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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **China Treasures New Materials Group Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Treasures New Materials Group Ltd.

中寶新材集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2439)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES AND BUYBACK SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF AUDITOR;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of the cover and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular. A notice convening the 2023 AGM to be held at No. 3, Jing’Er Road, Kalun Industrial South Region, Jiutai Economics Development Zone, Changchun City, Jilin Province, PRC on Wednesday, 31 May 2023 at 10:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the 2023 AGM is enclosed with this circular. Such form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.jl-ks.cn).

Whether or not you are able to attend the 2023 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

28 April 2023

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DEFINITIONS

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

“2023 AGM”	the AGM to be held at No. 3, Jing’Er Road, Kalun Industrial South Region, Jiutai Economics Development Zone, Changchun City, Jilin Province, PRC on Wednesday, 31 May 2023 at 10:00 a.m., or any adjournment thereof
“AGM”	the annual general meeting of the Company
“Articles of Association”	The second amended and restated articles of association of the Company adopted on 9 March 2023, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Buyback Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buyback Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Company”	China Treasures New Materials Group Ltd. (中寶新材集團有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 21 January 2022, the issued Shares of which are listed on the Main Board of the Stock Exchange on 31 March 2023 (Stock Code: 2439)
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“ESG Committee”	the environmental, social and governance committee of the Board

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office
“Independent Third Party(ies)”	the independent third party(ies) who is/are, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, independent of the Company and its connected person(s)
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2023 AGM to the Directors to allot, issue and deal with additional Shares during the relevant period not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Jilin Kaishun”	吉林省開順新材料有限公司 Jilin Province Kaishun New Material Co., Ltd., a subsidiary of the Company
“Kaishun Insulation Materials”	Jilin Province Kaishun Insulation Materials Co., Ltd.* (吉林省開順保溫材料有限公司) (previously known as Jilin Province Kaishun Machinery Manufacturing Co., Ltd* (吉林省開順機械製造有限公司)), a company established in the PRC on 8 June 2012 and deregistered on 2 March 2016, which was owned as to 60% by Ms. Zhang and 40% by Mr. Shan prior to the deregistration
“Latest Practicable Date”	25 April 2023, 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”	31 March 2023, the date on which the issued Shares were initially 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)

DEFINITIONS

“Mr. Li”	Mr. Li Xiquan, the executive Director of the Company
“Mr. Shan”	Mr. Shan Yuzhu, the executive Director of the Company
“Ms. Zhang”	Ms. Zhang Yuqiu, the executive Director of the Company
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macao and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	the ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time
“Year”	the year ended 31 December 2022
“%”	per cent

LETTER FROM THE BOARD

China Treasures New Materials Group Ltd.
中寶新材集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2439)

Executive Directors:

Ms. Zhang Yuqiu (*Chair*)
Mr. Shan Yuzhu (*Chief Executive Officer*)
Mr. Li Xiquan
Mr. Li Peng

Registered office:

89 Nexus Way
Camana Bay
Grand Cayman
KY1-9009
Cayman Islands

Independent non-executive Directors:

Mr. Ng Tat Fung
Dr. Sun Shulin
Dr. Lai King Yin

*Principal Place of Business and Head Office
in the PRC*

No. 3, Jing'Er Road
Kalun Industrial South Region
Jiutai Economics Development Zone
Changchun City
Jilin Province
PRC

Principal Place of Business in Hong Kong

Room 1910, 19/F., C C Wu Building
302-308 Hennessy Road
Wan Chai
Hong Kong

Hong Kong, 28 April 2023

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND BUYBACK SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors will propose at the 2023 AGM resolutions for, among other matters, (i) the grant of the Issue Mandate and the Buyback Mandate; (ii) the extension of the Issue Mandate to include the Shares bought-back under the Buyback Mandate; (iii) the re-election of the retiring Directors; and (iv) the re-appointment of the auditor of the Company.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the 2023 AGM and to provide you with the information regarding the above resolutions to be proposed at the 2023 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to the written resolutions of the Shareholders dated 9 March 2023 will expire at the conclusion of the 2023 AGM, an ordinary resolution will be proposed at the 2023 AGM to grant the Issue Mandate to the Directors. Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2023 AGM, the Directors will be authorised to allot, issue and deal with up to a maximum of 200,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2023 AGM. The Issue Mandate will expire at the earliest of: (a) the conclusion of the next AGM unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or (b) the expiration of the period within which the Company is required by law or the Articles of Association to hold the next AGM; or (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

BUYBACK MANDATE

Given that the general mandate granted to the Directors to buyback Shares pursuant to the written resolutions of the Shareholders dated 9 March 2023 will expire at the conclusion of the 2023 AGM, an ordinary resolution will be proposed at the 2023 AGM to grant the Buyback Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Buyback Mandate and based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be bought-back and cancelled after the Latest Practicable Date and up to the date of the 2023 AGM, the Company will be allowed to buyback a maximum of 100,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Buyback Mandate, if granted, will expire at the earliest of (a) the conclusion of the next AGM unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or (b) the expiration of the period within which the Company is required by law or the Articles of Association to hold the next AGM; or (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Buyback Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Buyback Mandate.

LETTER FROM THE BOARD

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Buyback Mandate, an ordinary resolution will be proposed at the 2023 AGM to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually bought-back under the Buyback Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four executive Directors, namely Ms. Zhang Yuqiu, Mr. Shan Yuzhu, Mr. Li Xiquan and Mr. Li Peng; and three INEDs, namely Mr. Ng Tat Fung, Dr. Sun Shulin and Dr. Lai King Yin.

Pursuant to Article 108(a) of the Articles of Association, at every AGM, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM by rotation at least once every three years. Furthermore, pursuant to Article 112 of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Ms. Zhang Yuqiu, Mr. Shan Yuzhu, Mr. Li Xiquan and Mr. Li Peng (collectively, the “**Retiring Director(s)**”) shall retire at the 2023 AGM and, being eligible, will offer themselves for re-election at the 2023 AGM.

The Nomination Committee had assessed and reviewed each of the INEDs’ written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the Year or since their respective dates of appointment (as the case may be) with reference to the nomination principles and criteria set out in the board diversity policy and the nomination policy of the Company and found their performance satisfactory. The Nomination Committee also considered that experience, skills and other perspectives of Mr. Ng Tat Fung, Dr. Sun Shulin and Dr. Lai King Yin, being the INEDs of the Company as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2023 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their re-recommendations for re-election by the Shareholders at the 2023 AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

The biographical details of each of the Retiring Directors to be re-elected at the 2023 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

Mazars CPA Limited, *Certified Public Accountants* will retire as the independent auditors of the Company at the 2023 AGM and, being eligible, offer themselves for re-appointment. The Board (which agreed with the view of the Audit Committee) recommended that, subject to the approval of the Shareholders at the 2023 AGM, Mazars CPA Limited, *Certified Public Accountants* be reappointed as the independent auditor for the year ending 31 December 2023. Details of the re-appointment of independent auditor are set out in the resolution numbered 4 set out in the notice of the 2023 AGM.

2023 AGM AND PROXY ARRANGEMENT

The notice of the 2023 AGM is set out on pages 19 to 23 of this circular.

A form of proxy for use at the 2023 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchanges (www.hkexnews.hk) and the Company (www.jl-ks.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the 2023 AGM (i.e. not later than 10:00 a.m., on Monday, 29 May 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2023 AGM if you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the 2023 AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This 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 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that (i) the grant of the Issue Mandate and the Buyback Mandate, (ii) the extension of the Issue Mandate to include Shares bought-back under the Buyback Mandate, (iii) the re-election of the Retiring Directors, and (iv) the re-appointment of the auditor of the Company as set out in the notice of the 2023 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2023 AGM as set out in the notice of the 2023 AGM on pages 19 to 23 of this circular.

GENERAL

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
China Treasures New Materials Group Ltd.
Ms. Zhang Yuqiu
Chair and Executive Director

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the Listing Rules and are proposed to be re-elected at the 2023 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of the Listing Rules.

Ms. Zhang Yuqiu (張玉秋), aged 47, is the co-founder of our Group. She is the chair of our Board, executive Director, and one of our Controlling Shareholders. Ms. Zhang is also the spouse of Mr. Shan, our executive Director, chief executive officer and one of our Controlling Shareholders. She was appointed as an executive Director and the chair of our Board on 16 May 2022. She currently holds directorship in Jilin Kaishun, a subsidiary of our Company. Ms. Zhang is in charge of the operational function of our Group and assisting in the management of our Group's R&D efforts.

Prior to co-founding our Group in March 2014, Ms. Zhang started her own business in the logistics services industry in December 2004 with Mr. Shan. Together, they co-founded Changchun City Hangtong Logistics Co., Ltd.* (長春市航通物流有限公司) and Changchun Kaishun Logistics Co., Ltd.* (長春開順物流有限公司), both of which were primarily engaged in the provision of cargo transportation service. In June 2012, Ms. Zhang and Mr. Shan established Jilin Insulation Materials, which was initially engaged in the manufacturing and sales of machineries and trading of non-wooden construction materials. Jilin Insulation Materials then expanded into the manufacturing and sales of insulation materials for construction, in particular, benzene board and glue, and extrusion board, and construction services for exterior wall insulation. In March 2014, considering that the PRC governmental authorities were promoting environmental protection measures and implementing policies for biodegradable products, they subsequently ventured into the production and R&D of biodegradable materials through Jilin Kaishun in 2015 to exploit the potential new market opportunities on environmental materials business.

Ms. Zhang joined the part-time courses and obtained a diploma in economics and corporate management from Changchun University for Employees (長春市職工大學) in the PRC in July 2002.

* for identification purposes only

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Ms. Zhang was previously a director of the following companies at the time of their respective dissolution:

Name of company	Place of incorporation	Nature of business	Date of dissolution	Status	Reasons of dissolution
Changchun City Hangtong Logistics Co., Ltd* (长春市航通物流有限公司)	The PRC	Provision of cargo transportation service	10 November 2021	Deregistration	Cessation of business
Kaishun Insulation Materials ^(Note)	The PRC	Manufacturing and sales of insulation materials	2 March 2016	Deregistration	Completion of merger of assets and liabilities with Jilin Kaishun
Jilin Province Bangni Medical Equipment Technology Co., Ltd* (吉林省邦尼醫療器械科技有限公司)	The PRC	Has not commenced any operation since its establishment	11 August 2020	Deregistration	No business operation

Note: Immediately prior to the disposal, Kaishun Insulation Materials was engaged in the manufacturing and sales of insulation materials for construction. As Ms. Zhang and Mr. Shan decided to focus on the management and expansion of Jilin Kaishun, the construction materials business of Kaishun Insulation Materials was scaled down, and through merger, the parcel of land and building (i.e. Lot 1) held by Kaishun Insulation Materials became owned by Jilin Kaishun in May 2016. Our Directors confirm that Jilin Kaishun has never been involved in the insulation materials business before or after the merger.

Ms. Zhang confirmed that (i) to the best of her knowledge, information and belief after making reasonable enquiries, each of the above companies was solvent immediately prior to its dissolution; (ii) there is no wrongful act on her part leading to the dissolutions of each of the above companies; (iii) she is not aware of any actual or potential claim that has been or will be made against her as a result of the dissolutions of each of the above companies; and (iv) no misconduct or misfeasance had been involved on her part in the dissolution of each of the above companies.

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Ms. Zhang has entered into a service contract with the Company for an initial fixed term of three years commencing from the date of appointment as an executive Director, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Ms. Zhang is entitled to a basic annual remuneration (excluding payment pursuant to any discretionary benefit or bonus or other fringe benefits) of HK\$258,000, which was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Zhang was interested in 381,080,700 Shares. Ms. Zhang and Mr. Shan are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code). As such, the parties together control 671,903,040 Shares, representing approximately 67.19% of the entire issued share capital of the Company.

There is no information which is discloseable nor is/was Ms. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Zhang that need to be brought to the attention of the Shareholders.

Mr. Shan Yuzhu (單玉柱), aged 49, is an executive Director, the chief executive officer of the Group and one of the Controlling Shareholders. Mr. Shan is also the spouse of Ms. Zhang, an executive Director and one of the Controlling Shareholders. He was appointed as a Director on 1 February 2022 and was re-designated as an executive Director on 16 May 2022. Mr. Shan was also appointed as the chief executive officer of the Company on 16 May 2022. He holds directorship in each of the subsidiaries of the Group. Mr. Shan is responsible for overseeing overall strategic planning and general management and daily operation of the Group, and leading the Group's research and development ("R&D") efforts. Mr. Shan is also a member of each of the Remuneration Committee and the ESG Committee.

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Prior to co-founding the Group in March 2014, Mr. Shan served as a driver in the Chinese People's Armed Police Force Fire Brigade Changchun Branch (中國人民武裝員警部隊長春市消防支隊) from December 1991 to December 1993. From March 1995 to March 2000, Mr. Shan was attached to Changchun City Transportation Operation Company* (長春市運輸經營總公司) and provided logistics services. Mr. Shan started his own business in the logistics services industry in December 2004 with Ms. Zhang. Together, they co-founded Changchun City Hangtong Logistics Co., Ltd* (長春市航通物流有限公司) and Changchun Kaishun Logistics Co., Ltd* (長春開順物流有限公司), both of which were primarily engaged in the provision of cargo transportation service. In June 2012, Ms. Zhang and Mr. Shan then established Jilin Insulation Materials, which was initially engaged in the manufacturing and sales of machineries and trading of non-wooden construction materials. Jilin Insulation Materials then expanded into the manufacturing and sales of insulation materials for constructions, in particular, benzene board and glue, and extrusion board, and construction services for exterior wall insulation. In March 2014, considering that the PRC governmental authorities were promoting environmental protection measures and implementing policies for biodegradable products, they subsequently ventured into the production and R&D of biodegradable materials through Jilin Kaishun in 2015 to exploit the potential new market opportunity on environmental materials business. In addition to his work experiences, Mr. Shan was also recognised in the biodegradable plastic industry. Mr. Shan was one of the drafters and participated in the drafting of the GB/T 38082-2019 standard in the PRC, a standard for biodegradable plastic shopping bags issued by the SAMR and the Standardisation Administration of the PRC (國家標準化管理委員會) in October 2019.

* *for identification purposes only*

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Mr. Shan obtained a bachelor’s degree in industrial and commercial management from Heilongjiang Industry and Commerce Technology Institute (黑龍江工商職業技術學院) in the PRC in July 2006.

Mr. Shan was previously a director and/or supervisor of the following companies at the time of their respective dissolution:

Name of company	Place of incorporation	Nature of business	Date of dissolution	Status	Reasons of dissolution
Changchun City Hangtong Logistics Co., Ltd* (長春市航通物流有限公司)	The PRC	Provision of cargo transportation service	10 November 2021	Deregistration	Cessation of business
Kaishun Insulation Materials ^(Note)	The PRC	Manufacturing and sales of insulation materials	2 March 2016	Deregistration	Completion of merger of assets and liabilities with Jilin Kaishun
Jilin Province Bangni Medical Equipment Technology Co., Ltd* (吉林省邦尼醫療器械科技有限公司)	The PRC	Has not commenced any operation since its establishment	11 August 2020	Deregistration	No business operation

Note: Immediately prior to the disposal, Kaishun Insulation Materials was engaged in the manufacturing and sales of insulation materials for construction. As Ms. Zhang and Mr. Shan decided to focus on management and expansion of Jilin Kaishun, the construction materials business of Kaishun Insulation Materials was scaled down, and through merger, the parcel of land and building (i.e. Lot 1) held by Kaishun Insulation Materials became owned by Jilin Kaishun in May 2016. Our Directors confirm that Jilin Kaishun has never been involved in the insulation materials business before or after the merger.

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Shan confirmed that (i) to the best of his knowledge, information and belief after making reasonable enquiries, each of the above companies was solvent immediately prior to its dissolution; (ii) there is no wrongful act on his part leading to the dissolutions of each of the above companies; (iii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolutions of each of the above companies; and (iv) no misconduct or misfeasance had been involved on his part in the dissolution of each of the above companies.

Mr. Shan has entered into a service contract with the Company for an initial fixed term of three years commencing from the date of appointment as an executive Director, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Shan is entitled to a basic annual remuneration (excluding payment pursuant to any discretionary benefit or bonus or other fringe benefits) of HK\$292,000, which was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Shan was interested in 290,822,340 Shares. Mr. Shan and Ms. Zhang are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code). As such, the Parties together control 671,903,040 Shares, representing approximately 67.19% of the entire issued share capital of the Company.

There is no information which is discloseable nor is/was Mr. Shan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Shan that need to be brought to the attention of the Shareholders.

Mr. Li Xiquan (李溪泉), aged 50, is an executive Director, the vice president of administrative department of the Group and one of the pre-IPO investors. Mr. Li joined the Group in May 2021 as the vice president of our administrative department, responsible for overseeing daily administrative and human resources management of the Group. Mr. Li is also a director Jilin Kaishun. He was appointed as an executive Director on 16 May 2022. Mr. Li is also a member of the Nomination Committee.

Mr. Li has over 10 years of investment experience and almost 20 years of corporate management experience in different industries. From 1995 to 2001, Mr. Li worked at Shenyang Military Region Insurance Service Centre (瀋陽軍區保險服務中心). From April 2004 to April 2010, he worked as administrative manager of Heilongjiang Province Jingwei Cultural Communication Co., Ltd.* (黑龍江省經緯文化傳播有限公司), which was principally engaged in advertisement design and information consultation. From April 2010 to December 2020, Mr. Li co-invested with his friend in the hotel business in Qitaihe City, Heilongjiang province, including Qitaihe City Taoshan District Xilong Hotel (七台河市桃山區禧龍賓館). From April 2010 to February 2021, Mr. Li worked as the administrative general manager of Jiamusi City Oriental Hospital Co., Ltd (佳木斯市東方醫院有限責任公司) and was principally responsible for general administrative management. In May 2021, Mr. Li invested in Jilin Kaishun and has since acted as the vice president of the administrative department of the Group.

* *for identification purposes only*

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Mr. Li obtained a bachelor's degree in economics and management from Heilongjiang University of Finance and Economics (黑龍江財經學院) in the PRC in June 2012.

Mr. Li has entered into a service contract with the Company for an initial fixed term of three years commencing from the date of appointment as an executive Director, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Li is entitled to a basic annual remuneration (excluding payment pursuant to any discretionary benefit or bonus or other fringe benefits) of HK\$258,000, which was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

There is no information which is discloseable nor is/was Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

Mr. Li Peng (李鵬), aged 28, is an executive Director and the vice president of our production department. Mr. Li Peng joined the Group after his graduation from university in July 2016. He was appointed as an executive Director on 16 May 2022. Mr. Li Peng is responsible for supervising the production operation of the Group. Mr. Li Peng is also a member of the ESG Committee.

Mr. Li Peng joined Jilin Kaishun in July 2016 as an assistant to the chair of the board of directors of Jilin Kaishun, who at the relevant time was Mr. Shan. Mr. Li Peng assisted Mr. Shan to manage Jilin Kaishun, including (i) assisted Mr. Shan in organizing discussions among different departments of the Group covering strategic development plans, tendering and sales, and R&D, production and quality control of our products; (ii) assisted Mr. Shan in formulating corporate governance measures and policies; and (iii) acted as the liaison between our Board and competent governmental authorities or external parties. In July 2018, after accumulated experiences by working closely with Mr. Shan, Mr. Li Peng was promoted to the vice president of our production department. Our Directors believe that although Mr. Li Peng is relatively inexperienced in the beginning, through his work experience with us, he is able to understand better of our operations, and provide our Board a more diversified view, especially with a younger mindset and ideas for initiatives of biodegradable products.

On 29 July 2022, Mr. Li Peng was appointed as the committee member of the expert committee of Jilin Province Packaging Technology Association* (吉林省包裝技術協會), a provincial industry association governed by the Jilin Province Department of Civil Affairs* (吉林省民政廳). Mr. Li Peng obtained a bachelor's degree in mechatronics technology from Heilongjiang Industry and Commerce Technology Institute (黑龍江工商職業技術學院) in the PRC in July 2016.

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Mr. Li Peng has entered into a service contract with the Company for an initial fixed term of three years commencing from the date of appointment as an executive Director, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Li Peng is entitled to a basic annual remuneration (excluding payment pursuant to any discretionary benefit or bonus or other fringe benefits) of HK\$206,000, which was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

There is no information which is discloseable nor is/was Mr. Li Peng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Li Peng that need to be brought to the attention of the Shareholders.

Save as disclosed above, each of the Retiring Directors confirms with respect to him that as at the Latest Practicable Date: he (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO, which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the 2023 AGM for approving the Buyback Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buyback their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed share buyback on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by a specific approval.

2. BUYBACK OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buyback Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,000,000,000 issued Shares in one class. Subject to the passing of the proposed ordinary resolution for the approval of the Buyback Mandate and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and up to the date of the 2023 AGM of passing such resolution, the Directors will be authorised to buyback up to a maximum of 100,000,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution. The Buyback Mandate will expire at the earliest of (a) the conclusion of the next AGM unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or (b) the expiration of the period within which the Company is required by law or the Articles of Association to hold the next AGM; or (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR BUYBACK

The Directors presently have no intention to buyback any Shares but consider that the Buyback Mandate will provide the Company with the flexibility to make such buyback when appropriate and beneficial to the Company. An exercise of the Buyback Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a buyback will benefit the Company and the Shareholders as a whole. The number of the Shares to be bought-back on any occasion and the price and other terms on which the same are bought-back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining, subject to the restrictions under the Listing Rules.

5. FUNDING OF BUYBACK

In buying-back securities, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Cayman Islands and/or other applicable laws.

The Company may not buyback its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange in effect from time to time.

Subject to the foregoing, any buyback of the Shares by the Company may be made out of profits of the Company, out of share premium, or out of the proceeds of a fresh issue of the Shares made for the purpose of the buyback or, subject to the Companies Act, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be bought-back must be out of profits of the Company, out of the Company's share premium account before or at the time the Shares are bought-back, or subject to the Companies Act, out of capital.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

The Directors consider that an exercise of the Buyback Mandate in full could have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2022, being the date of its latest published audited consolidated financial statements. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange since the Listing Date and up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
March (since the Listing Date)	0.77	0.64
April (up to the Latest Practicable Date)	0.83	0.57

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor to the best of their knowledge having made all reasonable enquiries, their close associates, has any present intention to sell to the Company any of the Shares in the event that the proposed resolution for the Buyback Mandate is approved at the 2023 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to buyback Shares pursuant to the Buyback Mandate in accordance with the Listing Rules, the Cayman Islands and/or other applicable laws and regulations. The Directors will not exercise the Buyback Mandate if the buyback would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

10. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to buyback Shares pursuant to the Buyback Mandate, such an increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders were interested in 5% or more of the number of issued Shares:

Name of Shareholder	Capacity/Nature of Interest	Number of Shares held (L)	Approximately % of total number of Shares	Approximately % of total number of Shares (assuming the Buyback Mandate is exercised in full)
Ms. Zhang ⁽¹⁾⁽³⁾	Interest in a controlled corporation	381,080,700	38.11	42.34
Mr. Shan ⁽²⁾⁽³⁾	Interest in controlled corporations	290,822,340	29.08	32.31
Lvsetianye Technology ⁽¹⁾	Beneficial owner	381,080,700	38.11	42.34
Lvsesenlin Technology ⁽²⁾	Beneficial owner	91,022,880	9.10	10.11
	Interest in controlled corporations	199,799,460	19.98	22.20
Daziran Technology ⁽²⁾	Beneficial owner	102,599,460	10.26	11.40
CPEP Holdings ⁽²⁾	Beneficial owner	97,200,000	9.72	10.80
ZhongBaoNew materials ⁽⁴⁾	Beneficial owner	82,872,000	8.29	9.21
Beijing Anji Fenghan LLP ⁽⁴⁾	Interest in a controlled corporation	82,872,000	8.29	9.21
Zhuhai Jianchao ⁽⁴⁾	Interest in a controlled corporation	82,872,000	8.29	9.21
Anji Fenghan ⁽⁴⁾	Interest in a controlled corporation	82,872,000	8.29	9.21
Guocheng Zhejiang ⁽⁴⁾	Interest in a controlled corporation	82,872,000	8.29	9.21
Hainan Fengshi ⁽⁴⁾	Interest in a controlled corporation	82,872,000	8.29	9.21
Zhejiang Anji EDZ ⁽⁴⁾	Interest in a controlled corporation	82,872,000	8.29	9.21

Notes:

- (1) Lvsetianye Technology Holdings Limited (“**Lvsetianye Technology**”) held approximately 38.11% of the issued share capital of the Company. Lvsetianye Technology is wholly owned by Ms. Zhang. Ms. Zhang is therefore deemed to be interested in the Shares that Lvsetianye Technology is interested in.

- (2) Lvsesenlin Technology Holdings Limited (“**Lvsesenlin Technology**”), Daziran Technology Invest Holdings Limited (“**Daziran Technology**”) and China Plastic Environmental Protection Holdings Limited (“**CPEP Holdings**”) held approximately 9.11%, 10.26% and 9.72% of the issued share capital of the Company, respectively. Each of Daziran Technology and CPEP Holdings is wholly owned by Lvsesenlin Technology, which is in turn wholly owned by Mr. Shan. Mr. Shan is therefore deemed to be interested in the Shares that each of Lvsesenlin Technology, Daziran Technology and CPEP Holdings is interested in.
- (3) ZhongBaoNew materials, a company incorporated in the BVI for the purpose of the cornerstone investment, is wholly-owned by Beijing Anji Fenghan Management Consulting Partnership (limited partnership) (北京安吉豐瀚管理諮詢合夥企業(有限合夥)) (“**Beijing Anji Fenghan LLP**”). Beijing Anji Fenghan LLP is a private investment fund and its general partner is Zhuhai Jianchao Investment Management Center (Limited Partnership) (珠海健巢投資管理中心(有限合夥)) (“**Zhuhai Jianchao**”), holding approximately 0.01% of equity interest in Beijing Anji Fenghan LLP as at the Latest Practicable Date. The remaining 99.99% of Beijing Anji Fenghan LLP is held by Anji Fenghan Private Equity Investment Fund Partnership (Limited Partnership) (安吉豐瀚私募股權投資基金合夥企業(有限合夥)) (“**Anji Fenghan**”) as a limited partner as at the Latest Practicable Date. The limited partner of Anji Fenghan is Guocheng (Zhejiang) Industrial Development Co., Ltd. (國成(浙江)實業發展有限公司) (“**Guocheng Zhejiang**”), which is interested in 99.00% of Anji Fenghan, and the general partners of Anji Fenghan are Hainan Fengshi Private Equity Fund Management Co., Ltd. (海南豐世私募基金管理有限公司) (“**Hainan Fengshi**”) and Zhuhai Jianchao, holding 0.90% and 0.10% in Anji Fenghan, respectively, as at the Latest Practicable Date. Guocheng Zhejiang in turn is wholly owned by Management Committee of Zhejiang Anji Economic Development Zone (浙江安吉經濟開發區管理委員會) (“**Zhejiang Anji EDZ**”), as at the Latest Practicable Date. As such, all of Beijing Anji Fenghan LLP, Zhuhai Jianchao, Anji Fenghan, Guocheng Zhejiang, Hainan Fengshi and Zhejiang Anji EDZ are all deemed to be interested in 82,872,000 Shares held by ZhongBaoNew materials under the SFO.

On the basis that the number of issued Shares remain the same and save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buyback pursuant to the Buyback Mandate. The Directors do not intend to exercise the Buyback Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

11. SHARE BUYBACK MADE BY THE COMPANY

No buyback of Shares have been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date up to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

China Treasures New Materials Group Ltd. 中寶新材集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2439)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of China Treasures New Materials Group Ltd. (the “**Company**” and the “**2023 AGM**”, respectively) will be held at No. 3, Jing’Er Road, Kalun Industrial South Region, Jiutai Economics Development Zone, Changchun City, Jilin Province, PRC on Wednesday, 31 May 2023 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022 and the respective reports of the Company’s directors (the “**Director(s)**”) and independent auditor;
2.
 - (i) To re-elect Ms. Zhang Yuqiu as an executive Director;
 - (ii) To re-elect Mr. Shan Yuzhu as an executive Director;
 - (iii) To re-elect Mr. Li Xiquan as an executive Director; and
 - (iv) To re-elect Mr. Li Peng as an executive Director;
3. To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2023 (“**FY2023**”);
4. To re-appoint Mazars CPA Limited, *Certified Public Accountants* as the independent auditor of the Company’s financial statements for FY2023 and authorise the Board to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options or securities for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any other applicable laws; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory, outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buyback the shares of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs issued by the Commission be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the **“AGM”**);
- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company or any other applicable laws; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the authority granted to the directors of the Company pursuant to resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company (the “**Shares**”) bought-back pursuant to the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this Resolution.”

Yours faithfully,
For and on behalf of the Board
China Treasures New Materials Group Ltd.
Ms. Zhang Yuqiu
Chair and Executive Director

Hong Kong, 28 April 2023

Registered office:

89 Nexus Way
Camana Bay
Grand Cayman
KY1-9009
Cayman Islands

*Principal Place of Business and Head Office
in the PRC*

No. 3, Jing’Er Road
Kalun Industrial South Region
Jiutai Economics Development Zone
Changchun City
Jilin Province
PRC

Principal Place of Business in Hong Kong

Room 1910, 19/F., C C Wu Building
302-308 Hennessy Road
Wan Chai
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his 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 to represent him and vote on his behalf at the 2023 AGM. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

NOTICE OF ANNUAL GENERAL MEETING

3. The register of members of the Company will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the 2023 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, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 24 May 2023.
4. In relation to the proposed resolution numbered 2 above, Ms. Zhang Yuqiu, Mr. Shan Yuzhu, Mr. Li Xiquan and Mr. Li Peng will retire as Directors at the 2023 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 28 April 2023.
5. In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that Mazars CPA Limited, *Certified Public Accountants* be re-appointed as the independent auditor.
6. In relation to the proposed resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The Directors have no immediate plans to issue any new Shares.
7. In relation to the proposed resolution numbered 6 above, the Directors wish to state that currently, they have no present intention to buyback any Shares and will exercise the powers conferred thereby to buyback Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote for or against the proposed resolution as required by the Listing Rules is set out in Appendix II to the Company's circular dated 28 April 2023.
8. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll except where the chairman of the 2023 AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
9. Where there are joint holders of any Share, any one of such joint holders may vote at the 2023 AGM, either personally 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 are present at the 2023 AGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
10. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Ms. Zhang Yuqiu, Mr. Shan Yuzhu, Mr. Li Xiquan and Mr. Li Peng as the executive Directors; and Mr. Ng Tat Fung, Dr. Sun Shulin and Dr. Lai King Yin as the independent non-executive Directors.