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

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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 licensed securities dealer 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 Supply Chain Holdings Limited (the “Company”), 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 SUPPLY CHAIN HOLDINGS LIMITED**

**中國供應鏈產業集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3708)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE SHARES AND**  
**REPURCHASE SHARES,**  
**(2) RE-ELECTION OF RETIRING DIRECTORS,**  
**(3) ADOPTION OF THE SECOND AMENDED AND**  
**RESTATED MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION,**  
**AND**  
**NOTICE OF 2023 ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held on Monday, 4 December 2023 at 11:00 a.m at Soho 2, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, 28 Des Voeux Road West, Sheung Wan, Hong Kong is set out on pages 33 to 38 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding 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 annual general meeting, or any adjournment thereof (as the case may be), should you so wish. If you attend and vote at the annual general meeting, the instrument appointing your proxy will be deemed to have been revoked.

31 October 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Monday, 4 December 2023 at 11:00 a.m at Soho 2, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, 28 Des Voeux Road West, Sheung Wan, Hong Kong or any adjournment of such meeting;
“AGM Notice”	the notice convening the AGM set out on pages 33 to 38 of this circular;
“Articles”	the articles of association of the Company as amended and restated from time to time;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Companies Act”	the Companies Act, Cap.22 of the Cayman Islands, as amended from time to time;
“Company”	China Supply Chain Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3708);
“core connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 13 in the AGM Notice;
“Latest Practicable Date”	Friday, 20 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company;
“New Memorandum and Articles”	the second amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments proposed to be adopted by the Shareholders at the AGM;
“Nomination Committee”	the nomination committee of the Board;
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular;
“Remuneration Committee”	the remuneration committee of the Board;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 14 in the AGM Notice;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong as amended, supplemented or otherwise modified from time to time);
“Share(s)”	ordinary share(s) of HK\$0.002 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

**CHINA SUPPLY CHAIN HOLDINGS LIMITED**

**中國供應鏈產業集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3708)**

*Executive Directors:*

Ms. Ma Huijun (*Chairman*)

Mr. Lai Aizhong

Mr. Dai Jian (*Vice Chairman*)

Mr. Wong Ka Shing (*Chief Executive Officer*)

*Registered Office:*

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Independent non-executive Directors:*

Mr. Zheng Haipeng

Mr. Wang Xiaojia

Mr. Li Zhining

*Head Office and Principal*

*Place of Business:*

12/F, Guangdong Finance Building

88 Connaught Road West

Hong Kong

31 October 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
(1) GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND  
ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF 2023 ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information relating to the resolutions to be proposed at the AGM including, among others: (1) the general mandates to issue shares and repurchase shares, (2) the re-election of retiring directors, (3) the adoption of the second amended and restated memorandum and articles of association. This circular also gives the Shareholders notice of the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its Shareholders on 4 December 2020. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing the proposed resolution (that is, a total of 1,118,800,000 Shares on the basis that the existing issued share capital of the Company of 5,594,000,000 Shares remains unchanged as at the date of the AGM); and
- (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the proposed resolution (that is, a total of 559,400,000 Shares on the basis that the existing issued share capital of the Company of 5,594,000,000 Shares remains unchanged as at the date of the AGM).

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions set out in items 13 and 14 of the AGM Notice as set out on pages 33 to 38 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 108(a) of the Articles, Ms. Ma Huijun, Mr. Dai Jian and Mr. Lai Aizhong shall retire by rotation at the AGM and all of them, being eligible, have offered themselves for re-election at the AGM.

Pursuant to article 112 of the Articles, Mr. Wong Ka Shing, Mr. Zheng Haipeng, Mr. Wang Xiaojia and Mr. Li Zhining shall retire by rotation at the AGM and being eligible, have offered themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of all the above retiring Directors are set out in Appendix II to this circular.

### **PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the Memorandum and Articles of Association and adopt the New Memorandum and Articles in order to (i) bring them in line with the latest legal and regulatory requirements, including the applicable laws of the Cayman Islands and those relating to the amendments to the Listing Rules in respect of the overseas listed issuers (including the core shareholder protection standards as set out in Appendix 3 to the Listing Rules), which took effect on 1 January 2022; and (ii) incorporate certain housekeeping improvements.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles is subject to the approval of the Shareholders by way of a special resolution at the AGM, and will become effective upon the approval by the Shareholders at the AGM.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the proposed New Memorandum and Articles conform with the applicable requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong. For details of the Proposed Amendments, please refer to Appendix III to this circular. The Shareholders are advised that the Proposed Amendments are available only in English and the Chinese translation of the Proposed Amendments provided in Appendix III to this circular in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

A notice convening the AGM to be held on Monday, 4 December 2023 at 11:00 a.m at Soho 2, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, 28 Des Voeux Road West, Sheung Wan, Hong Kong is set out on pages 33 to 38 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. 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.

A form of proxy for use at the AGM is enclosed with this circular and the form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://chsc.com.hk>), respectively. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance

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## LETTER FROM THE BOARD

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with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment of such meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension to the Issue Mandate, the re-election of retiring Directors and the adoption of the second amended and restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 33 to 38 of this circular.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

### MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

By order of the Board of  
**China Supply Chain Holdings Limited**  
**Ma Huijun**  
*Chairman*



*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,594,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 14 of the AGM Notice in respect of the granting of the Repurchase Mandate and on the basis that the existing issued share capital of the Company remains unchanged as at the date of AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 559,400,000 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

## **4. FUNDING AND IMPACT OF REPURCHASES**

Repurchases of Shares will be funded by the Company's internal resources, which shall be funds legally available for the purpose in accordance with the memorandum of association of the Company, the Articles, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 30 June 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

## 5. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the following Shareholders interested in more than 10% of the Shares then in issue and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the percentage interest in the Shares would be increased as set out below:

### Long position in the Shares

Name	Capacity/Nature	Number of Shares held/ interested	Approximate % of interest	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Smart Paradise International Limited ("Smart Paradise")	Beneficial owner	3,268,750,000	58.43%	64.93%
Mr. Dai Jian ( <i>Note</i> )	Interest of a controlled corporation	3,268,750,000	58.43%	64.93%

*Note:* Mr. Dai Jian is the sole beneficial owner and director of Smart Paradise.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the Directors do not have any intention to exercise the proposed Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

## **6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make any repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum of association of the Company and the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

## **7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that he/she/it has any present intention to sell any Shares to the Company nor that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

## **8. REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

**9. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
November	0.129	0.129
December	0.129	0.129
<b>2023</b>		
January	0.129	0.129
February	0.129	0.129
March	0.129	0.129
April	0.129	0.129
May	0.129	0.129
June	0.140	0.118
July	0.144	0.090
August	0.140	0.100
September	0.118	0.091
October ( <i>up to the Latest Practicable Date</i> )	0.101	0.081

*Set out below are the biographical details of the Directors proposed to be re-elected at the AGM.*

Save as disclosed herein, each of the following retiring Directors proposed for the re-election:

- (a) does not hold any other directorship in listed public companies in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he/she has any other relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules in respect of each of the following retiring Directors proposed to be re-elected at the AGM.

**Ms. MA Huijun**

Ms. MA Huijun (“**Ms. Ma**”), aged 43, was appointed as the Chairman, an executive Director and the Chairman of the Nomination Committee since 21 November 2019. She was graduated from the advanced seminar on entrepreneurial management innovation as organised by the School of Continuing Education, Tsinghua University in 2016. Ms. Ma currently serves as an executive director and the general manager of Shenzhen Qianhai Huiying Supply Chain Services Co., Ltd. (深圳前海惠盈供應鏈服務有限公司) and Shenzhen Daxing Huashangshi Business Development Co., Ltd. (深圳大興華商實業務發展有限公司), respectively. Ms. Ma participated in the overall planning, development and operation of a number of large-scale textile companies and apparel companies. She has accumulated more than 21 years of experience in the textile and apparel industry and has organised and participated in cross-border and cross-industry supply chain business exchanges for many times.

Ms. Ma has entered into a service agreement with the Company for a term of three years commencing from 1 January 2023, subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of the Company. The service agreement can be terminated by either party by giving not less than one month’s written notice in advance and is subject to termination provisions therein. Ms. Ma is entitled to a basic salary of HK\$10,000 per month which is determined by the Board based on the recommendation of the Remuneration Committee and with regard to the prevailing market conditions and her duties and responsibilities as an executive Director.

**Mr. DAI Jian**

Mr. DAI Jian (“**Mr. Dai**”), aged 37, was appointed as the Chairman, an executive Director, the Chief Executive Officer (the “**CEO**”) and the chairman of the nomination committee on 14 January 2017. He resigned as the chairman of the nomination committee and has been redesignated as the Vice Chairman since 21 November 2019. He no longer served as the CEO of the Company with effect from 14 June 2023. The duties of Mr. Dai as the Vice Chairman of the Board and an executive Director of the Company be suspended effective from 22 August 2023 (please refer to the Company’s announcement dated 22 August 2023 for details). Mr. Dai is a controlling shareholder of the Company. He holds a bachelor’s degree in finance from The Great Wall University Beijing, the PRC. He has been an executive director and general manager of 河口縣錦鑫礦業有限公司 (transliterated as Hekou Jinxin Mining Limited Company) since September 2016. Currently, he is also a deputy manager of the department of research and development of 江陰市友佳珠光雲母有限公司 (transliterated as Jiangyin Youjia Pearlescent Mica Co. Ltd., “Jiangyin Youjia”) since December 2013. Jiangyin Youjia was established in the PRC in 2003 and is a subsidiary of China Crystal New Material Holdings Co., Ltd. (中國晶體新材料控股有限公司, “China Crystal”), a company incorporated in the Cayman Islands with limited liability and listed in the trading board of stock exchange in South Korea since 28 January 2016 (KOSDAQ stock code: 900250).

Mr. Dai has been a deputy general manager of Jiangsu Province Special Synthetic Mica Engineering and Technology Research Center (江蘇省特種合成雲母工程技術研究中心) since January 2015, a centre established by Jiangyin Youjia which is a provincial engineering and technology research centre in Jiangsu Province, the PRC. Mr. Dai has taken part in various research and development projects, including producing electronic micavia artificial synthesis (人工電子合成雲母), automated production system of artificial crystal synthetic mica, etc.

Mr. Dai is the younger cousin of Mr. DAI Ming, who is a former executive Director for the period from 21 November 2019 to 1 January 2023.

Mr. Dai has entered into a service agreement with the Company for a term of three years commencing from 1 January 2023, subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of the Company. The service agreement can be terminated by either party by giving not less than one month’s written notice in advance and is subject to termination provisions therein. Mr. Dai is entitled to a basic salary of HK\$10,000 per month which is determined by the Board based on the recommendation of the Remuneration Committee and with regard to the prevailing market conditions and his duties and responsibilities as an executive Director.

**Mr. LAI Aizhong**

Mr. LAI Aizhong (“**Mr. Lai**”), aged 58, was appointed as an executive Director on 21 November 2019. Mr. Lai was appointed as an executive Director, Chairman of the Board and the Chairman of the nomination committee of the Company during the period from 3 March 2016 to 14 January 2017. He was graduated from the Beijing Technological College (北京技術研修學院) and obtained the EMBA in Tsinghua University. Mr. Lai has extensive

experience in corporate management, merger and acquisition and corporate taxation. He is currently the executive director of Shenzhen Fully Investment Administration Co., Ltd. (深圳市富來投資管理有限公司), the chairman of the board of directors of Shenzhen Bosum Asset Management Limited (深圳市博商資產管理有限公司, “Shenzhen Bosum”), the chairman of the board of directors of China Bosum Asset Management Limited (Hong Kong) (中國博商資產管理有限公司(香港)), the President of Tsinghua University in Shenzhen Bosum Association Industry Association (深圳清華大學博商同學會行業協會), the General Manager of Tsinghua University in Shenzhen Bo Business Partnership Fund (深圳市清華大學博商基金), the Guangdong Region Managing Partner of Zhejiang Changsheng Venture Capital Partnership (浙江常晟創業投資合夥企業), the director of Guangzhou Aodelin Electronics Co., Ltd. (廣州市澳鐳林電子有限公司), and the director of Zhuzhou Seed Cemented Carbide Technology Co., Ltd. (株洲西迪硬質合金科技有限公司).

Mr. Lai has entered into a service agreement with the Company for a term of three years commencing from 1 January 2023, subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of the Company. The service agreement can be terminated by either party by giving not less than one month’s written notice in advance and is subject to termination provisions therein. Mr. Lai is entitled to a basic salary of HK\$10,000 per month which is determined by the Board based on the recommendation of the Remuneration Committee and with regard to the prevailing market conditions and his duties and responsibilities as an executive Director.

#### **Mr. WONG Ka Shing**

Mr. WONG Ka Shing (“**Mr. Wong**”), aged 45, was appointed as an independent non-executive Director of the Company on 12 October 2021 and re-designated as an executive Director of the Company on 1 October 2022 and was appointed as the CEO of the Company on 14 June 2023. Mr. Wong Ka Shing holds a Bachelor of Arts (Hon) degree in Accounting and Finance from The Leeds Metropolitan University. Mr. Wong Ka Shing is a fellow of both The Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Wong Ka Shing had been (i) an executive Director of Yuk Wing Group Holdings Limited (Stock Code: 1536) (a company listed on the Main Board of the Stock Exchange) during the period from January 2019 to January 2021; and (ii) an independent non-executive Director of Jisheng Group Holdings Limited (formerly known as Solomon Worldwide Holdings Limited) (Stock Code: 8133) (a company listed on GEM of the Stock Exchange) during the period from April 2015 to April 2022. Mr. Wong Ka Shing has extensive experience in accounting, company secretarial services, auditing and financial management.

Mr. Wong has entered into a service agreement with the Company for a term of three years from 1 October 2022. The service agreement may be terminated in accordance with the provisions in the service agreement by either party giving to the other party not less than three months’ written notice. He is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of the Company. In accordance with the service agreement, Mr. Wong Ka Shing is entitled to an annual remuneration of HK\$600,000, which is determined by the arm’s length negotiation between Mr. Wong and the Company with reference to his duties and responsibilities in the

Company, and the prevailing market conditions. The amount of his remuneration package has been approved by the Board and the Remuneration Committee. Such remuneration package will remain unchanged upon his appointment as CEO.

**Mr. ZHENG Haipeng**

Mr. ZHENG Haipeng (“**Mr. Zheng**”), aged 28, was appointed as an independent non-executive Director, the chairman of the remuneration committee and member of the nomination committee on 14 June 2023. He holds a Bachelor of Science in Business Administration from the University of Vermont and Master of Science with Merit in Investment and Finance from the Queen Mary University of London. Mr. Zheng acts as investment manager in investment development center of Eternal Asia Supply Chain Management Ltd. since 17 June 2021. Mr. Zheng has been participated in various investment research projects. He has professional knowledges regarding financial investment, securities, and marketing.

Mr. Zheng has entered into a letter of appointment with the Company for a term of three years commencing from 14 June 2023, subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of the Company. The appointment of Mr. Zheng can be terminated by either party by giving not less than one month’s written notice in advance. Mr. Zheng is entitled to a director’s fee of HK\$11,000 per month, which is determined by arm’s length negotiation between Mr. Zheng and the Company with reference to his duties and responsibilities in the Company, and the prevailing market conditions. The amount of his remuneration package has been approved by the Board and the Remuneration Committee.

The Board would consider to enhance its diversity with different expertise when re-electing an independent non-executive Director. Mr. Zheng has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. He has in-depth knowledge on financial investment, securities, and marketing. The Board considers Mr. Zheng is independent and can bring further contribution to the Board and its diversity

**Mr. WANG Xiaojia**

Mr. WANG Xiaojia (“**Mr. Wang**”), aged 32, was appointed as an independent non-executive Director, the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee on 1 July 2023. Mr. Wang graduated from the Southwestern University of Finance and Economics in 2013. He is a member of The Chinese Institute of Certified Public Accountants. Mr. Wang is now acting as a tax manager in Shenzhen Talents Housing Group Co. Ltd.. He has more than 9 years of experience in taxation and finance.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years commencing from 1 July 2023, subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of the Company. The appointment of Mr. Wang can be terminated by either party by giving not less than one month’s written notice in advance. Mr. Wang is entitled to a director’s fee of HK\$11,000 per month, which is determined by arm’s length negotiation between Mr. Wang and the



Company with reference to his duties and responsibilities in the Company, and the prevailing market conditions. The amount of his remuneration package has been approved by the Board and the Remuneration Committee.

The Board would consider to enhance its diversity with different expertise when re-electing an independent non-executive Director. Mr. Wang has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. He has in-depth knowledge on taxation and finance. The Board considers Mr. Wang is independent and can bring further contribution to the Board and its diversity

#### **Mr. LI Zhining**

Mr. LI Zhining (“**Mr. Li**”), aged 28, was appointed as an independent non-executive Director and a member of each of the audit committee, the remuneration committee and the nomination committee on 1 July 2023. Mr. Li graduated from Beijing City University in 2015. He has been a manager of Zhanjiang No.4 Construction Engineering Co. Ltd. since 2015. Mr. Li has professional knowledge and very experienced in the fields of building design, construction and building renovation. He also has team leadership experience.

Mr. Li has entered into a letter of appointment with the Company for a term of three years commencing from 1 July 2023, subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of the Company. The appointment of Mr. Li can be terminated by either party by giving not less than one month’s written notice in advance. Mr. Li is entitled to a director’s fee of HK\$11,000 per month, which is determined by arm’s length negotiation between Mr. Li and the Company with reference to his duties and responsibilities in the Company, and the prevailing market conditions. The amount of his remuneration package has been approved by the Board and the Remuneration Committee.

The Board would consider to enhance its diversity with different expertise when re-electing an independent non-executive Director. Mr. Li has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. He has professional knowledge and very experienced in the fields of building design, construction and building renovation. The Board considers Mr. Li is independent and can bring further contribution to the Board and its diversity.

Details of the Proposed Amendments are as follows:

Remarks	Memorandum Number	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to existing Memorandum and Articles of Association)	Remarks
	1.	The name of the Company is <u>China Supply Chain Holdings Limited 中國供應鏈產業集團有限公司</u> (formerly known as <u>Yat Sing Holdings Limited 日成控股有限公司</u> ) <del>Yat Sing Holdings Limited 日成控股有限公司</del> .	
	2.	The registered office will be situate at the offices of <u>Ocorian Trust (Cayman) Limited Appleby Trust (Cayman) Ltd., Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108</u> <del>Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108</del> , Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.	
	5.	If the Company is registered as an exempted company as defined in the Cayman Islands Companies <del>Law</del> <u>Act</u> , it shall have the power, subject to the provisions of the Cayman Islands Companies <del>Law</del> <u>Act</u> and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.	
	7.	The authorised share capital of the Company is HK\$20,000,000 consisting of <u>10,000,000,000</u> <del>2,000,000,000</del> shares of HK\$ <u>0.0020-04</u> each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.	
Remarks	Article number	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to existing Memorandum and Articles of Association)	Remarks
	1. (a)	Table “A” of the Companies <del>Law</del> <u>Act</u> (as revised) shall not apply to the Company.	
	1. (b)	“Companies <del>Law</del> <u>Act</u> ” means the Companies <del>Law</del> <u>Act</u> (as revised) of the Cayman Islands as amended from time to time and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;	
	1. (b)	“Registered Office” means the registered office of the Company for the time being as required by the Companies <del>Law</del> <u>Act</u> ;	

1. (b) “Transfer Office” means the place where the principal register of Shareholders is located for the time being.

In these Articles, unless there be something in the subject or context inconsistent herewith:

- (i) words denoting the singular number shall include the plural number and vice versa;
- (ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;
- (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies ~~Law~~ Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and
- (iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

1. (c) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which not less than 21 days’ notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95% ~~in nominal value~~ of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days’ notice has been given.

- App. 3  
Para. 16  
App.13  
Part B  
Para.1-  
App.3  
Para.  
6(1)

2. To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of the Articles or to change the name of the Company. When Special Resolution is required
- 3. Without prejudice to any special rights or restrictions for the time being attaching to any Shares or any class of Shares including preference Shares, any Share may be issued upon such terms and conditions and with such preferred, deferred or other qualified or special rights, or such restrictions, whether in regard to Dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any Share may be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company, or at the option of the holder. No Shares shall be issued to bearer. Issue of Shares
- App.3  
Para.  
2(2)

4. The Board may issue warrants to subscribe for any class of Shares or other securities of the Company, which warrants may be issued on such terms as the Board may from time to time determine. Where warrants are issued to bearer, no certificate thereof shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original certificate thereof has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such replacement certificate. Warrants
- App.3  
Para. 15  
6(2)  
App.13  
Part B  
Para. 2(1)

5. (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated either with the consent in writing of the holders of at least ~~not less than~~ at least ~~3/4 in nominal value~~ 3/4 in nominal value of the issued Shares of that class or with the ~~sanction~~ approval of a resolution passed by at least 3/4 of the votes cast by the holders of Shares of that class present and voting in person or by proxy ~~a Special Resolution passed~~ at a separate general meeting of the such holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum ~~(other than at an adjourned meeting)~~ shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy at least one-third in nominal value of the issued Shares of that class, ~~that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares~~

How rights of shares may be modified

~~held by them~~) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.

- ~~App. 3~~  
~~Para. 9~~

6. The authorised share capital of the Company on the date of the adoption of these Articles is HK\$20,000,000 divided into 10,000,000,000~~2,000,000,000~~ Shares of HK\$0.0020~~0.01~~ each. Authorised Share Capital
- ~~App. 3~~  
~~Para. 6(1)~~

8. Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies Law Act and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting. On what conditions new shares may be issued
- ~~App. 2~~  
~~Para. 6(1)~~

10. Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be treated as if it formed part of the original capital of the Company and such Shares shall be subject to the provisions contained in these Articles with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise. New shares to form part of original capital
- 11. (a) All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Companies Law Act, if and so far as such provisions may be applicable thereto. Unissued Shares at the disposal of the Directors
- 12. (a) The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies Law Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued. Company may pay commission

12. (b) If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies ~~Law~~Act, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.

Defraying of expenses

13. (d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies ~~Law~~Act, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;

15. (a) Subject to the Companies ~~Law~~Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with

Company to purchase its own securities and to finance the same

the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.

15. (b) (i) Subject to the provisions of the Companies ~~Law~~Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

App.3  
Para.  
§(1)  
§(2)  
15. (b) (ii) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.

17. (a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies ~~Law~~Act. Share Register

17. (b) Subject to the provisions of the Companies ~~Law~~Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong. Local or branch register

App.3  
Para.20  
App.13 Part B  
Para. 3(2)  
17. (d) The Register may be closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.

18. (a) Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies ~~Law~~Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Share certificates

Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.

App.3 Para. 2(1)

19.

Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal.

Share certificates to be sealed

App.3 Para. 10(1), 10(2)

20.

Every share certificate hereafter issued shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to vote at general meetings, must include the words "restricted voting" or "limited voting" or "non-voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.

Share certificate to specify number and class of shares

App.3 Para. 1(2), App.3 Para. 2(1)

21. (a)

The Company shall not be bound to register more than 4 persons as joint holders of any Share.

Joint holders

38.

The Board may, if it thinks fit, receive from any Shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any Shares held by him, and in respect of all or any of the moneys so advanced may pay interest at such rate (if any) not exceeding 20% per annum, as the Board may decide but a payment in advance of a call shall not entitle the Shareholder to receive any Dividend or to exercise any other rights or privileges as a Shareholder in respect of the Share or the due portion of the Shares upon which payment has been advanced by such Shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such Shareholder not less than one Month's notice in writing of its intention on that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the Shares in respect of which it was advanced.

39.

Subject to the Companies Law Act, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if

Form of transfer



the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.

41. (c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Companies ~~Law~~Act.

~~App.3  
Para.  
1(2)~~ 42. Fully paid Shares shall be free from any restriction with respect to the right of the holder thereof to transfer such Shares (except when permitted by the HK Stock Exchange) and shall also be free from all liens. The Board however, may, in its absolute discretion, refuse to register a transfer of any Share which is not fully paid to a person of whom it does not approve or any Share issued under any share option scheme upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register a transfer of any Share (whether fully paid up or not) to more than 4 joint holders or a transfer of any Shares (not being a fully paid up Share) on which the Company has a lien.

Directors may  
refuse to register  
a transfer

~~App.3  
Para.1(1)~~ 43. (a) a fee of such maximum as the HK Stock Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) has been paid to the Company;

Requirement as  
to transfer

~~App.3 Para.  
14(1)  
App.13 Part B  
Para. 3(3);  
4(2)~~ 62. ~~At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The Company shall in each financial year hold a general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it, and such annual general meeting shall be held within 6 months after the end of the Company's financial year. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.~~

When annual  
general meeting  
to be held

App.3 Para. 14(5)

64.

The Board may, whenever it thinks fit, convene an extraordinary general meeting. Any one or more Shareholder (including a Clearing Housing (or its nominee)) ~~Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding;~~ at the date of deposit of the requisition, in aggregate not less than one tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make requisition convene an extraordinary general meeting and/or resolutions to the agenda of a meeting ~~paid up capital of the Company having the right of voting at general meetings.~~ Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Convening of extraordinary general meeting

App.13 Part B Para. 3(1) App.3 Para.14(2)

65.

An annual general meeting ~~or an extraordinary general meeting called for the passing of a Special Resolution~~ shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

Notice of meetings

65. (b)

in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% ~~in nominal value~~ of the Shares giving that right.

App.3 Para. 14(3) 14(4)

79.

Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this

Votes of share holders

Article) have one (1) vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands.

79A.

Shareholders present in person (including a Shareholder which is a Clearing House (or its nominee(s)) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

85.

Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy or representative to attend and vote instead of him. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation may execute a form of proxy under the hand of a duly authorized officer, ~~by its duly authorised representative~~) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.

Proxies

87.

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

Instrument ap  
pointing proxy  
to be in writing

App.3  
Para.  
11(4)

89.

Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that it shall not preclude the use of the two-way form. Any form issued to a Shareholder for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business.

Form of proxy

App.3  
Para. 18

92. (a)

Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.

Appointment of multiple corporate representatives

App.3 Para. 19  
App.13 Part B  
Para. 6

92. (b)

Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) appoint proxies or authorise such person or persons as it thinks fit to act as its representative or representatives, who enjoy rights equivalent to the rights of other shareholders, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)), including the right to speak and vote individually on a show of hands or on a poll. ~~which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.~~

96.

The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies ~~Law~~Act.

Number of Directors

- App.13  
Part B  
Para.  
5(2)
104. (b)
Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Sections 500–504 of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:
Loans to  
Directors
- App.3  
Para.  
4(2)
112.
The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first ~~next following~~ annual general meeting of the Company after his appointment and shall then be eligible for re-election.
Notice of  
proposed  
Director  
to be given
- ~~App.3~~  
~~Para.~~  
~~4(4)~~  
~~4(5)~~
113.
No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.
- 116.
The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Companies ~~Law~~Act, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
Conditions on  
which money  
may be  
borrowed
- 119.
The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies ~~Law~~Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies ~~Law~~Act with regard to the registration of mortgages and charges as may be specified or required.
Register of char  
ges to be kept
- 127.
The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and
General powers  
of Company  
vested in

- things as may be exercised or done or approved by the Company and are not hereby or by the Companies ~~LawAct~~ expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies ~~LawAct~~ and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. Directors
144. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies ~~LawAct~~ or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board. Appointment of Secretary
145. The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies ~~LawAct~~ and these Articles, together with such other duties as may from time to time be prescribed by the Board. Duties of the Secretary
146. A provision of the Companies ~~LawAct~~ or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary. Same person not to act in two capacities at once
- App. 3  
Para.  
2(1)
147. (a) Subject to the Companies ~~LawAct~~, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf. Custody of Seal
153. (a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies ~~LawAct~~) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been Power to capitalise

divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.

153. (b) Subject to the Companies ~~Law~~Act, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised. Effect of resolution to capitalise
154. Subject to the Companies ~~Law~~Act and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board. Power to declare dividends
156. (a) No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies ~~Law~~Act. Dividends not to be paid out of capital
156. (b) Subject to the provisions of the Companies ~~Law~~Act but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as

aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.

171. The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Companies ~~Law~~Act. Annual Returns

App.13 Part B Para. 4(1) 172. The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies ~~Law~~Act necessary to give a true and fair view of the state of the Company’s affairs and to show and explain its transactions. Accounts to be kept

174. No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies ~~Law~~Act or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting. Inspection by shareholders

App. 5 Para. 5 App.13 Part B Para. 3(3); 4(2) 175. (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors’ report and a copy of the Auditors’ report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice. Annual report of Directors and balance sheet to be sent to shareholders



App.13  
Para.17

176. (a) ~~The Company shall at each annual general meeting~~ Shareholders shall at the general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject to compliance with the Listing Rules, ~~The~~ the remuneration of the Auditors shall be fixed by Shareholders ~~or on the authority of the Company~~ in the annual general meeting by Ordinary Resolution ~~except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.~~

Appointment of Auditors

176. (b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Ordinary ~~Special~~ Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.

App.3  
Para.  
7(1);  
7(2)

180.(A)(i) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies ~~Law~~Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.

Service of notices

180.(A)(ii) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies ~~Law~~Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder

by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.

App.13  
Para. 21

188. Subject to the Companies ~~Law~~Act, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.

Modes of winding up

190. If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies ~~Law~~Act, divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.

Assets may be distributed in specie

195. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies ~~Law~~Act:

196. The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies ~~Law~~Act:

FINANCIAL YEAR

197. Unless otherwise determined by the Board, the financial year end of the Company shall be 30 June each year.

# CHINA SUPPLY CHAIN HOLDINGS LIMITED

## 中國供應鏈產業集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3708)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of China Supply Chain Holdings Limited (the “**Company**”) will be held on Monday, 4 December 2023 at 11:00 a.m at Soho 2, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, 28 Des Voeux Road West, Sheung Wan, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and reports of the directors of the Company (the “**Directors**”) and auditor of the Company and its subsidiaries for the year ended 30 June 2021.
2. To receive and adopt the audited consolidated financial statements and reports of the Directors and auditor of the Company and its subsidiaries for the year ended 30 June 2022.
3. To receive and adopt the audited consolidated financial statements and reports of the Directors and auditor of the Company and its subsidiaries for the year ended 30 June 2023.
4. To re-appoint Linkfield CPA Limited as the independent auditor of the Company and to authorise the Board of Directors (the “**Board**”) to fix its remuneration.
5. To re-elect Ms. Ma Huijun as an executive Director.
6. To re-elect Mr. Dai Jian as an executive Director.
7. To re-elect Mr. Lai Aizhong as an executive Director.
8. To re-elect Mr. Wong Ka Shing as an executive Director.
9. To re-elect Mr. Zheng Haipeng as an independent non-executive Director.
10. To re-elect Mr. Wang Xiaojia as an independent non-executive Director.
11. To re-elect Mr. Li Zhining as an independent non-executive Director.
12. To authorise the Board to fix the remuneration of the Directors.

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## NOTICE OF AGM

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

**“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.002 each in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures/securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall authorise the Directors to make or grant offers, agreements and options (including warrants, bonds and debentures/securities convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (C) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles**”) from time to time; or
  - (iv) the exercise of the right of subscription or conversion under the terms of any securities which are convertible into shares of the Company and from time to time outstanding,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF AGM

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(D) for the purposes 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the laws of the Cayman Islands or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

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

“**THAT:**

- (A) subject to paragraph (B) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of HK\$0.002 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby, generally and unconditionally approved;
- (B) the total number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF AGM

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(C) for the purposes 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the laws of the Cayman Islands or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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

“**THAT** conditional upon the passing of the resolutions set out in items 13 and 14 of this notice convening the Meeting (“**this Notice**”), the general mandate granted to the directors of the Company pursuant to the resolution set out in item 13 of this Notice be and is hereby extended by the addition thereto the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in item 14 of this Notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

### SPECIAL RESOLUTION

16. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution of the Company:

“**THAT** (a) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), details of which are set out in Appendix III to the circular of the Company dated 31 October 2023 (the “**Circular**”) be and are hereby approved; (b) the second amended and restated memorandum and articles of association of the Company, a copy of which is produced to the AGM, in the form of the document marked “A” and initialed by the chairman of the AGM for the purpose of identification, which contains all the Proposed Amendments mentioned in the Circular, be and is hereby approved and adopted as the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the AGM; and (c) any one Director or the company secretary or the registered office provider of the Company be and is hereby authorised to

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## NOTICE OF AGM

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execute all such documents and do all things necessary to give effect to the foregoing, including but without limitation to attending to necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board of  
**China Supply Chain Holdings Limited**  
**Ma Huijun**  
*Chairman*

Hong Kong, 31 October 2023

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the form of proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was 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, shall be accepted to the exclusion of the votes of the other joint holders, and 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.
5. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 29 November 2023 to Monday, 4 December 2023, both days inclusive. During such period, no share transfers will be effected. In order to be eligible to attend and vote at the Meeting, unregistered holders of shares should ensure that all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Tuesday, 28 November 2023.
6. In relation to proposed resolutions nos. 13 and 15 as set out in this notice, 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 Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by members of the Company.

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## NOTICE OF AGM

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7. In relation to proposed resolution no. 14 as set out in this notice, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the members. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the proposed resolution as required by the Listing Rules is set out in Appendix I to the Circular.
8. In relation to the proposed resolutions nos. 5 to 11 as set out in this notice, details of the retiring Directors standing for re-election, namely Ms. Ma Huijun, Mr. Dai Jian, Mr. Lai Aizhong, Mr. Wong Ka Shing, Mr. Zheng Haipeng, Mr. Wang Xiaojia and Mr. Li Zhining, are set out in Appendix II to the Circular.
9. Any voting at the meeting shall be taken by poll.
10. In the event that a tropical cyclone warning signal no. 8 or above is issued or black rainstorm warning or extreme conditions after super typhoons announced by the Hong Kong Government is in effect at any time between 7:00 a.m. and 10:00 a.m. on the day of the Annual General Meeting, the Annual General Meeting may be postponed to a later date and/or time as determined by the Company. Shareholders may visit the website of the Company at <https://chsc.com.hk> and HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for details of the postponement and alternative meeting arrangement.
11. No corporate gifts or refreshments will be provided at the Annual General Meeting to reduce close contact between attendees. If necessary, more stringent precautionary measures and/or other arrangement may be adopted at the Annual General Meeting to comply with any new, amended and then existing legal or regulatory requirement(s) of Hong Kong in effect at the relevant time.
12. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.
13. As at the date of this notice, the Board comprises four executive Directors, namely Ms. Ma Huijun (Chairman), Mr. Dai Jian (Vice Chairman), Mr. Lai Aizhong and Mr. Wong Ka Shing (Chief Executive Officer); and three independent non-executive Directors, namely Mr. Zheng Haipeng, Mr. Wang Xiaojia and Mr. Li Zhining.