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If you are in any doubt about this circular or as to the action to be taken, you should consult your 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 **China Renaissance Holdings Limited**, you should at once hand this circular with the enclosed 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 the transferee.

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**CHINA RENAISSANCE HOLDINGS LIMITED****華興資本控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1911)

**PROPOSED SCHEME MANDATE
TO ISSUE SHARES UNDER THE SHARE AWARD SCHEME;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of China Renaissance Holdings Limited to be held at Units 8107–08, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on July 27, 2022 at 9:30 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.huaxing.com. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon 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 but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting (i.e. before 9:30 a.m. on July 25, 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof if they so wish.

July 12, 2022

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DEFINITIONS

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

“2018 RSU Plan”	the China Renaissance Holdings Limited 2018 Restricted Share Unit Plan as approved by Board on June 15, 2018; further details of which are disclosed in the section headed “Statutory and General Information — E. RSU Plan” in Appendix IV to the Prospectus
“Adoption Date”	May 27, 2022, being the date on which the Company adopted the Scheme
“Articles of Association”	the amended and restated articles of association of the Company adopted by special resolution on September 7, 2018 and effective upon the Listing Date, as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Award”	an award granted under the Scheme by the Board to a Selected Participant, which may vest in the form of Award Shares or the actual selling price of the Award Shares in cash in accordance with the Scheme Rules and the terms of the Award
“Award Shares”	the Shares granted to a Selected Participant in an Award
“Board”	board of directors of the Company
“Company”	China Renaissance Holdings Limited (華興資本控股有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 9:30 a.m. on July 27, 2022 at Units 8107–08, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong for the purpose of considering and, if thought fit, approving, among other things, the Scheme Mandate
“Eligible Person(s)”	any person, being an employee, a Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, of any member of the Group (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its delegate considers, in their sole discretion, to have contributed or will contribute to the Group; provided however, no such person who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person, shall be entitled to participate in the Scheme and such person shall therefore be excluded from the term Eligible Person
“ESOP”	the employees’ share option plan of the Company as approved by the Board on August 24, 2012, which was amended and restated on March 1, 2013, April 27, 2015, and June 5, 2018; further details of which are disclosed in the section headed “Statutory and General Information — D. ESOP” in Appendix IV to the Prospectus
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“July Announcement”	the announcement of the Company dated July 5, 2022

DEFINITIONS

“Latest Practicable Date”	July 8, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	September 27, 2018, being the date the Shares were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“May Announcement”	the announcement of the Company dated May 27, 2022
“Prospectus”	the prospectus of the Company dated September 14, 2018
“RSUs”	restricted share units
“Scheme” or “Share Award Scheme”	the share award scheme governed by the Scheme Rules and adopted by the Company on the Adoption Date pursuant to a resolution of the Board
“Scheme Mandate”	a specific and unconditional mandate proposed to be granted by the Shareholders to the Board to issue, allot, procure the transfer of and otherwise deal with the 18,000,000 new Shares to satisfy Awards that may be awarded pursuant to the Scheme
“Scheme Rules”	the rules governing the Scheme
“Selected Participant(s)”	any Eligible Person approved for participation in the Scheme and who has been granted any Award in accordance with the Scheme Rules
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.000025 each
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Trustee”	Honor Equity II Limited, an entity established for the sole purpose of holding the Shares underlying the Awards that may be granted pursuant to the Scheme on trust for Selected Participants
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent



CHINA RENAISSANCE HOLDINGS LIMITED

華興資本控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1911)

Executive Directors:

Mr. Bao Fan (*Chairman*)
Mr. Xie Yi Jing
Mr. Wang Lixing

Non-executive Directors:

Mr. Li Eric Xun
Mr. Liu Xing
Mr. Lin Ning David

Independent Non-executive Directors:

Ms. Yao Jue
Mr. Ye Junying
Mr. Zhao Yue

Registered office:

The offices of Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Headquarters and principal place of business
in the PRC:*

Pacific Century Place, Gate 1, Space 8
No. 2A Workers' Stadium North Road
Chaoyang District
Beijing 100027
PRC

Principal place of business in Hong Kong:

Units 8107-08, Level 81
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

July 12, 2022

To the Shareholders

Dear Sir or Madam

**PROPOSED SCHEME MANDATE
TO ISSUE SHARES UNDER THE SHARE AWARD SCHEME;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the May Announcement and the July Announcement in relation to, among others, the adoption of the Scheme, the Scheme Rules and the Scheme Mandate. The purpose of this circular is to give you further information about the proposed Scheme Mandate, other information in accordance with the requirements of the Listing Rules and the notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED SCHEME MANDATE TO ISSUE SHARES UNDER THE SHARE AWARD SCHEME

As disclosed in the May Announcement, on May 27, 2022, the Board adopted the Scheme, in which all employees (including without limitation any Directors), officers and consultants of the Group may be eligible to participate. The purposes of the Scheme are to align the interests of Eligible Persons with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/ or the increase in value of the Shares and to encourage and enable Eligible Persons, upon whose judgment, initiative and efforts the Group largely depends for the successful conduct of its business, to make contributions to the long-term growth and profits of the Group and share in the success of the Group.

Under the Scheme Rules, an employee, a Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, of any member of the Group whom the Board or its delegate considers, in their sole discretion, to have contributed or will contribute to the Group, is entitled to participate in the Scheme and will be eligible to be selected by the Board or its delegate as a Selected Participant. A Selected Participant shall exclude any person who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person. While the Scheme Rules do not set out in detail formal eligibility criteria beyond the above, the Board or its delegate, when exercising their discretion to determine Selected Participants who are employees of the Group, will take into account the following factors: (i) the employee's past and future contribution to the Group; and (ii) for new employees, the rank and importance of his or her hired position, his or her potential to contribute to the development of the Group in the long run as well as his or her attitude, motivation and commitment to work.

Although as of the Latest Practicable Date, the Company had not identified any specific Selected Participants to whom it wishes to grant Awards and it follows that there is no current plan to grant any Awards to any non-employee of the Group (which may include consultants of the Group), the Board or its delegate shall, in accordance with the Scheme Rules, consider the past and future contribution any potential non-employee grantee has brought or will bring to the Group before making any grant of Awards to such class of participants. Factors that the Board or its delegate may take into account include but are not limited to his or her level of expertise, industry knowledge, support and assistance in the areas of business development, revenue contribution, client coverage, middle-and-back office contributions, risk and other controls functions leading to the Group's long term growth and development. Notwithstanding the above mentioned factors, the selection criteria and the kind of value of the contribution to the Group shall remain at the discretion of the Board or its delegate in accordance with the Scheme Rules.

LETTER FROM THE BOARD

Details of the Scheme are set out in the May Announcement and the July Announcement and a summary of the Scheme Rules is set out in the Appendix to this circular. Subject to the Shareholders' approval of the Scheme Mandate at the EGM, the Board proposes to issue not more than 18,000,000 new Shares at par value to satisfy Awards that may be granted to non-connected Selected Participants. As at the Latest Practicable Date, there was a total of 555,832,776 Shares in issue. Following the allotment and issuance of 18,000,000 Shares (representing approximately 3.24% of the total number of issued Shares as at the Latest Practicable Date) pursuant to the Scheme Mandate, the total number of issued Shares will increase from 555,832,776 to 573,832,776, assuming no other Shares will be issued between the Latest Practicable Date and the date that all 18,000,000 new Shares are allotted and issued. Further details of the potential dilution impact of the Scheme Mandate on the shareholding structure of the Company are set out in the table below, which are for illustration purpose only:

	As at the Latest Practicable Date		Immediately after the issue of the 18,000,000 Shares under the Specific Mandate	
	No. of Shares	%	No. of Shares	%
<i>The public</i>				
Other Shareholders	268,784,916	48.36%	268,784,916	46.84%
Non-connected grantees under the Specific Mandate	—	—	18,000,000	3.14%
<i>Core connected persons</i>				
Mr. Bao Fan and his close associates (<i>Note 1</i>)	272,083,096	48.95%	272,083,096	47.42%
Mr. Liu Xing and his close associates	511,355	0.09%	511,355	0.09%
Other core connected person (being Honor Equity Limited) (<i>Note 2</i>)	14,453,409	2.60%	14,453,409	2.52%
Total	555,832,776	100.00%	573,832,776	100.00%

Note 1: Including Mr. Bao Fan's direct holding of 4,972,600 Shares, indirect holdings of 218,127,332 Shares through CR Partners Limited and 12,240,000 Shares through Best Fellowship Limited. Mr. Bao Fan also controls the voting rights of 31,502,394 Shares held by Sky Allies Development Limited and 5,240,770 Shares held by Go Perfect Development Limited.

Note 2: Honor Equity Limited is established for the sole purpose of holding Shares on trust for the benefit of the participants of the ESOP and the 2018 RSU Plan.

LETTER FROM THE BOARD

Note 3: Directors' interest in options and RSUs for which no voting rights may be exercised are not included.

Note 4: Certain figures included in the table above have been rounded to the nearest two decimal places. Any discrepancies between the total shown and the sum of the amounts listed are due to rounding.

The 18,000,000 Shares under the Scheme Mandate was determined by the Company as the number of new Shares which the Company would need to satisfy the Awards to be granted under the Scheme in order to meet the expected business needs of the Company to attract and retain its talent after a detailed internal analysis with its finance, human resources and legal departments, taking into account of (i) the value of Shares as at the adoption date of the Scheme; (ii) the number of employees in the Group; (iii) share awards granted by comparable companies to their employees; (iv) the potential dilution effect of the Scheme Mandate on Shareholders as set out above; and (v) the importance of share-based incentives considering the fact that the Company operates in the highly competitive investment banking and investment management industry sectors, the success of which is highly dependent on the Company's ability to attract, retain and incentivize certain high-caliber employees and staff.

As at the Latest Practicable Date, the Company did not have any plan to adopt other incentive schemes in addition to the Scheme, the 2018 RSU Plan and the ESOP, and there were unexercised options under the ESOP entitling the option holders to subscribe for a total of 18,475,780 Shares (representing approximately 3.32% of the total number of issued Shares as at the Latest Practicable Date), details of which are set out as follows:

Name or category of grantee	Date of grant	Vesting period	Exercise price	Number of options outstanding as at the Latest Practicable Date
Director				
Bao Fan	April 1, 2018	5 years from the date of grant	US\$0.75	80,000
Xie Yi Jing	April 1, 2018	5 years from the date of grant	US\$0.75	400,000
Wang Lixing	January 1, 2015	5 years from the date of grant	US\$0.25	350,000
	January 1, 2016	5 years from the date of grant	US\$0.625	771,092
	April 1, 2017	5 years from the date of grant	US\$0.625	700,000
	April 1, 2018	5 years from the date of grant	US\$0.75	900,000

LETTER FROM THE BOARD

Name or category of grantee	Date of grant	Vesting period	Exercise price	Number of options outstanding as at the Latest Practicable Date
Other grantees				
In aggregate	Between Nov 5, 2012 and April 1, 2018	Up to 5 years from the date of grant or specific date	Between US\$0.25 and US\$0.75	15,274,688
Total				<u>18,475,780</u>

As at the Latest Practicable Date, there were also 14,351,511 outstanding RSUs under the 2018 RSU Plan entitling the RSU holders to be awarded a total of 14,351,511 Shares (representing approximately 2.58% of the total number of issued Shares as at the Latest Practicable Date) upon vesting, details of which are set out as follows:

Name or category of grantee	Number of Shares underlying the RSUs as at the Latest Practicable Date			
	Granted	Vested	Forfeited	Outstanding
Directors				
Bao Fan	3,570,548	943,432	—	2,627,116
Xie Yi Jing	857,779	212,704	—	645,075
Wang Lixing	1,250,683	476,731	—	773,952
Other grantees (Note 1)				
In aggregate	<u>17,598,306</u>	<u>5,512,216</u>	<u>1,780,722</u>	<u>10,305,368</u>
Total	<u>23,277,316</u>	<u>7,145,083</u>	<u>1,780,722</u>	<u>14,351,511</u>

Note 1: Such other grantees were employees of the Group as at the date of the grants.

Further details of the ESOP and the 2018 RSU Plan are set out in the section headed “Statutory and General Information” on Appendix IV of the Prospectus and the Company’s annual report for the year ended December 31, 2021.

LETTER FROM THE BOARD

For the sole purpose of administering the Scheme before the vesting of Awards granted to Selected Participants under the Scheme, the Board has appointed the Trustee to hold the Shares underlying the Awards on trust for such Selected Participants. The Trustee is an entity wholly-owned by Cantrust (Far East) Limited, an independent professional trust company, and was established for the sole purpose of holding Shares on trust for Selected Participants. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Trustee is independent of the Company and connected persons of the Company.

The Company will issue an announcement each time a grant of Awards is made to Selected Participants pursuant to the Scheme. Such announcement(s) will disclose in respect of the relevant grant of Awards (i) the total number of grantees; (ii) the category of grantees; (iii) whether the grantees are connected persons of the company; (iv) the total number/amount of Awards granted to such grantees; and (v) how such Awards will be satisfied upon vesting. No Shares issued pursuant to the Scheme Mandate will be used to satisfy any Awards granted to connected persons of the Company. In accordance with the Scheme Rules, Awards to connected persons of the Company may be satisfied by Shares purchased on-market or new Shares to be issued by the Company. In case any Awards to connected persons of the Company will be satisfied by issuance of new Shares, the Company shall in addition comply with the applicable provisions under Chapter 14A of the Listing Rule, including any reporting, announcement and independent Shareholders' approval requirements thereunder.

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the Scheme Mandate. The Scheme Mandate, once granted, shall remain in effect during the period from the passing of the ordinary resolution granting the Scheme Mandate until its renewal, variation or revocation by an ordinary resolution of the Shareholders in a general meeting.

Applications will be made to the listing division of the Stock Exchange for the listing of and the permission to deal in any Shares that may be allotted and issued under the New Share Limit to satisfy Awards granted to Selected Participants who are not connected persons of the Company under the Scheme. Shares under the Scheme Mandate may only be issued to satisfy Awards after obtaining approval from the listing division of the Stock Exchange for the listing of and permission to deal in such Shares.

The Scheme Mandate is a specific mandate to issue 18,000,000 Shares to satisfy Awards that may be granted to non-connected Selected Participants. As of the Latest Practicable Date, the Company had no plan to refresh the New Share Limit or issue additional new Shares (whether annually or otherwise) to satisfy Awards to be granted under the Scheme. Where there is a commercial need to issue new Shares in excess of the 18,000,000 Shares to satisfy the vesting of

LETTER FROM THE BOARD

Awards in the future, such refreshment or increase of the New Share Limit by the Company shall only be done in accordance with its Articles of Association, the Listing Rules (including obtaining Shareholders' approval at a general meeting of the Company if required) and all applicable laws.

The cost attributable to the grant of any Awards under the Scheme will be accounted for by reference to the market value of the Shares at the time of the grant, taking into account the terms and conditions upon which Awards were granted. The fair value of the Awards granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the Awards, the total estimated fair value of the Awards as of the grant date is spread over the vesting period, taking into account the probability that the Awards will vest.

In case of any amendment to the Scheme, the Company shall comply with the applicable provisions under the Listing Rules, including obtaining independent Shareholders' approval if required.

3. REASONS AND RATIONALE FOR THE SCHEME MANDATE

The purposes of the Scheme are to align the interests of Eligible Persons with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares and to encourage and enable Eligible Persons, upon whose judgment, initiative and efforts the Group largely depends for the successful conduct of its business, to make contributions to the long-term growth and profits of the Group and share in the success of the Group. The Scheme Mandate will provide flexibility to the Directors as to the manner of satisfaction of the Awards upon the vesting thereof.

The Directors therefore consider that the Scheme Mandate is in the interests of the Company and its Shareholders as a whole.

4. LISTING RULES IMPLICATIONS

The Scheme Mandate is conditional upon, among other things, the approval by the Shareholders by ordinary resolution to be passed at the EGM.

5. NOTICE OF EXTRAORDINARY GENERAL MEETING

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Scheme Mandate. A notice convening the EGM is set out on pages 17 to 21 of this circular.

LETTER FROM THE BOARD

6. FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.huaxing.com. Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon 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 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting (i.e. before 9:30 a.m. on July 25, 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting or any adjourned meeting thereof if they so wish.

7. VOTING BY POLL

None of the Shareholders or their associates have any interest in the Scheme Mandate. Accordingly, no Shareholders will be required to abstain from voting on the resolution relating to the Scheme Mandate at the EGM.

Pursuant to the article 13.6 of the Articles of Association and Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. Therefore, the chairman of the EGM shall therefore demand voting on the resolution set out in the notice of EGM be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

8. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the proposed resolution for the granting of the Scheme Mandate is in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully

By Order of the Board

China Renaissance Holdings Limited

Bao Fan

Chairman of the Board and Executive Director

APPENDIX

A summary of the Scheme Rules is set out below:

Purpose

The purposes of the Scheme are to align the interests of Eligible Persons with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares and to encourage and enable Eligible Persons, upon whose judgment, initiative and efforts the Group largely depends for the successful conduct of its business, to make contributions to the long-term growth and profits of the Group and share in the success of the Group.

Eligible Persons

Any person, being an employee, a Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, or any member of the Group (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its delegate considers, in their sole discretion, to have contributed or will contribute to the Group; provided however, no such person who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person, shall be entitled to participate in the Scheme and such person shall therefore be excluded from the term Eligible Person.

Duration

Unless terminated by the Board, the Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, and thereafter for so long as there are any non-vested Award Shares relating to Awards granted prior to the expiration of the Scheme.

Administration

The Board shall be responsible for administering the Scheme in accordance with the Scheme Rules.

Operation

Subject to the Scheme Rules, the Board may, from time to time, select any Eligible Person to be a Selected Participant and grant an Award to such Selected Participant during the duration of the Scheme. Each grant of an Award to any Director shall be subject to the prior approval of the

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remuneration committee of the Board (excluding any member who is a proposed recipient of the Award) and the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the Award).

The underlying Award Shares to satisfy the Awards (including potential Awards) may be purchased on-market at prevailing market prices from funds provided by the Company or issued and allotted as new Shares by the Company on terms and at issue prices (including at par value) as shall be determined by the Board and from funds provided by the Company. The Company may appoint a trustee to acquire and hold such Award Shares and related income on trust for, and to distribute such Award Shares and related income to Selected Participants, and the trustee shall hold the Award Shares and related income on trust for the Selected Participants in accordance with the Scheme Rules and pursuant to the trust deed or such other governing documents of such trust arrangements.

Subject to the Scheme Rules and terms of the Award, as soon as practicable following the vesting of the Award Shares, the Board shall direct or procure the transfer of the relevant vested Award Shares and related income, or, as the case may be, pay the actual selling price of the relevant vested Award Shares and related income to, the Selected Participant.

Restrictions

No Award shall be made and no instructions to acquire Shares on-market shall be given to the trustee (i) where any Director is in possession of unpublished inside information in relation to the Company or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws rules or regulations, and (ii) during the period of 60/30 days immediately preceding the publication date of the annual/half-year results.

New Share Limit

Unless altered by the Board pursuant to the Scheme Rules and subject to applicable laws, the Company shall not issue or allot more than 18,000,000 Shares (representing approximately 3.3% of the total number of issued Shares as at the Adoption Date) for the purpose of satisfying the vesting of Award Shares underlying all Awards granted pursuant to the Scheme (the “**New Share Limit**”). For the avoidance of doubt, (a) in the event that the Board increases the New Share Limit, any subsequent additional issue and allotment of new Shares shall only be made in accordance with the Company’s memorandum and Articles of Association and applicable laws (including the Listing Rules), and (b) this does not restrict the powers of the Company (or through a trustee) to purchase Shares on market to satisfy the vesting of Award Shares underlying Awards granted pursuant to the Scheme.

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Voting Rights

Neither the trustee nor any Selected Participant shall exercise any voting rights in respect of any Shares held on trust that have not yet vested.

Dividends

Notwithstanding any other provisions in the Scheme Rules, no Selected Participant shall receive any cash income derived from the Award Shares (i.e., cash dividends declared and paid on the Award Shares, if any) in the event that the Company pays any dividend on the Award Shares until such Award Shares become fully vested (provided always that the Selected Participant shall not be entitled to receive any dividend declared and distributed with respect to the Award Share prior to the vesting of the same), unless otherwise provided in the Award letter.

Vesting and Forfeiture

The Board may determine or modify the terms and conditions of the Awards, including but not limited to, among others, the vesting periods, vesting criteria and other conditions. Vesting of the Shares will be conditional on the Selected Participant remaining an employee of the Group until and on each of the relevant vesting dates and his/her execution of the relevant documents to effect the transfer from the trustee.

If a Selected Participant ceases to be an Eligible Person by reason of his or her death or for any other reason, any outstanding awarded Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Person by reason of his or her retirement, any outstanding Award Shares and related income not yet vested shall continue to vest, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If there is an event of change in control of the Company by way of a merger, a privatization of the Company by way of a scheme or by way of an offer, the vesting of any awarded Shares may be accelerated and/or the vesting conditions or criteria of any Awards may be amended or waived at the sole discretion of the Board or its delegate(s).

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Transferability

Awards shall be personal to the Selected Participant to whom it is made and shall not be assignable or transferable and no Selected Participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so.

Alteration of the Scheme

Subject to the applicable laws, the Scheme and the Scheme Rules may be altered in any respect (including but not limited to amendment of the New Share Limit and alterations for the purpose of complying with the Listing Rules) by a resolution of the Board provided that no such alteration shall operate to affect adversely any subsisting rights of any Selected Participant unless:

- (a) with the consent in writing of Selected Participants whose entitlement to Award Shares that have not yet vested represents not less than three-fourths in nominal value of all outstanding Award Shares that have not yet vested as of the date of such resolution (for the avoidance of doubt excluding any Awards that have been offered but not yet accepted and Awards that have been granted subject to conditions and such conditions have not yet been satisfied); or
- (b) with the sanction of a special resolution that is passed at a meeting of the Selected Participants (whose entitlement to Award Shares that have not yet vested) represents not less than three-fourths of the Selected Participants present in person or by proxy at such meeting; or
- (c) such alteration is as necessary or advisable (as determined by the Board) to carry out the purpose of the Scheme as a result of any applicable laws or otherwise is required by any applicable laws.

Termination

The Scheme shall terminate on the earlier of the 10th anniversary of the Adoption Date or such earlier date of termination as determined by the Board provided that such termination shall not affect any outstanding Awards or rights of any Selected Participant.

NOTICE OF EXTRAORDINARY GENERAL MEETING



CHINA RENAISSANCE HOLDINGS LIMITED

華興資本控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1911)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Meeting**”) of China Renaissance Holdings Limited (the “**Company**” and together with its subsidiaries the “**Group**”) will be held at Units 8107–08, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on July 27, 2022 at 9:30 a.m. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. “**That:**

- (a) a specific and unconditional mandate be and is hereby granted to the board of directors of the Company (the “**Board**”) to issue, allot, procure the transfer of and otherwise deal with 18,000,000 new Shares that may be awarded pursuant to the Share Award Scheme (the “**Scheme Mandate**”);
- (b) any one director of the Company be and is hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the Scheme Mandate and the transactions respectively contemplated thereunder or in connection therewith; and
- (c) for the purposes of this resolution:

“Award(s)” means an award granted under the Share Award Scheme by the Board to a Selected Participant, which may vest in the form of Award Shares or the actual selling price of the Award Shares in cash in accordance with the Scheme Rules and the terms of the Award;

“Award Shares” means the Shares granted to a Selected Participant in an Award;

NOTICE OF EXTRAORDINARY GENERAL MEETING

“Eligible Person” means any person, being an employee, a director (including executive directors, non-executive directors and independent non-executive directors), officer, consultant, of any member of the Group (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its delegate considers, in their sole discretion, to have contributed or will contribute to the Group; provided however, no such person who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person, shall be entitled to participate in the Scheme and such person shall therefore be excluded from the term Eligible Person;

“Shares” means ordinary share(s) in the share capital of the Company with a par value of US\$0.000025 each;

“Share Award Scheme” means the share award scheme governed by the Scheme Rules and adopted by the Company on May 27, 2022 pursuant to a resolution of the Board;

“Selected Participant(s)” means any Eligible Person approved for participation in the Share Award Scheme and who has been granted any Award in accordance with the Scheme Rules; and

“Scheme Rules” means the rules governing the Share Award Scheme.

By Order of the Board
China Renaissance Holdings Limited
Bao Fan
Chairman and Executive Director

Hong Kong, July 12, 2022

<i>Registered Office:</i>	<i>Headquarters and principal place of business in the PRC:</i>	<i>Principal place of business in Hong Kong:</i>
PO Box 309		
Ugland House	Pacific Century Place,	Units 8107–08, Level 81
Grand Cayman	Gate 1, Space 8	International Commerce Centre
KY1-1104	No. 2A Workers’ Stadium North Road	1 Austin Road West
Cayman Islands	Chaoyang District	Kowloon, Hong Kong
	Beijing 100027	
	PRC	

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) A Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said 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.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 9:30 a.m. on July 25, 2022) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from July 22, 2022 to July 27, 2022, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on July 21, 2022.
- (v) Taking into account the recent development of the coronavirus disease 2019 (COVID-19), the Company will implement the following prevention and control measures at the Meeting to protect our Shareholders from the risk of infection, including, without limitation:
- compulsory body temperature screening;
 - mandatory use of surgical face masks during the Meeting;
 - mandatory health declaration — anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the Meeting (“**recent travel history**”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the Meeting;
 - maintaining an appropriate social distancing between seats;
 - no corporate gift will be distributed and no refreshments will be served; and
 - limiting attendance in person at the Meeting or implementing any other additional precautionary measures in accordance with the prevailing requirements or guidelines published by the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (vi) Shareholders are advised to read the leaflet attached to this notice of the Meeting for further detail and are reminded to follow any guidelines or requirements of the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the Meeting. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.

- (vii) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the Meeting through video conference or similar electronic means.



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**PRECAUTIONARY MEASURES FOR THE
EXTRAORDINARY GENERAL MEETING (“EGM”)**

Please note that China Renaissance Holdings Limited (the “**Company**”) will implement the following prevention and control measures at the EGM to safeguard the health and safety of the Company’s shareholders (the “**Shareholders**”), investors, directors, staff and other participants of the EGM which include without limitation:

- (1) All Shareholders, proxies and other attendees are required to **wear surgical mask** before they are permitted to attend, and during their attendance of the EGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the EGM venue. Per guidelines issued by the management services office at the International Commerce Centre (ICC) where the EGM will be held, body temperature screening is now implemented. Any personnel once checked to have fever at any ICC entering checkpoints will be denied entry to the building. Denied entry to ICC also means the person will not be allowed to attend the EGM.
- (3) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the EGM (“**recent travel history**”); (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; (iii) he/she is subject to the Government’s prescribed testing requirement or direction and has not tested negative and (iv) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the EGM venue or be required to promptly leave the EGM venue. Anyone who has recent travel history, is subject to quarantine, or has any flu-like symptoms or close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM.
- (4) Seating at the EGM will be arranged so as to allow for appropriate social distancing.
- (5) Limiting attendance in person at the EGM or implementing any other additional precautionary measures in accordance with the prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the EGM venue depending on prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities at the time of the EGM. Shareholders are strongly encouraged to appoint the chairman of the EGM as their proxy to vote on the resolution, instead of attending the EGM in person. Subject to the development of the COVID-19 pandemic, the Company may implement and/or adjust the precautionary measures for the EGM or change the EGM arrangements on short notice.