

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Hsin Chong Group Holdings Limited (the “Company”), you should at once hand this supplemental circular, and the accompanying second form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HSIN CHONG GROUP HOLDINGS LIMITED

新昌集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00404)

SUPPLEMENTAL CIRCULAR

TO

THE CIRCULAR TO SHAREHOLDERS DATED 18 MAY 2018

AND

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 18 May 2018 in relation to, among other things, the proposed re-election of directors, the general mandates to issue and repurchase shares and the re-appointment of auditor.

A supplemental notice convening the annual general meeting to be held at HKEJ Conference Centre, Ground Floor, United Overseas Plaza, 11 Lai Yip Street, Kwun Tong, Hong Kong on Wednesday, 27 June 2018 at 11 a.m. is set out in this supplemental circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed second form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting (or any adjourned meeting thereof).

8 June 2018

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LETTER FROM THE BOARD



HSIN CHONG GROUP HOLDINGS LIMITED

新昌集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00404)

Non-executive Chairman and Non-executive Director:

Mr. LIN Zhuo Yan

Executive Directors:

Ir Dr Joseph CHOI Kin Hung (*Chief Executive Officer*)

Mr. Wilfred WU Shek Chun (*Chief Risk Officer*)

Mr. Eric TODD

Non-executive Directors:

Mr. YAN Jie

Mr. CHEN Lei

Mr. CHUI Kwong Kau

Mr. LUI Chun Pong

Independent Non-executive Directors:

Mr. CHENG Sui Sang

Mr. George YUEN Kam Ho

Dr. LAM Lee G.

Registered Office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

Principal Place of Business

in Hong Kong:

Hsin Chong Center

107-109 Wai Yip Street

Kwun Tong

Kowloon

Hong Kong

8 June 2018

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

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 18 MAY 2018
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

On 15 May 2018, the board of directors of the Company announced the resignation of Mr. LAI Chik Fan as an independent non-executive director of the Company, and on 17 May 2018, the board of directors of the Company announced the appointment of Dr. LAM Lee G. as independent non-executive director of the Company respectively (the “**Announcement**”). As stated in the Announcement, Dr. LAM Lee G. will retire and be eligible for re-election in accordance with the Bye-Laws of the Company.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with information on the resolution to approve the re-election of Dr. LAM Lee G. as independent non-executive director of the Company at the upcoming annual general meeting on 27 June 2018 (“AGM”) originally convened pursuant to the Company’s circular dated 18 May 2018 (“Circular”). This supplemental circular (“**Supplemental Circular**”) should be read together with the Circular which contains, among other things, details of the other resolutions to be considered by the Shareholders at the AGM (being the proposed general mandates to issue and repurchase shares and the proposed re-election of Messrs LIN Zhuo Yan as a non-executive director, Wilfred WU Shek Chun as an executive director, LUI Chun Pong as a non-executive director and YAN Jie as a non-executive director). Unless otherwise defined, capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular.

2. PROPOSED RE-ELECTION OF DIRECTOR

Dr. LAM Lee G. (*aged 58*)

Dr. LAM Lee G. (“Dr. Lam”), holds the degrees of BSc in Sciences and Mathematics, MSc in Systems Science and MBA from the University of Ottawa in Canada, a post-graduate diploma in Public Administration from Carleton University in Canada, a Post-Graduate Diploma in English and Hong Kong Law and an LLB (Hons) in Law from Manchester Metropolitan University in the UK, LLM in law from the University of Wolverhampton in the UK, a PCLL in law from the City University of Hong Kong, a Certificate in Professional Accountancy from the Chinese University of Hong Kong SCS, MPA and PhD from the University of Hong Kong.

As a former member of the Hong Kong Bar Association, Dr. Lam is a Solicitor of the High Court of Hong Kong, an Honorary Fellow of CPA Australia, a Fellow of CMA Australia, a Fellow of the Hong Kong Institute of Arbitrators, an Accredited Mediator of the Centre for Effective Dispute Resolution (CEDR), a Fellow of the Hong Kong Institute of Directors, and an Honorary Fellow of the University of Hong Kong School of Professional and Continuing Education.

Dr. Lam is the Chairman of Hong Kong Cyberport Management Company Limited, and Non-Executive Chairman – Hong Kong and ASEAN Region and the Chief Adviser of Macquarie Infrastructure and Real Assets Asia.

Dr. Lam previously served as a part-time member of the Hong Kong Special Administrative Region Government’s Central Policy Unit, and a member of the Task Force on Industry Facilitation under the Digital 21 Strategy Advisory Committee, the Assessment Panel of the Small Entrepreneur Research Assistance Programme under the Innovation and Technology Fund (SERAP), the Derivatives Market Consultative Panel of Hong Kong Exchanges and Clearing Limited, a member of the General Council and the Corporate Governance Committee of The Chamber of Hong Kong Listed Companies, the New Business Committee of the Hong Kong Financial Services Development Council,

LETTER FROM THE BOARD

the School Allocation Committee of the Hong Kong Special Administrative Region Government Education Bureau, and the Legal Aid Services Council. Dr. Lam is a member of the Hong Kong Special Administrative Region Government Committee on Innovation, Technology and Re-Industrialization, the Hong Kong Council on Smoking and Health, the Council on Professional Conduct in Education (CPC), and the Court of the City University of Hong Kong, Convenor of the Panel of Advisors on Building Management Disputes of the Hong Kong Special Administrative Region Government Home Affairs Department, President of the United Nations Economic and Social Commission for Asia and the Pacific (UNESCAP) Sustainable Business Network (ESBN) Executive Council and Chairman of its Task Force on Banking and Finance, Chairman of the Permanent Commission on Economic and Financial Issues of World Union of Small and Medium Enterprises (WUSME), a Board member of Pacific Basin Economic Council (PBEC), a member of the Hong Kong Trade Development Council Belt and Road Committee and the Sir Murray MacLehose Trust Fund Investment Advisory Committee, Honorary Advisor to the Hong Kong Business Angel Network (HKBAN), Honorary Chairman – Asia Pacific of CMA Australia, Chairman of Monte Jade Science and Technology Association of Hong Kong, President of Hong Kong-ASEAN Economic Cooperation Foundation, Vice President of the Hong Kong Real Property Federation, Special Adviser to the Asia Pacific Real Estates Association, a Board member of the Chinese General Chamber of Commerce of Hong Kong and the Australian Chamber of Commerce in Hong Kong and Macau, a founding Board member and the Honourary Treasurer of the Hong Kong Vietnam Chamber of Commerce, Vice Chairman of the Hong Kong Myanmar Chamber of Commerce, a founding member of the Hong Kong-Korea Business Council, and a member of the Hong Kong-Thailand Business Council.

Dr. Lam has over 30 years of international experience in general management, management consulting, corporate governance, investment banking, direct investment and fund management across the telecommunications/media/technology (TMT), consumer/healthcare, infrastructure/real estate, energy/resources and financial services sectors.

Dr. Lam earlier served as a General Manager of Hongkong Telecom, Vice President and Managing Partner – Greater China of the international management consulting firm A.T. Kearney, President & CEO and Vice Chairman of the Board of Chia Tai Enterprises International Limited (now C.P. Lotus Corporation) of multinational conglomerate CP Group, Vice Chairman and COO of Investment Banking Division of BOC International Holdings (the international investment banking arm of the Bank of China group), Executive Director of Singapore Technologies Telemedia (a member of Temasek Holdings), and Chairman – Hong Kong/Vietnam/Cambodia/Laos/Myanmar/Thailand and Senior Adviser – Asia of Macquarie Capital.

LETTER FROM THE BOARD

Dr. Lam is an independent non-executive director of each of CSI Properties Limited (Stock Code: 497), Mei Ah Entertainment Group Limited (Stock Code: 391), Vongroup Limited (Stock Code: 318), Glorious Sun Enterprises Limited (Stock Code: 393) and Haitong Securities Company Limited (Stock Code: 6837 and it is also listed on the Shanghai Stock Exchange with Stock Code: 600837), Elife Holdings Limited (Stock Code: 223), Xi'an Haitiantian Holdings Co., Ltd. (Stock Code: 8227, formerly known as Xi'an Haitian Antenna Holdings Co., Ltd.), Hua Long Jin Kong Company Limited (Stock Code: 1682, formerly known as Highlight China IoT International Limited), Huarong Investment Stock Corporation Limited (Stock Code: 2277) and Kidsland International Holdings Limited (Stock Code: 2122) and a non-executive director of each of Tianda Pharmaceuticals Limited (Stock Code: 455), China Shandong Hi-Speed Financial Group Limited (Stock Code: 412), Sunwah Kingsway Capital Holdings Limited (Stock Code: 188), China LNG Group Limited (Stock Code: 931) and National Arts Entertainment and Culture Group Limited (Stock Code: 8228), the shares of all of which are listed on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"). He is an independent non-executive director of each of Asia-Pacific Strategic Investments Limited (Company Code: 5RA), and Top Global Limited (Company Code: 519), and China Medical (International) Group Limited (Company Code: 5IB) and non-executive director of Singapore eDevelopment Limited (Company Code: 40V), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is also an independent director of Sunwah International Limited (Company Code: TSX SWH) whose shares are listed on the Toronto Stock Exchange; an independent non-executive director of AustChina Holdings Limited (Company Code: ASX AUH), the shares of which are listed on the Australian Securities Exchange; and non-executive director of Adamas Finance Asia Limited (Company Code: ADAM), the shares of which are listed on the London Stock Exchange. Dr. Lam was non-executive director of ZH International Holdings Limited (Stock Code: 185), DTXS Silk Road Investment Holdings Company Limited (Stock Code: 620) and Roma Group Limited (Stock Code: 8072), and he was also an independent non-executive director of, Mingyuan Medicare Development Company Limited (Stock Code: 233), Imagi International Holdings Limited (Stock Code: 585), the shares of all of which are listed on the Hong Kong Stock Exchange, Rowsley Limited (Company Code: A50), the shares of which are listed on the Singapore Exchange, and Vietnam Equity Holding (Company Code: 3MS), the shares of which are listed on the Stuttgart Stock Exchange.

Pursuant to his letter of appointment with the Company, Dr. Lam is appointed for a term of two years commencing from 17 May 2018 up to and including 16 May 2020 (which is renewable upon expiry). He will hold office until the first general meeting of the Company after his appointment at which he will be eligible for re-election. Thereafter, he will be subject to retirement by rotation and re-election at least once every three years at annual general meetings pursuant to the Bye-laws of the Company. Dr. Lam, as an independent non-executive director, is entitled to (i) an annual director's fee of HK\$250,000 to act as an independent non-executive director; (ii) an annual fee of HK\$10,000 to act as a member of the Remuneration Committee; and (iii) an annual fee of HK\$10,000 to act as a member of the Nomination Committee. Such remuneration is determined with reference to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market situation (subject to review by the Board from time to time).

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Save as disclosed above, Dr. Lam does not hold any position in the Company or any of its subsidiaries or have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company. He has not held any directorship in other listed companies in Hong Kong or overseas or other major appointments and qualifications in the past three years. Save as disclosed herein, Dr. Lam does not have any interests in the shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of the abovenamed Director.

3. CLARIFICATION STATEMENT

Reference is made to the circular of Hsin Chong Group Holdings Limited (the “**Company**”) dated 18 May 2018, in relation to the Proposals in Relation to Re-election of Directors (the “**AGM Circular**”), the notice of annual general meeting of the Company (the “**AGM**”) convening an annual general meeting to be held on 27 June 2018 issued on the same date (the “**AGM Notice**”) and the proxy form of the Company accompanied thereto (the “**Proxy Form**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Company would like to clarify that an inadvertent clerical error has been made on pages 8 and 9 of Appendix I, Biographical Details of Directors Offering for Re-election, item 3 of Mr. LUI Chun Pong (“**Mr. Lui**”) of the AGM Circular, the Company would like to clarify that paragraph should be further disclosed as follows with the underlined:

“Mr. LUI Chun Pong was an ex-executive Director of Synergis Holdings Limited (Stock Code: 02340) from 11 December 2015 to 9 March 2017.”

Saved as disclosed above, as at the Latest Practicable Date, Mr. Lui did not hold any other major appointments and has not held any position or directorship in any other listed public companies during the past three years preceding the Latest Practicable Date.

The above mentioned clarification does not affect any other information contained in the AGM Circular, the AGM Notice and the Proxy Form. Save as aforesaid, all other contents of the AGM Circular, the AGM Notice and the Proxy Form remain unchanged.

LETTER FROM THE BOARD

4. SUPPLEMENTAL DOCUMENTS

As set out in the Circular, the AGM will be held at HKEJ Conference Centre, Ground Floor, United Overseas Plaza, 11 Lai Yip Street, Kwun Tong, Hong Kong on Wednesday, 27 June 2018 at 11 a.m.. Given the AGM Notice and proxy form accompanying the Circular ("**First Form of Proxy**") do not contain the proposed resolution in relation to the proposed re-election of Dr. Lam: (i) a supplemental notice of annual general meeting ("**Supplemental AGM Notice**") is set out in Appendix I to this Supplemental Circular; and (ii) a second form of proxy has been prepared and is enclosed with this Supplemental Circular ("**Second Form of Proxy**").

Both the Supplemental AGM Notice and the Second Form of Proxy are published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.hsinchong.com>) and contain the proposed resolution for the proposed re-election of Dr. Lam.

5. SECOND FORM OF PROXY

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Second Form of Proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited ("**Share Registrar**") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof ("**Closing Time**"). Completion and return of the Second Form of Proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the First Form of Proxy with the Share Registrar is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Form of Proxy with the Share Registrar should note that:

- (a) if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Form of Proxy, and in respect of the resolution for the proposed re-election of Dr. Lam as set out in the Supplemental AGM Notice and the Second Form of Proxy, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions.
- (b) if the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholders if correctly completed.

LETTER FROM THE BOARD

- (c) if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on the proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

6. VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll.

7. RECOMMENDATION

The Directors consider that the proposed re-election of Dr. Lam as independent non-executive director of the Company at the AGM is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that you vote in favour of such resolution.

8. RESPONSIBILITY STATEMENT

This Supplemental Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Supplemental 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 Supplemental Circular misleading. Shareholders are advised to read this Supplemental Circular together with the Circular for information relating to the voting arrangement.

Yours faithfully,
For and on behalf of the Board of
Hsin Chong Group Holdings Limited
LIN Zhuo Yan
Non-Executive Chairman and Non-executive Director

**HSIN CHONG GROUP HOLDINGS LIMITED****新昌集團控股有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 00404)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Hsin Chong Group Holdings Limited (the “**Company**”) dated 18 May 2018 (“**Initial Notice**”), by which the Company convenes an annual general meeting to be held at HKEJ Conference Centre, Ground Floor, United Overseas Plaza, 11 Lai Yip Street, Kwun Tong, Hong Kong on Wednesday, 27 June 2018 at 11 a.m. (“**AGM**”) and this supplemental notice shall be read together with the Initial Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that in addition to the resolutions set out in the Initial Notice, the following resolution will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company (“**Shareholders**”) at the AGM:

ORDINARY RESOLUTION

5. “To re-elect Dr. LAM Lee G. as an independent non-executive director of the Company.”

By order of the Board
Hsin Chong Group Holdings Limited
CHAN Chi Fai David
Company Secretary

Hong Kong, 8 June 2018

* *for identification purposes only*

Notes:

1. Any member entitled to attend and vote at the Meeting shall be entitled to appoint a proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.
2. In the case of joint holders of any share, any one of such joint holders may vote, either in person or by proxy or in case of a corporation by its duly authorized representative, in respect of such share at the annual general meeting as if he were solely entitled thereto, but if more than one of such joint holders be present in person or by proxy or in case of a corporation by its duly authorized representative at the meeting, then one of the persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, any instrument appointing a proxy and 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, shall be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting thereof. Completion and delivery of the proxy form will not preclude a member from attending and voting in person at the Meeting or any adjourned meeting thereof should he so wish.
4. The register of members of the Company will be closed from Thursday, 21 June 2018 to Wednesday, 27 June 2018, both days inclusive (Hong Kong time), for the purpose of ascertaining shareholders' entitlement to attend and vote at the Meeting. In order to be eligible to attend and vote at the Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 20 June 2018 (Hong Kong time). During the period mentioned above, no transfers of shares will be registered.
5. Since the proxy form ("**First Form of Proxy**") sent together with the Initial Notice does not contain the proposed resolution for the proposed re-election of Dr. LAM Lee G. set out in this supplemental notice, a second form of proxy ("**Second Form of Proxy**") has been prepared and is enclosed with the Company's supplemental circular of which this supplemental AGM notice forms part.
6. A Shareholder who has not yet lodged the First Form of Proxy with the Share Registrar is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.
7. A Shareholder who has already lodged the First Form of Proxy with the Company should note that:
 - (i) if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Form of Proxy, and in respect of the resolution for the proposed re-election of Dr. LAM Lee G. as set out in this supplemental AGM notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
 - (ii) if the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
 - (iii) if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on the proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.