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## 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 a licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in Chong Sing Holdings FinTech Group 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.

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**CHONG SING** 

Holdings FinTech Group Limited 中新

**CHONG SING HOLDINGS FINTECH GROUP LIMITED**

**中新控股科技集團有限公司**

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

(Stock Code: 8207)

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

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

A notice convening the AGM to be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Tuesday, 7 May 2019 at 11:00 a.m. is set out on pages 20 to 24 of this circular.

Whether or not you intend to attend the AGM in person or any adjournment thereof, you are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. 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.

This circular, for which the Directors collectively and individually accept full responsibility, includes the 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 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.

This circular together with the form of proxy will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of publication and on the Company's website at [www.csfgroup.com](http://www.csfgroup.com).

29 March 2019

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized 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.**

**Given that the companies listed on GEM are generally small and mid-sized companies, 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.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Tuesday, 7 May 2019 at 11:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors or a duly authorised committee of the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	Chong Sing Holdings FinTech Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on GEM (Stock Code: 8207)
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“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

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## DEFINITIONS

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“INED(s)”	the independent non-executive Director(s)
“Latest Practicable Date”	25 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“NED(s)”	the non-executive Director(s)
“Nomination Committee”	the nomination committee of the Board
“Notice of AGM”	the notice of the AGM which is set out on pages 20 to 24 of this circular
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.02 each in the share capital of the Company (or of such other nominal amount as comprising the ordinary share capital of the Company as shall result from any sub-division or consolidation of the share capital of the Company from time to time)
“Shareholder(s)”	the holder(s) of the Share(s)
“SSE”	the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules

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## DEFINITIONS

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“SZSE”	the Shenzhen Stock Exchange
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the Securities and Futures Commission as amended, supplemented or otherwise modified from time to time
“Year”	the financial year ended 31 December 2018
“2018 Annual Report”	the annual report of the Company for the Year
“%”	per cent

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## EXPECTED TIMETABLE

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Latest time for lodging transfer of Shares  
in order to be entitled to attend and vote at the AGM . . . . . 4:30 p.m.  
on Tuesday, 30 April 2019

Closure of register of members of the Company  
for the entitlement to attend and vote at the AGM . . . . . Thursday, 2 May 2019 to  
Tuesday, 7 May 2019  
(both days inclusive)

Latest time for lodging forms of proxy for the AGM . . . . . 11:00 a.m.  
on Sunday, 5 May 2019

Record date for determining entitlement to attend  
and vote at the AGM . . . . . Tuesday, 7 May 2019

AGM . . . . . 11:00 a.m.  
on Tuesday, 7 May 2019

Announcement of the poll results of the AGM . . . . . Tuesday, 7 May 2019

*Note:* All times in this circular refer to Hong Kong time.

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## LETTER FROM THE BOARD

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**CHONG SING** 

Holdings FinTech Group Limited 中新

**CHONG SING HOLDINGS FINTECH GROUP LIMITED**

**中新控股科技集團有限公司**

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

(Stock Code: 8207)

*Executive Directors:*

Mr. Phang Yew Kiat

*(Vice-Chairman and Chief Executive Officer)*

Mr. Chng Swee Ho

Mr. Sheng Jia

Mr. Yang Jianhui

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Non-executive Directors:*

Mr. Li Gang

Mr. Zhang Zhenxin

Ms. Li Shuang

*Principal Place of Business*

*in Hong Kong:*

Rooms 3533-39, Level 35

Two Pacific Place

88 Queensway

Hong Kong

*Independent Non-executive Directors:*

Mr. Ge Ming

Dr. Ou Minggang

Dr. Wang Songqi

Dr. Yin Zhongli

29 March 2019

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving (1) the re-election of the retiring Directors; and (2) the grant to the Directors of general mandates to allot, issue and deal with additional Shares and to repurchase Shares, and the extension of the general mandate to allot, issue and deal with new Shares by the addition thereto of any Shares repurchased by the Company, and the Notice of AGM.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 1 March 2019 in relation to the appointment of Ms. Li Shuang (“**Ms. Li**”) as a NED with effect from 1 March 2019. In accordance with article 83(3) of the Articles, Ms. Li shall hold office until the next following annual general meeting, and, being eligible, has offered himself for re-election at the annual general meeting. An ordinary resolution will be proposed at the AGM to consider and, if thought fit, to approve the re-election of Ms. Li as a NED.

In accordance with articles 84(1) and (2) of the Articles, Messrs. Phang Yew Kiat, Sheng Jia, Li Gang and Ge Ming will retire from office by rotation at the AGM and all these retiring Directors, being eligible, have offered themselves for re-election at the AGM.

### Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an INED in accordance with the following procedures and process:

- i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- ii. The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:
  - (a) Diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
  - (b) Commitment for responsibilities of the Board in respect of available time and relevant interest;
  - (c) Qualifications, including accomplishment and experience in the relevant industries in which the Group’s business is involved;

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## LETTER FROM THE BOARD

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- (d) Independence;
  - (e) Reputation for integrity;
  - (f) Potential contributions that the individual can bring to the Board; and
  - (g) Plan(s) in place for the orderly succession of the Board.
- iii. The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
  - iv. The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
  - v. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
  - vi. The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;
  - vii. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a non-executive Director is considered, the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;
  - viii. The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
  - ix. All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

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## LETTER FROM THE BOARD

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### **Recommendations of the Nomination Committee**

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs for the Year and thereafter up to 26 March 2019 based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules received from each of the INEDs and confirmed that all of them, including Mr. Ge Ming remains independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors for the Year and found their performance satisfactory. Therefore, the Nomination Committee nominated the Retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the Retiring Directors, namely Ms. Li, Messrs. Phang Yew Kiat, Sheng Jia, Li Gang and Ge Ming stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board Meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Pursuant to rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or any proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that general meeting. The requisite details of each of the retiring Directors are set out below for the Shareholders' consideration:

#### **Mr. Phang Yew Kiat (Executive Director)**

**Mr. Phang Yew Kiat (彭耀傑先生)** (“**Mr. Phang**”), aged 50, was appointed as the Deputy Chairman and an Executive Director on 23 December 2013 and a Co-Chairman of the Company on 17 March 2014. Mr. Phang has been the Vice-chairman and the Chief Executive Officer of the Company since 7 July 2014 and has been appointed as an Authorised Representative of the Company since 18 September 2014. Mr. Phang is also directors of certain subsidiaries of the Company. Mr. Phang is an independent non-executive director of Chuan Holdings Limited\* (Stock Code: 1420) since May 2016. Mr. Phang has over 20 years of experience in the banking and finance industry and served in senior management positions at various financial institutions. Mr. Phang is the chairman of United Nation – Economic and Social Commission for Asia and the Pacific (ESCAP) Business Advisory Council Task Force on Digital Economy.

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## LETTER FROM THE BOARD

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Mr. Phang was the principal director of the Standard Chartered Private Bank from January 2011 to June 2012. In June 2009, Mr. Phang was appointed as the general manager for SME businesses for Standard Chartered Bank Singapore and Malaysia. In 2005, Mr. Phang was a founding member (as the senior representative of Standard Chartered Bank) of China Bohai Bank in the PRC and acted as an executive director and deputy chief executive officer of China Bohai Bank from 2006 to 2009, with full responsibilities for the consumer banking business (including both personal and SME businesses). Under Mr. Phang's leadership, full service internet banking solutions was launched in April 2007. Mr. Phang obtained a Master's degree in Business Administration in International Business from the University of Bristol in June 1995, and a Bachelor's degree of Engineering in Microelectronic Systems Engineering from the faculty of Technology of the University of Manchester in July 1993. Mr. Phang has also attended executive education training at world leading business schools, namely Harvard Business School, Stanford Business School, Columbia Business School and INSEAD.

As at the Latest Practicable Date, Mr. Phang was beneficially interested in 235,000,000 Shares, Mr. Phang held share options of the Company entitling him to subscribe for 50,000,000 Shares, 25,000,000 Shares, 100,000,000 Shares and 60,000,000 Shares at subscription prices of HK\$0.3628, HK\$0.674, HK\$0.980 and HK\$0.934, respectively. Save as disclosed herein, he was not interested in any Shares, underlying Shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Mr. Phang renewed a service agreement with the Company on 23 December 2016 for the initial term of three years and renewable automatically for successive terms of one year unless and until (i) terminated by either party thereto giving to the other not less than three months' prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) Mr. Phang not being re-elected as a Director or being removed by Shareholders at a general meeting of the Company in accordance with the Articles.

Mr. Phang is entitled to a monthly salary of HK\$250,000 (including all reasonable out-of-pocket expenses reimbursement, if any). He received a total remuneration of HK\$3,250,000 from the Company for the Year.

As at the Latest Practicable Date, Mr. Phang did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders.

Mr. Phang has confirmed that there is no other information relating to him that is required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders pursuant to any requirements of rule 17.50(2) of the GEM Listing Rules in connection with his re-election.

\* *a company listed on the Stock Exchange*

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## LETTER FROM THE BOARD

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### Mr. Sheng Jia (Executive Director)

**Mr. Sheng Jia** (盛佳先生) (“**Mr. Sheng**”), aged 38, was appointed as an Executive Director on 23 December 2013. Mr. Sheng is also directors of certain subsidiaries of the Company. Mr. Sheng has been the chief executive officer of NCF Group Limited since July 2013. Mr. Sheng has extensive experience in design, research and development of web search and related products, and has over 8 years’ experience in leading global search infrastructure teams in renowned multinational software companies. Mr. Sheng was appointed as the product manager of Google Inc. in 2010 and was responsible for the global product search and product infrastructure business. Mr. Sheng was one of the founders of Yunrang (Beijing) Information Technology Limited<sup>^</sup>, which was established in 2010. Mr. Sheng obtained a Master’s degree in Computer Science from the University of Toronto in 2005, and a Bachelor’s degree of Computer Science and Technology from Tsinghua University in 2002.

As at the Latest Practicable Date, Mr. Sheng was beneficially interested in 43,400,000 Shares (including the 400,000 Shares held by his wife, Ms. Hu Haichen). Mr. Sheng held share options of the Company entitling him to subscribe for 15,000,000 Shares, 15,000,000 Shares, 10,000,000 Shares and 3,000,000 Shares at subscription prices of HK\$0.3628, HK\$0.674, HK\$0.98 and HK\$0.934 each, respectively. Save as disclosed above, he was not interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Sheng renewed a service agreement with the Company on 23 December 2016 for the initial term of three years and renewable automatically for successive terms for one year unless and until (i) terminated by either party thereto giving to the other not less than three months’ prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) Mr. Sheng not being re-elected as a Director or being removed by Shareholders at a general meeting of the Company in accordance with the Articles.

Mr. Sheng is entitled to a monthly salary of HK\$120,000 (including all reasonable out-of-pocket expenses reimbursement, if any) from the Company. He received a total remuneration of HK\$1,560,000 from the Company for the Year.

As at the Latest Practicable Date, save as disclosed above, Mr. Sheng did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Sheng has confirmed that there is no other information relating to him that is required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders pursuant to any requirements of rule 17.50(2) of the GEM Listing Rules in connection with his re-election.

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## LETTER FROM THE BOARD

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### Mr. Li Gang (Non-executive Director)

Mr. Li Gang (李剛先生) (“Mr. Li”), aged 61, was appointed as a Non-executive Director on 17 November 2014.

Mr. Li was a chairman of Jilin Yongda Group Co., Ltd. (吉林永大集團股份有限公司) + (SZSE Code: 002622.SZ) from June 2015 to August 2016. He was a non-executive director and a member of the remuneration committee of the board of directors of PCCW Limited\* (Stock Code: 0008) from November 2011 to August 2014. Mr. Li was a vice president of China United Network Communications Corporation Limited from February 2009 to June 2014.

Mr. Li was a vice president of China Unicom (Hong Kong) Limited\* (“Unicom HK”) (Stock Code: 762) from April 2006 to February 2009 and was a senior vice president of Unicom HK from February 2009 to June 2014. From April 2006 to October 2008, he was an executive director of Unicom HK. From August 1999 to December 2005, he served as the vice-chairman, general manager and chairman of Guangdong Mobile Communication Co., Limited and the chairman and general manager of Beijing Mobile Communication Co., Limited. From May 2000 to December 2005, he was an executive director of China Mobile (Hong Kong) Limited. Mr. Li joined 中國聯合網絡通信集團有限公司 (China United Network Communications Group Company Limited) in December 2005 and served as its vice president. Mr. Li holds a Master’s degree in Business Administration from Jinan University, PRC. He has worked in the telecommunications industry for a long period of time and has deep management experience.

As at the Latest Practicable Date, Mr. Li was beneficially interested in share options of the Company entitling him to subscribe for 10,000,000 Shares, 10,000,000 Shares, 8,000,000 Shares and 2,000,000 Shares at subscription prices of HK\$0.3628, HK\$0.674, HK\$0.980 and HK\$0.934, respectively. Save as disclosed herein, he was not interested in any Shares, underlying Shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Mr. Li entered into a letter of appointment with the Company on 17 November 2014 for a term of three years, which will continue thereafter unless terminated by either party giving at least three months’ prior notice in writing or payment in lieu thereof. Mr. Li is entitled to a director’s fee of HK\$40,000 per month. He received a total remuneration of HK\$480,000 from the Company for the Year.

As at the Latest Practicable Date, Mr. Li did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders.

Mr. Li has confirmed that there is no other information relating to him that is required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders pursuant to any requirements of rule 17.50(2) of the GEM Listing Rules in connection with his re-election.

\* a company listed on the Stock Exchange

+ a company listed on SZSE

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## LETTER FROM THE BOARD

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### Ms. Li Shuang (Non-executive Director)

Ms. Li Shuang (李爽女士) (“Ms. Li”), aged 48, was appointed as a Non-executive Director on 1 March 2019.

Ms. Li is currently the deputy secretary and president of Shanghai Xinhua Distribution Group Co. Ltd. (“**Xinhua Distribution**”), and a director of Shanghai Xinhua Media Co. Ltd.<sup>#</sup> (“**Xinhua Media**”) (SSE Code: 600825) and Xinhua Distribution and Shanghai United Media Group are shareholders of Xinhua Media. Ms. Li is also a representative of Shanghai 15th People’s Congress, and the president of Shanghai Book Publishing Industry Association. Prior to her current role, Ms. Li was the executive vice president and chief financial officer of Xinhua Distribution. She has extensive managerial experience and served in many senior leadership positions in the industry. Ms. Li obtained her bachelor’s degree in economics from Shanghai University of Finance and Economics in 1992 and became a non-professional member of certified public accountant in 2009. Ms. Li is also the chairman of the board of directors of Jiefang Media (UK) Co. Limited, a substantial shareholder of the Company.

As at the Latest Practicable Date, Ms. Li was not interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Ms. Li entered into a letter of appointment with the Company on 1 March 2019 for a term of three years, which will continue thereafter unless terminated by either party giving at least three months’ prior notice in writing on payment in lieu thereof. Ms. Li is entitled to a director’s fee of HK\$40,000 per month.

As at the Latest Practicable Date, Ms. Li did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Li has confirmed that there is no other information relating to her that is required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders pursuant to any requirements of rule 17.50(2) of the GEM Listing Rules in connection with her re-election.

<sup>#</sup> a company listed on SSE

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## LETTER FROM THE BOARD

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### **Mr. Ge Ming (Independent Non-executive Director)**

**Mr. Ge Ming** (葛明先生) (“**Mr. Ge**”), aged 67, was appointed as an Independent Non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee on 18 September 2014. Mr. Ge is a Certified Public Accountant and a senior fellow of the Chinese Institute of Certified Public Accountants. Mr. Ge is also a senior accountant as certified by the Ministry of Finance of the PRC and an overseas member of the Society of Chinese Accountants & Auditors. Mr. Ge graduated with a Master’s degree in Accountancy from the Research Institute for Fiscal Science, Ministry of Finance of the PRC, after his study during the period from 1979 to 1982.

Mr. Ge has over 33 years of experience in the field of auditing and advisory services and has assisted in the listing of various PRC companies on the Stock Exchange. Mr. Ge has been an independent non-executive director of Ping An Insurance (Group) Company of China Ltd\* (Stock Code: 2318) since June 2015. Mr. Ge is an independent director of Focus Media Information Technology Co., Ltd. (分眾傳媒信息技術股份有限公司) + (SZSE Code: 002027) since January 2016. Mr. Ge has been an independent non-executive director of AsiaInfo Technologies Limited\* (Stock Code: 1675) since August 2018. Mr. Ge served as an independent director of Shanghai Zhenhua Heavy Industries Co., Ltd.# (SSE Code: 600320) from April 2015 to November 2016. Mr. Ge was an independent non-executive director of Asia Investment Finance Group Limited\* (Stock Code: 33) from May 2017 to December 2018. Mr. Ge also served as an independent non-executive director of Shunfeng International Clean Energy Limited (formerly known as Shunfeng Photovoltaic International Limited)\* (Stock Code: 1165) from January 2011 to February 2013. Mr. Ge was a partner of Ernst & Young Hua Ming LLP and retired from his position in August 2014.

As at the Latest Practicable Date, Mr. Ge was beneficially interested in share options of the Company entitling him to subscribe for 5,000,000 Shares, 7,400,000 Shares, 6,000,000 Shares and 1,000,000 Shares at subscription prices of HK\$0.3628, HK\$0.674, HK\$0.786 and HK\$0.934, respectively. Save as disclosed herein, he was not interested in any Shares, underlying Shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Mr. Ge has confirmed that he meets the independence criteria as set out in rule 5.09 of the GEM Listing Rules.

Mr. Ge entered into a letter of appointment with the Company on 18 September 2014 for a term of three years, which will continue thereafter unless terminated by either party giving at least three months’ notice in writing or payment in lieu thereof. Mr. Ge is entitled to a director’s fee of HK\$40,000 per month. He received a total remuneration of HK\$480,000 from the Company for the Year.



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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Mr. Ge did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Ge has confirmed that there is no other information relating to him that is required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders pursuant to any requirements of rule 17.50(2) of the GEM Listing Rules in connection with his re-election.

\* *a company listed on the Stock Exchange*

+ *a company listed on SZSE*

# *a company listed on SSE*

### **General**

- (i) Save for the information set out in this section and as at the Latest Practicable Date, each of the retiring Directors had not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years nor did he/she hold any other position with the Company or any of its subsidiaries.
- (ii) Each of the retiring Directors is subject to retirement by rotation and re-election at the AGM in accordance with the Articles.
- (iii) The emoluments of all retiring Directors are determined by the Board upon the recommendation of the Remuneration Committee on the basis of the relevant Director's experience, level of responsibilities and duties within the Group, and the current market situation, and will be reviewed annually.
- (iv) Save for the information set out in this section and in the Company's 2018 Annual Report, there is no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under of rule 17.50(2)(h) to (w) of the GEM Listing Rules.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandates granted to the Directors to allot, issue, and deal with as well as repurchase Shares pursuant to resolutions passed by the Shareholders at the Company's annual general meeting held on 8 May 2018 will lapse at the conclusion of the AGM, resolutions will be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to grant to the Directors a general and unconditional mandate to allot, issue, and deal with additional securities of the Company (including, amongst others, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution for the period from the close of the AGM until (1) the conclusion of the next annual general meeting of the Company, (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held, or (3) the time when the said mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting, whichever occurs first (the "**Issue Mandate**"). On the basis of 23,141,315,580 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled by the Company after the Latest Practicable Date and up to the date of the AGM, exercise in full of the Issue Mandate could result in up to 4,628,263,116 Shares being issued by the Company;
- an ordinary resolution to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution for the period from the close of the AGM until (1) the conclusion of the next annual general meeting of the Company, (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held, or (3) the time when the said mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting, whichever occurs first (the "**Share Repurchase Mandate**"); and
- conditional upon the passing of the resolutions to grant the Issue Mandate and the Share Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by adding the number of those Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

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## LETTER FROM THE BOARD

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The explanatory statement providing the requisite information regarding the Share Repurchase Mandate as required to be sent to Shareholders under the GEM Listing Rules is set out in the Appendix to this circular.

### AGM

The notice convening the AGM is set out on pages 20 to 24 of this circular. At the AGM, amongst others, ordinary resolutions will be proposed to approve the re-election of the retiring Directors, the re-appointment of independent auditor, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased by the Company under the Share Repurchase Mandate.

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

Pursuant to rule 17.47(4) of the GEM Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman thereof, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be proposed at the AGM and contained in the Notice of AGM will be voted by way of a poll by the Shareholders.

### RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the retiring Directors, the re-appointment of independent auditor, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased by the Company under the Share Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to relevant vote in favour of the proposed resolutions at the AGM.

Yours faithfully,  
On behalf of the Board  
**Chong Sing Holdings FinTech Group Limited**  
**Phang Yew Kiat**  
*Vice-Chairman, Chief Executive Officer  
and Executive Director*

*This is the explanatory statement required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolutions to be proposed at the AGM granting the Share Repurchase Mandate.*

**1. EXERCISE OF THE SHARE REPURCHASE MANDATE**

On the basis of 23,141,315,580 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased or cancelled by the Company following the Latest Practicable Date and up to the date of the AGM, exercise in full of the Share Repurchase Mandate could result in up to 2,314,131,558 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Share Repurchase Mandate up to 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 to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the revocation or variation of the Share Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting.

**2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to seek a general authority from Shareholders to enable the Company to repurchase Shares. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share.

The Directors are seeking the grant of the Share Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

**3. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws of the Cayman Islands. Such funds include profits available for distribution. The repurchase of Shares pursuant to the Share Repurchase Mandate will be made out of internal funds legally permitted to be utilised in this connection.

**4. IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company as shown in the published audited consolidated financial statements of the Company for the Year in the event that the Share Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS OF THE COMPANY**

None of the Directors nor (to the best knowledge of the Directors, having made all reasonable enquiries) their respective close associates have any present intention, in the event that the Share Repurchase Mandate is granted by the Shareholders to sell Shares to the Company.

No core connected persons of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is granted by the Shareholders.

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE CONSEQUENCES**

If as a result of a repurchase of Shares exercised by the Company pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances. As at the Latest Practicable Date, the Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obliged, on full exercise of the Share Repurchase Mandate by the Company, to make a mandatory offer to Shareholders under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to the extent that a takeover obligation would arise or so that the number of Shares held by the public would be reduced to less than 25% of the issued Shares.

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

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares had been traded on GEM during each of the previous 12 months up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2018</b>		
March	1.03	0.90
April	1.05	1.02
May	1.05	0.99
June	0.99	0.89
July	0.89	0.60
August	0.58	0.47
September	0.55	0.42
October	0.435	0.345
November	0.40	0.227
December	0.241	0.099
<b>2019</b>		
January	0.102	0.068
February	0.074	0.068
March (up to and including the Latest Practicable Date)	0.074	0.051

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## NOTICE OF AGM

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**CHONG SING** 

Holdings FinTech Group Limited 中新

**CHONG SING HOLDINGS FINTECH GROUP LIMITED**

**中新控股科技集團有限公司**

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

(Stock Code: 8207)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Chong Sing Holdings FinTech Group Limited (the “Company”) will be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong, on Tuesday, 7 May 2019 at 11:00 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors of the Company for the year ended 31 December 2018.
2.
  - A. To re-elect Mr. Phang Yew Kiat as an executive director of the Company.
  - B. To re-elect Mr. Sheng Jia as an executive director of the Company.
  - C. To re-elect Mr. Li Gang as a non-executive director of the Company.
  - D. To re-elect Ms. Li Shuang as a non-executive director of the Company.
  - E. To re-elect Mr. Ge Ming as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint SHINEWING (HK) CPA Limited as the independent auditors of the Company to hold office 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.

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## NOTICE OF AGM

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5. To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company (the **“Shares”**) or securities convertible into such Shares or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares 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 above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of options under the share option scheme of the Company for the time being adopted; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on the Shares in accordance with the Company’s articles of association (the **“Articles of Association”**), shall not exceed 20 per cent. of the aggregate number of the issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly; and



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## NOTICE OF AGM

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- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of 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 holdings of such Shares (subject to such exclusions 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own issued ordinary shares on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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(b) the aggregate number of issued ordinary shares of the Company (the “**Shares**”) to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) of this resolution above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the aggregate number of the issued Shares as 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 date of 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 of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

C. “**THAT** conditional upon ordinary resolutions 5.A. and 5.B. set out in the notice convening this annual general meeting (the “**Notice**”) being passed, the aggregate number of the issued ordinary shares of the Company (the “**Shares**”) which will be repurchased by the Company under the authority granted to the directors of the Company (the “**Directors**”) as mentioned in the ordinary resolution 5.B. set out in the Notice shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the ordinary resolution 5.A. set out in the Notice, provided that the number of the issued Shares repurchased by the Company shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing this resolution.”

By order of the Board  
**Chong Sing Holdings FinTech Group Limited**  
**Kwok Siu Man**  
*Company Secretary*

Hong Kong, 29 March 2019

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## NOTICE OF AGM

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*Principal Place of Business in Hong Kong:*

Rooms 3533-39, Level 35  
Two Pacific Place  
88 Queensway  
Hong Kong

Registered Office:

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

*Notes:*

- (1) A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the AGM convened by this Notice is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote in his/her/its stead. A proxy need not be a Shareholder.
- (2) In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (3) In order to determine Shareholders’ entitlement to attend and vote at the AGM to be held on Tuesday, 7 May 2019, the register of members of the Company will be closed from Thursday, 2 May 2019 to Tuesday, 7 May 2019 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, non-registered Shareholders must lodge all transfer documents accompanied by the relevant share certificates, with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 30 April 2019.
- (4) The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.