kong and a bachelor degree of laws from The City University of Hong Kong. Mr. Kwai has been an Administrative Officer with the Hong Kong Special Administrative Region Government. Mr. Kwai has held offices in various policy areas including Assistant District Officer in The Home Affairs Department (Wanchai district office), Assistant Secretary for Economic Development and Labour Bureau and Assistant Secretary for Health, Welfare and Food Bureau. Mr. Kwai is currently legal advisor of Guosen Securities (HK). Mr. Kwai joined the Company on 2 April 2015.

Mr. Kwai has not entered into a director service contract with the Company. Mr. Kwai has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Mr. Kwai is entitled to a director allowance of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as an independent non-executive Director.

Save as disclosed above, Mr. Kwai does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Kwai is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Kwai did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Mr. Kwai.



CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8171)

(Warrant Code: 8015)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Trends Holdings Limited (the “**Company**”) will be held at 26/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 6 May 2016 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTION

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2015;
2. to re-elect the Directors and to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration;
4. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

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(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20% of the total number of Shares of the Company in issue on the date of the passing of this resolution; and
- (ii) (provided that resolution no. 6 is passed) the number of Shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate total number of Shares of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest 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, the Companies Law or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be

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involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares and Outstanding Warrants of the Company on the Stock Exchange or any other stock exchange on which the Shares and the Warrants may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
 - (b) the aggregate number of Shares and the Warrants which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue and 10% of the outstanding Warrants of the Company as at the date of the passing of this resolution. The authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest 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, the Companies Law or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. **“THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the number of Shares of the Company repurchased by the Company subsequent to

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the passing of this resolution, provided that such amount shall not exceed 10% of the total number of Shares in issue and 10% of the outstanding Warrants of the Company as at the date of the passing of resolution no. 5.”

7. To consider and, if thought fit, pass the following resolution, with or without amendments, as an Ordinary Resolution:

“**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of, the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted by the Company on 24 November 2010 in the manner as set out in paragraph (a) of this resolution below,

- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorized to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By the order of the Board
China Trends Holdings Limited
Xiang Xin
Chairman and Chief Executive Officer

Hong Kong, 5 April 2016

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

26/F, No. 9 Des Voeux Road West
Sheung Wan
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours

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before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.

3. In relation to proposed resolution no. 2 above, Mr. Chan Cheong Yee, Ms. Chen Jiajing, Ms. Jiang Linlin, Mr. Wang Wei, Mr. Zhang Zhan Liang, Mr. Chen Yicheng and Mr. Kwai Sze Kit will retire from their offices of Directors at the above meeting and Mr. Chan Cheong Yee, Ms. Chen Jiajing, Ms. Jiang Linlin, Mr. Wang Wei, Mr. Zhang Zhan Liang, Mr. Chen Yicheng and Mr. Kwai Sze Kit being eligible, will offer themselves for re-election at the annual general meeting.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or the convention of the convertible bonds of the Company or any scrip dividend scheme which may be approved by shareholders.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
6. In accordance with the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in this notice will be voted by poll.