

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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 of **Shenzhou Space Park Group Limited**, you should at once hand this circular and the accompanying 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.

---

**SHENZHOU SPACE PARK GROUP LIMITED****神舟航天樂園集團有限公司**

*(Formerly known as China Household Holdings Limited 中國家居控股有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 692)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

The notice convening the Annual General Meeting of Shenzhou Space Park Group Limited (“the Company”) to be held at Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong on Saturday, 3 November 2018 at 8:00 a.m. is set out on pages 10 to 11 of this circular.

Whether or not you are able to attend the Annual General Meeting of the Company, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so desire.

4 October 2018

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Re-election of Directors .....	3
Annual General Meeting .....	4
Action to be Taken .....	4
Procedures for Voting .....	4
Responsibility Statement .....	5
Recommendation .....	5
General .....	5
<b>Appendix I – Directors Proposed to be Re-elected</b> .....	6
<b>Notice of Annual General Meeting</b> .....	10

---

## DEFINITIONS

---

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

“AGM”	the Annual General Meeting of the Company to be held at Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong on Saturday, 3 November 2018 at 8:00 a.m., notice of which is set out on pages 10 to 11 of this circular;
“Board”	Board of Directors;
“Bye-Laws”	the Bye-Laws of the Company;
“Company”	Shenzhou Space Park Group Limited;
“Director(s)”	the director(s) of the Company;
“Eligible Person(s)”	including but not limited to any directors (whether executive or non-executive and whether independent or not) and any employee (whether full time or part time) of the Group or any other person, who, at the sole discretion of the Board, has contributed to the Group;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of AGM;
“PRC”	the People’s Republic of China;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);

---

## DEFINITIONS

---

“Share(s)”	share(s) of HK\$0.001 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers.

---

## LETTER FROM THE BOARD

---



# SHENZHOU SPACE PARK GROUP LIMITED 神舟航天樂園集團有限公司

(Formerly known as China Household Holdings Limited 中國家居控股有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 692)

*Executive directors:*

Mr. Zheng Jianhua (*Chief executive officer*)  
Mr. Fu Zhenjun  
Mr. Xie Qiangbo  
Ms. Lu Wei  
Mr. Ma Leng

*Non-executive directors:*

Mr. Li Dikang  
Mr. Jin Zheng Guo Sen

*Independent non-executive directors:*

Mr. Lin Xuebin  
Mr. Yu Bingguang  
Mr. Lan Hai  
Mr. Wong Chi Kin  
Mr. Tang Man Tsz

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head Office and Principal Place  
of Business:*

Suite no 1001B, 10/F.,  
Tower 1, China Hong Kong City,  
33 Canton Road, Tsim Sha Tsui,  
Kowloon, Hong Kong

4 October 2018

*To the Shareholders and for information only,  
the holders of the Convertible Bonds*

Dear Sir or Madam,

### **PROPOSALS FOR RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING**

#### **RE-ELECTION OF DIRECTORS**

The Board currently consists of 12 Directors, namely, Mr. Zheng Jianhua, Mr. Fu Zhenjun, Mr. Xie Qiangbo, Ms. Lu Wei, Mr. Ma Leng, Mr. Li Dikang, Mr. Jin Zheng Guo Sen, Mr. Lin Xuebin, Mr. Yu Bingguang, Mr. Lan Hai, Mr. Wong Chi Kin, and Mr. Tang Man Tsz.

---

## **LETTER FROM THE BOARD**

---

In accordance with Clause 99 of the Company's bye-laws, Mr. Lin Xuebin will retire by rotation at the forthcoming AGM and pursuant to Clause 102(B) of the Company's bye-laws, Mr. Zheng Jianhua, Mr. Xie Qiangbo, Ms. Lu Wei, Mr. Ma Leng, Mr. Jin Zheng Guo Sen, Mr. Lan Hai, Mr. Wong Chi Kin, Mr. Tang Man Tsz and Mr. Yu Bingguang, being Directors appointed by the Board, will retire at the forthcoming AGM. All the retiring directors are eligible for re-elections.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### **AUDITED FINANCIAL STATEMENTS OF THE COMPANY**

As the audited consolidated financial statements of the Group and reports of directors and auditors of the Company for the year ended 31 December 2017 are not yet available for adoption at the Annual General Meeting, an ordinary resolution will be proposed for an adjournment of the Annual General Meeting and postponement for the adoption of the aforesaid financial statements and declaration of final dividends (if recommended by the Board) at the adjourned Annual General Meeting on such date to be determined by the Board.

### **ANNUAL GENERAL MEETING**

At the AGM, resolutions will be proposed to the Shareholders in respect of the ordinary business of the Company to be considered at the AGM, being the re-election of Directors and the appointment of Auditor and adjournment of the AGM. The notice of AGM is set out on pages 10 to 11 of this circular expected to be dispatched to the Shareholders together with this circular.

### **ACTION TO BE TAKEN**

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so desire.

### **PROCEDURES FOR VOTING**

Pursuant to Rule 13.39 of the Listing Rules, all votes of Shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to clause 70 of the Bye-Laws.

---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATION

The optimisation of proposed directors comprises professionals in the fields of banking, finance, legal and administration with a view to discharge their duties of managing the Company and protecting all Shareholders' interests as well as integrity responsibility in a more comprehensive manner. The Directors consider that the re-election of Directors is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders of the Company should vote in favour of the resolutions to be proposed at the AGM to give effect to such matters.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Fu Zhenjun**  
*Executive Director*

*The followings are the particulars of the nine Directors proposed to be re-elected at the AGM of the Company:*

**1. Mr. Zheng Jianhua (鄭建華)**

Mr. Zheng, aged 54, holds a postgraduate degree in law from Hunan University. Mr. Zheng has worked for the government and judiciary system and has served as a judge for over 20 years. He was honored as National Senior Judge and Police Supervisor, Class I by the Supreme People's Court of the People's Republic of China. Mr. Zheng has served as the person in charge of a government department and a senior judge for a long time and possessed abundant knowledge in law and extensive experience in practical legal affairs and administrative management.

**2. Mr. Xie Qiangbo (謝強波)**

Mr. Xie, born in 1977, had worked as technical director, factory manager, general manager of marketing, new project director and general manager of large-to-medium sized enterprises such as Nature Home and CHIGO Air Conditioning Group. He has extensive corporate management and marketing experience in household business covering research and development and positioning of new household products, brand strategic promotion, team building and training, development of new markets and sales of new products, as well as development of sales and marketing networks. Mr. Xie has a long and well-established connection with large-scale real-estate companies in China.

**3. Ms. Lu Wei (路薇)**

Ms. Lu, born in 1965, is a post-graduate from the Southwest University of Political Science and Law and Hunan University, majored in law. She is currently a partner of Beijing Bomeng Law Firm (北京博盟律師事務所) and is a practicing solicitor. Over the years, she has engaged in the research works in law and jurisprudence, organized and participated in the bi-lateral law exchanges between Mainland China and Hong Kong and Macau on many occasions. She was engaged to deliver regular civil and commercial law courses in Beijing Diaoyutai State Guesthouse. She once worked as the vice-president of administration and law in a listed company, Jingui Silver Industry (Stock Code: 002716SZ) and an executive director in Shenzhen Haobang Investment Company (深圳浩邦投資公司). She has tremendous capability in dealing with cases relating to civil and commercial law and has ample experience in commercial operation.



**4. Mr. Ma Leng (馬稜)**

Mr. Ma, aged 42, was graduated from the School of Journalism & Communication of Guangzhou University. He had served as the China Region general manager of Global Strategy Group Limited and provided consulting services to well-known and listed companies such as Nanfeng Group, Road King Infrastructure Limited (stock code: 1098) and Keppel Corporation. Mr. Ma has professional experience in comprehensive urban development project management and deeply participated in the development and construction of Sino-Singapore Tianjin Eco-city. In 2013, Mr. Ma served as the Chief Executive of China Baosha Group and has participated in the planning and operation of various large scale city comprehensive development, industrial parks, ecological parks such as Jing Kai Meng Du in Zhengzhou and have rich experience in public relations and large-scale real estate project management.

**5. Mr. Jin Zheng Guo Sen (金國盛)**

Mr. Jin, born in 1954, was seconded to study in Japan by the Ministry of Security of the PRC government and graduated from the University of Tokyo, majored in Business Administration. He then studied Spanish and International Trade Relations at the University of Peru. He has been appointed as special assistant to chairman of AACP (秘魯中資企業協會). He is currently deputy director of China Institute of Strategy & Management and executive deputy director of Economic Development Committee.

**6. Mr. Lan Hai (蘭海)**

Mr. Lan, born in 1971, was graduated from the China University of Political Science and Law (中國政法大學) and Hunan Normal University (湖南師範大學) majored in law and computer accounting respectively and currently is a practicing solicitor. Mr. Lan is practicing professional legal and financial management in Guangdong WeiRan Law Firm (廣東偉然律師事務所) and is involved in merger and acquisition, reconstructing, IT and internal control management of various enterprises and possesses strong ability in handling cases professionally. Mr. Lan worked as a court presiding judge and head of office for 15 years and has accumulated extensive working experience in the government sector. He is a seasoned law and finance management specialist.

**7. Mr. Wong Chi Kin (黃志堅)**

Mr. Wong, aged 45, has approximately 20 years of experience working in accounting, banking and corporate finance with various international banks and companies listed in Hong Kong and the UK.

Mr. Wong was appointed as an independent non-executive director of Tsui Wah Holdings Limited (“Tsui Wah”) (stock code: 1314), the Shares of which are listed on the Main Board of the Stock Exchange on 5 November 2012 and was redesignated from an independent non-executive director to a non-executive director of Tsui Wah on 1 November 2016.

Mr. Wong has been the chief financial officer of Orient Victory Travel Group Company Limited (“Orient Victory”) (stock code: 265), the shares of which are listed on the Stock Exchange, since October 2014. Prior to joining Orient Victory, he held various positions at China Qinfa Group Limited (stock code: 866), the shares of which are listed on the Stock Exchange, including deputy chief financial officer (from April 2011 to September 2011), and chief financial officer (from September 2011 to October 2014), as well as the company secretary and authorised representative (from July 2011 to August 2014). In addition, Mr. Wong has been appointed as a non-executive director of Asiaray Media Group Limited (stock code: 1993), the shares of which are listed on the Stock Exchange, since 24 March 2017.

Mr. Wong obtained a bachelor of science in finance from the City University of Hong Kong in December 1996, a master’s degree in practising accounting from Monash University, Australia in November 2001 and an Executive master of business administration from The Chinese University of Hong Kong in December 2010. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of CPA Australia and an associate member of The Hong Kong Institute of Directors.

**8. Mr. Tang Man Tsz (鄧文慈)**

Mr. Tang, aged 47, has been an independent non-executive director of Tsui Wah since 1 November 2016. Mr. Tang is also a member of the Nomination Committee and the Remuneration Committee of Tsui Wah, Mr. Tang currently, is the managing director of UNI Consulting (HK) Limited and was vice chief financial officer of listed companies. Mr. Tang has accumulated over 20 years of experience in international investment and corporate banking services. He worked for numerous renowned international banking corporations including Merrill Lynch, UBS, Royal Bank of Scotland and BNP Paribas, in which he was involved in the provision of bond financing and equity financing services. Mr. Tang received a bachelor's degree in economics from The Chinese University of Hong Kong in 1994.

**9. Mr. Yu Bingguang (余炳光)**

Mr. Yu, aged 49, has over 29 years of experience in banking and financial services. He is currently the General Manager of Guangdong Lida Guarantee Investment Limited. Mr. Yu has not previously held any position with the Company or any subsidiaries prior to his joining of the Group, and has not been a director in any other listed public companies in the past three years.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



# SHENZHOU SPACE PARK GROUP LIMITED 神舟航天樂園集團有限公司

*(Formerly known as China Household Holdings Limited 中國家居控股有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 692)**

**NOTICE IS HERE BY GIVEN** that the Annual General Meeting of shareholders of the Company will be held at Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong on Saturday, 3 November 2018 at 8:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions (with or without modifications):-

1. (i) To re-elect Mr. Zheng Jianhua as executive Director with immediate effect.
- (ii) To re-elect Mr. Xie Qiangbo as executive Director with immediate effect.
- (iii) To re-elect Ms. Lu Wei as executive Director with immediate effect.
- (iv) To re-elect Mr. Ma Leng as executive Director with immediate effect.
- (v) To re-elect Mr. Jin Zheng Guo Sen as non-executive Director with immediate effect.
- (vi) To re-elect Mr. Lan Hai as independent non-executive Director with immediate effect.
- (vii) To re-elect Mr. Wong Chi Kin as independent non-executive Director with immediate effect.
- (viii) To re-elect Mr. Tang Man Tsz as independent non-executive Director with immediate effect.
- (ix) To re-elect Mr. Yu Bingguang as independent non-executive Director with immediate effect.
- (x) To authorise the Board to fix the remunerations of Directors.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

2. To re-appoint Cheng & Cheng CPA Limited as the auditor of the Company and its subsidiaries with immediate effect and to hold office until the conclusion of the next annual general meeting, and to authorize the Board to fix their remuneration.
3. The adjournment of the Annual General Meeting and postponement of (i) the adoption of the audited financial statements of the Company and the reports of Directors and the auditors of the Company for the year ended 31 December 2017, and (ii) the declaration of final dividends for the aforesaid financial year, if recommended by the Board, to the date of the adjourned Annual General Meeting to be determined by the Board, be and are hereby approved.

By Order of the Board  
**Yuen Kwok Kuen**  
*Company Secretary*

Hong Kong, 4 October 2018

*Notes:*

- (1) A member entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the AGM or any adjourned meeting thereof.  
  
The register of members of the Company will be closed from Wednesday, 31 October 2018 to Friday, 2 November 2018 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the AGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 30 October 2018.
- (3) In the case of joint holders of any Share, any one of such holders may vote at the AGM either personally or by proxy in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that Share.
- (4) Pursuant to Rule 13.39 of the Listing Rules, all votes of Shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to clause 70 of the Bye-Laws.