
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 Champion Alliance International Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



Champion Alliance International Holdings Limited 冠均國際控股有限公司

(Incorporated in the Cayman Islands with members' limited liability)

(Stock Code: 1629)

SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTORS AT THE ANNUAL GENERAL MEETING AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 28 April 2023. A supplemental notice convening the AGM to be held at Unit E, 22/F, Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 28 June 2023 at 11:00 a.m. is set out on pages 7 to 8 of this supplemental circular.

A second form of proxy (the “**Second Proxy Form**”) for use by the Shareholders at the AGM is enclosed with this supplemental circular and the Second Proxy Form is also published on the websites of the Stock Exchange and the Company. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time specified for holding the AGM (i.e. not later than 11:00 a.m. on Monday, 26 June 2023 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The proxy form issued by the Company along with the circular of the Company dated 28 April 2023 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company’s branch share registrar and transfer office in Hong Kong. The Original Proxy Form previously deposited at the Company’s branch share registrar and transfer office in Hong Kong will still be valid for the purposes of the AGM. Shareholders wishing to deposit the Second Proxy Form, which supersedes the Original Proxy Form, may do so in accordance with the instructions printed thereon.

This supplemental circular and the Second Proxy Form are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.championshipintl.com). All dates and times mentioned in this supplemental circular refer to Hong Kong dates and times.

2 June 2023

CONTENTS

	<i>Page</i>
LETTER FROM THE BOARD	
1. Introduction	2
2. Proposed re-election of retiring Directors	2
3. Supplemental notice of Annual General Meeting and Second Proxy Form	4
4. Voting at the AGM	5
5. Responsibility Statement	6
6. Recommendation	6
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING	7

LETTER FROM THE BOARD



Champion Alliance International Holdings Limited
冠均國際控股有限公司

(Incorporated in the Cayman Islands with members' limited liability)

(Stock Code: 1629)

Executive Directors:

Mr. Chen Shuming (*Chairman*)

Mr. Chen Xiaolong

Mr. Hu Enfeng

Mr. Zhang Shihua

Ms. Chen Xiaoyan

Registered Office:

Third Floor

Century Yard

Cricket Square

P.O. Box 902

Grand Cayman KY1-1103

Cayman Islands

Independent Non-executive Directors:

Mr. Chen Hua

Mr. Zhao Zhendong

Mr. Chin Chi Ho Stanley

Headquarters in the PRC:

Dongping Economic Development Zone

Shandong Province

PRC

Principal place of business in Hong Kong:

Unit E, 22/F, Tower A

Billion Centre

1 Wang Kwong Road

Kowloon Bay

Kowloon, Hong Kong

2 June 2023

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 28 April 2023 (the “**Circular**”) which contains, *inter alia*, the notice of the AGM (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to provide you with further information relating to, *inter alia*, the changes in the resolutions to consider and approve the re-election of retiring Directors and to give you a supplemental notice of the AGM and the Second Proxy Form.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Subsequent to the despatch of the Circular, Ms. Chen Xiaoyan (“**Ms. Chen**”) has decided to retire from office as an executive Director with effect from the conclusion of the AGM and will not offer herself for re-election so as to devote more time to her personal commitments. Ms. Chen has confirmed that she has no disagreement with the Board and there are no other matters that need to be brought to the Shareholders in relation to her retirement.

In accordance with the above provisions and code provision B.2.2 set out in the Corporate Governance Code contained in Appendix 14 of the Listing Rules, Mr. Hu Enfeng and Mr. Chin Chi Ho Stanley shall retire from office at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The biographical details of Mr. Hu Enfeng and Mr. Chin Chi Ho Stanley are set out below:

Mr. HU Enfeng (“**Mr. Hu**”), aged 59, is an executive Director and the chief financial officer of the Group. He obtained a certificate as an auditor conferred by the Audit Bureau of the PRC (中華人民共和國審計署) in November 1992 and further obtained the qualification as a senior accountant certified by Hubei Province Township Professional Technical Senior Position Review Committee* (湖北省鄉鎮企業專業技術高級職務評審委員會) in April 2002. He also obtained a certificate of a top-up degree (專升本科) course in accounting from Northeast Normal University (東北師範大學) through professional online education in July 2017.

From July 1988 to October 2002, Mr. Hu successively worked as the auditor (審計員), vice manager (副所長) and manager (所長) at Hubei Henganxin Accounting Company Limited* (湖北恒安信會計師事務所有限公司) (formerly known as Ying City Audit Firm* (應城市審計事務所)). From November 2002 to August 2004, he worked at Dongshun Group, a company that engages

LETTER FROM THE BOARD

in the manufacturing of household papers and personal hygiene products in the PRC, and took up various roles, including the financial manager (財務部經理) and the assistant to the chairman of the board (董事長助理). From August 2004 to August 2015, he had been working at Guangdong Jovo Energy Group Co., Ltd. (廣東九豐能源集團有限公司) with the last position held as the vice president (副總裁) and the general manager (總經理) of the liquefied natural gas (“LNG”) department. From August 2015 to December 2017, he was the president (總裁) in the area of LNG in the PRC of a group company, namely Pacific Oil & Gas Company Limited* (太平洋油氣有限公司). Since March 2018, he has been acting as the assistant to the chairman of the board (董事長助理) in Dongshun Group.

Mr. Hu has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an executive Director for an initial fixed term of three years with effect from 10 December 2018. The term of service shall be renewed and extended automatically by three years upon the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Hu is entitled to a remuneration of HK\$360,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Hu is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Hu (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) has not held any other major appointments or professional qualifications; (iii) is not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Hu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Hu that needs to be brought to the attention of the Shareholders.

Mr. CHIN Chi Ho Stanley (“Mr. Chin”), aged 40, is an independent non-executive Director. He has over 16 years of experience in the areas of audit, financial management, corporate governance and operations in capital markets. Mr. Chin has obtained a Master of Business Administration degree from the University of Hong Kong. He was admitted as a Certified Public Accountant in 2009 and served as an audit specialist in PricewaterhouseCoopers and KPMG for 7 years. He has also been awarded the qualification of Financial Risk Manager in 2009 and Chartered Financial Analyst in 2010. Mr. Chin has extensive experience serving as senior management for different Hong Kong listed companies.

LETTER FROM THE BOARD

Mr. Chin has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial fixed term of three years with effect from 1 February 2021. The term of service shall be renewed and extended automatically by three years upon the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Chin is entitled to a remuneration of HK\$160,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Chin is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Chin (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) has not held any other major appointments or professional qualifications; (iii) is not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Chin that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Chin that needs to be brought to the attention of the Shareholders.

3. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the proxy form (the “**Original Proxy Form**”) sent together with the Circular (i) contain the proposed resolution in relation to the re-election of Ms. Chen Xiaoyan, who has decided to retire from office as an executive Director with effect from the conclusion of the AGM and will not offer herself for re-election at the AGM; and (ii) do not contain the proposed resolutions in relation to the re-election of Mr. Hu Enfeng and Mr. Chin Chi Ho Stanley as Executive Director and Independent Non-executive Director, respectively, as set out in this supplemental circular, a supplemental notice of the AGM is set out on pages 7 to 8 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular.

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the enclosed Second Proxy Form in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Financial Centre, 16 Harcourt Road, Hong Kong (the “**Share Registrar**”) as soon as possible, but in any event not less than 48 hours before the scheduled time of the AGM or any adjournment thereof (the “**Closing Time**”). The lodging of the Second Proxy Form will not preclude the Shareholders from attending the AGM and voting in person should he/she so wish. No Shareholder is required under the Listing Rules to abstain from voting at the AGM.

LETTER FROM THE BOARD

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

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

- (i) if no Second Proxy Form is lodged with the Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed with the proposed resolution in relation to the re-election of Ms. Chen Xiaoyan as an executive director of the Company under the Original Proxy Form being removed in its entirety. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form and, in respect of the resolutions for the proposed re-election of Mr. Hu Enfeng and Mr. Chin Chi Ho Stanley as Executive Director and Independent Non-executive Director, respectively, as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

4. VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the proposed resolutions at the AGM.

5. RESPONSIBILITY STATEMENT

This supplemental circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

6. RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Mr. Hu Enfeng and Mr. Chin Chi Ho Stanley as Executive Director and Independent Non-executive Director, respectively, as set out in this supplemental circular is in the interests of the Company and the Shareholders as a whole and recommend you to vote in favour of the relevant resolutions to be proposed at the AGM. Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

Yours faithfully,
By order of the Board
Champion Alliance International Holdings Limited
Chen Shuming
Chairman and executive Director

* *For identification purpose only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



Champion Alliance International Holdings Limited **冠均國際控股有限公司**

(Incorporated in the Cayman Islands with members' limited liability)

(Stock Code: 1629)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Original Notice**”) of the annual general meeting (the “**AGM**”) of Champion Alliance International Holdings Limited (the “**Company**”) dated 28 April 2023, by which the Company convinces an annual general meeting to be held at Unit E, 22/F, Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 28 June 2023 at 11:00 a.m., and this supplemental notice shall be read together with the Original Notice:

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. Due to the matters as set out in the supplemental circular of the Company dated 2 June 2023 (the “**Supplemental Circular**”), the resolutions number 2 in the Original Notice should be deleted in its entirety and replaced by the following new resolutions under resolutions number 2:

“2. (a) To re-elect Mr. Hu Enfeng as an Executive Director.

(b) To re-elect Mr. Chin Chi Ho Stanley as an Independent Non-executive Director.”

Apart from the amendments set out above, all the information contained in the Original Notice shall remain to have full force and effect.

By order of the Board
Champion Alliance International Holdings Limited
Chen Shuming
Chairman and executive Director

Hong Kong, 2 June 2023

Notes:

- (i) A second proxy form (the “**Second Proxy Form**”) containing the revised ordinary resolutions number 2 is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 7 to 8 of the Supplemental Circular for arrangements about the completion and submission of the Second Proxy Form.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (ii) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.
- (iii) Shareholders are reminded that submission of the Original Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjournment thereof and voting in person should they so wish.

As at the date of this notice, the Board comprises Mr. Chen Shuming, Mr. Chen Xiaolong, Mr. Hu Enfeng, Mr. Zhang Shihua and Ms. Chen Xiaoyan as executive Directors and Mr. Chen Hua, Mr. Zhao Zhendong and Mr. Chin Chi Ho Stanley as independent non-executive Directors.