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If you have sold or transferred all your shares in Changhong Jiahua Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

长虹佳华
CHANGHONGIT
Changhong Jiahua Holdings Limited
長虹佳華控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 3991)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
(2) RE-ELECTION OF DIRECTORS
(3) DECLARATION OF FINAL DIVIDEND
(4) APPOINTMENT OF AUDITOR
(5) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND
PROPOSED ADOPTION OF THE NEW BYE-LAWS
(6) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held physically at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 24 May 2024, at 10:30 a.m. (Hong Kong time) is set out on pages 26 to 31 of this circular. The purpose of this circular is to provide Shareholders with details of the matters to be dealt with at the Annual General Meeting.

A form of proxy for the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.changhongit.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding of the Annual General Meeting. The completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

22 April 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held physically at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 24 May 2024, at 10:30 a.m. (Hong Kong time) in relation to the Company’s financial year ended 31 December 2023
“Annual Report 2023”	the annual report of the Company for the financial year ended 31 December 2023
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Company”	Changhong Jiahua Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3991)
“Directors”	the directors of the Company
“Existing Bye-laws”	the amended and restated bye-laws of the Company currently in force
“General Mandates”	New Issue Mandate and New Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 April 2024 being the latest practicable date for ascertaining certain information in this circular prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	the second amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved for adoption by the Shareholders at the AGM

DEFINITIONS

“New Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate, and by an additional number of Shares bought back by the Company pursuant to the New Repurchase Mandate, if any
“New Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing Bye-laws as set out in Appendix III to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.025 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent



Changhong Jiahua Holdings Limited

長虹佳華控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3991)

Executive Directors:

Mr. Zhu Jianqiu (*Chairman and President*)

Mr. Zhao Qilin

Ms. Mao Haiyun

Mr. Ma Ban

Ms. Su Huiqing

Mr. Zhou Jiachao

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head office and principal

place of business:

Unit 1412, 14/F

West Tower, Shun Tak Centre

168–200 Connaught Road Central

Hong Kong

Independent Non-Executive Directors:

Mr. Jonathan Chan Ming Sun

Mr. Gao Xudong

Mr. Meng Qingbin

22 April 2024

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(2) RE-ELECTION OF DIRECTORS

(3) DECLARATION OF FINAL DIVIDEND

(4) APPOINTMENT OF AUDITOR

**(5) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND
PROPOSED ADOPTION OF THE NEW BYE-LAWS**

(6) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting to be held at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 24 May 2024, at 10:30 a.m. relating to, among other things, (i) the granting of the General Mandates; (ii) the re-election of the Directors; (iii) the declaration of final dividend; (iv) the appointment of auditors of the Company; and (v) the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws. The notice of the Annual General Meeting containing the proposed resolutions and other information is set out on pages 26 to 31 of this circular.

LETTER FROM THE BOARD

2. NEW ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed which, if passed, will grant the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue on the date of passing of such resolution (or 290,930,400 Shares based on (i) the Company's issued Shares as at the Latest Practicable Date of 1,454,652,000 Shares and (ii) the assumption that no further Shares are issued or repurchased prior to the Annual General Meeting). In addition, conditional upon the proposed resolution to authorise the New Repurchase Mandate and the New Issue Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the total number of Shares repurchased by the Company pursuant to the New Repurchase Mandate in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

3. NEW REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed which, if passed, will grant the Directors a general and unconditional mandate to repurchase issued Shares not exceeding 10% of the total number of issued Shares on the date of passing of such resolution (or 145,465,200 Shares based on (i) the Company's issued Shares as at the Latest Practicable Date of 1,454,652,000 Shares; and (ii) the assumption that no further Shares are issued or repurchased prior to the Annual General Meeting).

The General Mandates will remain in effect until whichever is the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Company may not purchase Shares on the Stock Exchange if such purchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of issued Shares.

With reference to the General Mandates, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto. 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 New Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the New Repurchase Mandate is set out in Appendix I to this circular.

4. RE-ELECTION OF THE DIRECTORS

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 directors 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 (including, but not limited to, an annual general meeting).

LETTER FROM THE BOARD

In accordance with bye-law 83(2) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting after his appointment and shall be eligible for re-election at such meeting. Accordingly, Ms. Mao Haiyun and Mr. Ma Ban shall retire and be eligible to offer himself for re-election as a Director at the Annual General Meeting.

In accordance with bye-law 84 of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Accordingly, Mr. Zhu Jianqiu, Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong shall retire and be eligible to offer themselves for re-election as Directors at the Annual General Meeting.

Brief biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

The retiring independent non-executive Directors, Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong, have given an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board assessed and reviewed the independence of Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong. The Nomination Committee and the Board are of the view that Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

The Nomination Committee has also reviewed and considered the experience, skills and knowledge of Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong, and recommended to the Board that the re-election of Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong as independent non-executive Directors be proposed for Shareholders' approval at the Annual General Meeting.

In view of Mr. Jonathan Chan Ming Sun's and Mr. Gao Xudong's professional qualification and experience, the Board believes that Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong will continue to provide independent and constructive opinions and bring valuable contribution to the Board. Therefore, the Board considers that the re-election of Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong as independent non-executive Directors is beneficial to the Company and its Shareholders as a whole.

The biography of Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong set out in Appendix II to this circular indicates how Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong contribute to the diversity of the Board and the perspectives, skills and experience that Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong can bring to the Board.

LETTER FROM THE BOARD

Mr. Jonathan Chan Ming Sun has served the Board as an independent non-executive director for more than 9 years. As an independent non-executive director with extensive experience and knowledge in corporate management and in-depth understanding of the Company's operations and business, Mr. Jonathan Chan Ming Sun has expressed independent views and given constructive guidance to the Board over the years, and he continues to demonstrate firm commitment to his role. Mr. Jonathan Chan Ming Sun has also confirmed his independence pursuant to the factors set out in Rule 3.13 of the Listing Rules.

The Nomination Committee considers that the long service of Mr. Jonathan Chan Ming Sun would not affect his exercise of independent judgement and is satisfied that Mr. Jonathan Chan Ming Sun has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. The Board is of the view that Mr. Jonathan Chan Ming Sun meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of guidelines. The Board considers the re-election of Mr. Jonathan Chan Ming Sun as an independent non-executive Director to be in the best interest of the Company and Shareholders as a whole.

5. PROPOSED FINAL DIVIDEND

The Board has recommended a final dividend of HK\$0.05 per Share subject to Shareholders' approval at the Annual General Meeting. It is intended that the final dividend, if approved by the Shareholders at the Annual General Meeting, will be payable on Friday, 21 June 2024 to the Shareholders whose names appear on the register of members of the Company on Thursday, 6 June 2024.

The register of members of the Company will be closed from Tuesday, 4 June 2024 to Thursday, 6 June 2024 (both days inclusive) for the purpose of determining Shareholders who are qualified for the proposed final dividend. During this period, no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 3 June 2024.

6. APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 17 April 2024 in relation to the proposed change of auditor.

The Board has resolved not to re-appoint Deloitte Touche Tohmatsu (“**Deloitte**”) as the auditor of the Company.

Deloitte will retire as the auditor of the Company upon expiration of its current term of office at the conclusion of the AGM and will not seek for re-appointment as the auditor of the Company at the AGM.

LETTER FROM THE BOARD

After taking into account the recommendations of the audit committee of the Company (the “**Audit Committee**”), the Board has resolved to appoint SHINEWING (HK) CPA Limited as the new auditor of the Company to fill the casual vacancy following the retirement of Deloitte with effect from the conclusion of the AGM and until the conclusion of the next annual general meeting, subject to the approval of the Shareholders at the AGM.

7. PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND PROPOSED ADOPTION OF THE NEW BYE-LAWS

Reference is made to the announcement of the Company dated 19 April 2024 in relation to the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws.

For the purposes of, among other things, (i) updating and bringing the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers as set out in the Listing Rules which took effect from 31 December 2023; and (ii) better aligning the Existing Bye-laws with the provisions of the Listing Rules and the applicable laws of Bermuda, the Board proposed to make the Proposed Amendments to the Existing Bye-laws. The details of the Proposed Amendments are set forth in Appendix III to this circular. In addition, the Board also proposed to adopt the New Bye-laws incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing Bye-laws.

The Board is of the view that the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws are in the interests of the Company and the Shareholders as a whole.

The New Bye-laws (incorporating and consolidating all the Proposed Amendments) will take immediate effect upon the passing of the relevant special resolution at the Annual General Meeting.

The Chinese version of the Bye-laws is an unofficial translation of the English version. In the event of any inconsistency, the English version shall prevail.

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the Annual General Meeting to be held at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 24 May 2024, at 10:30 a.m. (Hong Kong time) is set out on pages 26 to 31 of this circular.

LETTER FROM THE BOARD

At the Annual General Meeting, resolutions relating to, inter alia, the audited consolidated financial statements of the Company for the year ended 31 December 2023, granting of the General Mandates, the re-election of the retiring Directors and the declaration of final dividend, the appointment of auditor of the Company and the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws will be proposed for your consideration and approval.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the Annual General Meeting. The completion and delivery of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting in person if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

9. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by way of poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll, and the Company will announce the results of the poll in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

10. RECOMMENDATION

The Board is of the opinion that the granting of the General Mandates, the re-election of the retiring Directors, the appointment of auditor of the Company, the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws and all other resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company, the Group and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

11. RESPONSIBILITY STATEMENT

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

Yours faithfully,
By order of the Board
Changhong Jiahua Holdings Limited
Zhu Jianqiu
Chairman and Executive Director

The following is an explanatory statement regard to be sent to the Shareholders under the Listing Rules in connection with the New Repurchase Mandate.

SHARES IN ISSUE

As at the Latest Practicable Date, the Company had a total of 1,454,652,000 Shares of HK\$0.025 each in issue.

Subject to the passing of ordinary resolution No. 6 and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the New Repurchase Mandate to repurchase a maximum of 145,465,200 Shares, equivalent to 10% of the total number of Shares in issue as at the passing of the relevant resolutions at the Annual General Meeting.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchase of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

FUNDING OF REPURCHASE

Any repurchase will only be made out of funds of the Company legally available for the purposes in accordance with its Bye-laws and the applicable laws of Bermuda. The Company will not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts) in the event that the New Repurchase Mandate is exercised in full. The Directors do not propose to exercise the New Repurchase Mandate to such 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 appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months from April 2023 to April 2024 were as follows:

	Highest <i>HK\$</i>	Shares Lowest <i>HK\$</i>
April 2023	0.600	0.550
May 2023	0.590	0.550
June 2023	0.620	0.540
July 2023	0.570	0.500
August 2023	0.520	0.450
September 2023	0.480	0.420
October 2023	0.490	0.435
November 2023	0.480	0.430
December 2023	0.460	0.420
January 2024	0.440	0.405
February 2024	0.465	0.410
March 2024	0.470	0.420
April 2024 (up to the Latest Practicable Date)	0.455	0.420

DIRECTORS' UNDERTAKING

The Directors will exercise the powers of the Company to make repurchase of Shares pursuant to the New Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

WHO MAY SELL SHARES IN THE EVENT THAT THE NEW REPURCHASE MANDATE IS EXERCISED

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their close associates, have any present intention to sell any Shares to the Company under the New Repurchase Mandate if such is approved by the Shareholders.

No core connected persons of the Company have notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the New Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE CONSEQUENCES

As at the Latest Practicable Date, so far as is known to the Directors, the following persons were substantial Shareholders (as defined under the Listing Rules):

Name	Number of Shares	Nature of Interest	Percentage
Sichuan Changhong Electric Co., Ltd. (“Sichuan Changhong”)	874,650,000 <i>(Note 1)</i>	Interest of controlled company and beneficial owner	60.13%
Changhong (Hong Kong) Trading Limited (“Changhong Hong Kong”)	874,650,000 <i>(Note 2)</i>	Interest of controlled company and beneficial owner	60.13%
Fit Generation Holding Limited (“Fit Generation”)	858,650,000 <i>(Note 3)</i>	Beneficial owner	59.03%

Note 1: Among the 874,650,000 Shares interest held by Sichuan Changhong, 16,000,000 Shares were held through its wholly-owned subsidiary, Changhong Hong Kong, and 858,650,000 Shares were held through Fit Generation, which is wholly-owned by Changhong Hong Kong. Sichuan Changhong is therefore deemed to be interested in the Shares held by Changhong Hong Kong and Fit Generation for the purpose of the SFO. Sichuan Changhong Holding is the single largest shareholder of Sichuan Changhong, which held approximately 23.22% of the entire issued share capital of Sichuan Changhong and has de facto control over the composition of the majority of the board of Sichuan Changhong.

Note 2: Among the 874,650,000 Shares interest held by Changhong Hong Kong, 16,000,000 Shares were held directly and 858,650,000 Shares were held through Fit Generation. As Fit Generation is wholly-owned by Changhong Hong Kong, Changhong Hong Kong is deemed to be interested in the Shares held by Fit Generation for the purpose of the SFO.

Note 3: Fit Generation is wholly-owned by Changhong Hong Kong, which is in turn wholly-owned by Sichuan Changhong.

If the New Repurchase Mandate were exercised in full, assuming that the substantial Shareholders do not dispose of their Shares, the percentage shareholding of the substantial Shareholders before and after such repurchase would be as follows:

Substantial Shareholders	No. of Shares	Before repurchase	After repurchase
Sichuan Changhong	874,650,000	60.13%	66.81%
Changhong Hong Kong	874,650,000	60.13%	66.81%
Fit Generation	858,650,000	59.03%	65.59%

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, 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 Rules 26 and 32 of the Takeovers Code as a result of any such increase. To the best knowledge and belief of the Directors, the above increase in the percentage shareholding of the substantial Shareholders would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Company and the Directors have no current intention to exercise the New Repurchase Mandate, to such extent as would give rise to this obligation.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

Save as aforesaid in this circular, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase of Shares made under the New Repurchase Mandate.

The Company confirms that neither this explanatory statement nor the proposed repurchase of Shares has any unusual features.

SHARES REPURCHASES BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

The following are the particulars of the retiring Directors to be re-elected at the Annual General Meeting:

EXECUTIVE DIRECTORS

Mr. ZHU Jianqiu (祝劍秋) (“**Mr. Zhu**”), aged 61, joined Changhong Jiahua Holdings Limited (the “**Company**”, and collectively with its subsidiaries, the “**Group**”) as an executive Director and the president of the Company in April 2013, and was further appointed as the chairman of the Board in April 2021. Mr. Zhu is responsible for strategic development and the overall operation management of the Group. Mr. Zhu is also the chairman and chief executive officer of each of the following subsidiaries of the Company, namely Sichuan Changhong IT Information Products Company Limited (“**Changhong IT**”), Sichuan Changhong IT Digital Technology Co., Ltd. (“**Changhong IT Digital**”), Beijing Jiacun Intelligent Cloud Technology Co., Ltd. (“**Jiacun Intelligent Cloud**”, formerly known as Beijing Changhong IT Intelligence System Co., Ltd.), Changhong IT (Hong Kong) Information Products Co., Ltd., Sichuan Changhong IT Duolayouhuo ECommerce Co., Ltd. (“**Duolayouhuo**”), Sichuan Changhong Information Service Co., Ltd. (“**Changhong Information Service**”) and Beijing Changhong IT Information Technology Co., Ltd. (“**Changhong IT Information Technology**”), the chairman of Sichuan Changhong Cloud Computing Company Limited* (四川長虹雲計算有限公司, “**OPCO**”), PT. Changhong Jiahua Information Technology Indonesia, Beijing Changhong Information Technology Co., Ltd. (formerly known as Sichuan Changhong Cloud Service Co., Ltd.) and Changhong Jiahua Information Technology Philippines Inc., the executive director of Changhong (Hong Kong) Enterprises Limited, and the director of Sufficient Value Group Limited and Wide Miracle Limited. He obtained a Doctoral Degree in Economics from Renmin University in 2007 and a Bachelor Degree from Northeast University in the PRC in 1984 and has more than 26 years of experience in information technology (“**IT**”) industry management.

There is a service contract entered into between Mr. Zhu and the Company which is renewable automatically per annum.

Pursuant to his service contract, Mr. Zhu is entitled to a director’s emolument of HK\$60,000 per annum, which is determined by the Board with reference to Mr. Zhu’s relevant responsibilities, abilities and performance, the Company’s operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Mr. Zhu has no relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company (within the meaning of the Listing Rules). As at the Latest Practicable Date, Mr. Zhu has interests in 115,165,762 shares of the Company. Save as disclosed above, Mr. Zhu did not have any other interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhu did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date.

* *The English translation is for identification purpose only.*

Save as disclosed above, in relation to the re-election of Mr. Zhu, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

Ms. MAO Haiyun (茆海雲) (“Ms. Mao”), aged 48, joined the Company as an executive director in March 2024. Ms. Mao is responsible for the financing of the Group. She is the chief financial officer of Sichuan Changhong Electric Co., Ltd. (Shanghai Stock Exchange stock code: 600839, its controlling shareholder being Sichuan Changhong Electronics Holding Group Co., Ltd. (“**Sichuan Changhong Holding**”) and collectively with its subsidiaries, the “**Sichuan Changhong Electronics Group**”), and serves in various positions within the Sichuan Changhong Electronics Group such as a director of Sichuan Changhong Group Finance Co., Ltd. (its controlling shareholder being Sichuan Changhong Electronics Group). During the period from March 2018 to June 2019, she was the financial controller of Sichuan Changhong Cloud Computing Co., Ltd., a subsidiary of the Company. She obtained a bachelor’s degree in economics in July 1997, majoring in finance from Southwest University of Finance and Economics. She has over 27 years of experience in financial management and corporate finance.

There is a service contract entered into between Ms. Mao and the Company with no fixed term which is terminable by either party giving not less than one month’s written notice or payment in lieu.

Pursuant to her service contract, Ms. Mao is entitled to a director’s emolument of HK\$60,000 per annum, which is determined by the remuneration committee of the Company with reference to Ms. Mao’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks. Ms. Mao currently waives his emolument on his own accord.

Ms. Mao has no relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company (within the meaning of the Listing Rules). As at the Latest Practicable Date, Ms. Mao did not have any interest in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed above, Ms. Mao did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date.

Save as disclosed above, in relation to the re-election of Ms. Mao, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

Mr. Ma Ban (馬伴) (“**Mr. Ma**”), aged 35, joined the Company as an executive director in March 2024. Mr. Ma is primarily responsible for the capital operation of the Group. He is a vice head of the capital operation department of Sichuan Changhong Holding and serves in various positions within the Sichuan Changhong Electronics Group. He obtained a master’s degree in engineering majoring in software engineering in July 2014 from Huazhong University of Science and Technology. He has over 7 years of experience in finance and extensive professional experience in capital operation.

There is a service contract entered into between Mr. Ma and the Company with no fixed term which is terminable by either party giving not less than one month’s written notice or payment in lieu.

Pursuant to his service contract, Mr. Ma is entitled to a director’s emolument of HK\$60,000 per annum, which is determined by the remuneration committee of the Company with reference to Mr. Ma’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks. Mr. Ma currently waives his emolument on his own accord.

Mr. Ma has no relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company (within the meaning of the Listing Rules). As at the Latest Practicable Date, Mr. Ma did not have any interest in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Ma did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date.

Save as disclosed above, in relation to the re-election of Mr. Ma, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Jonathan CHAN Ming Sun (陳銘樂) (“**Mr. Chan**”), aged 51, joined the Company as an independent non-executive Director in February 2007. Mr. Chan was appointed as the chairman of each of the audit committee and remuneration committee of the Company, and a member of the nomination committee of the Company. He is an investment manager of Sprint Asset Management Limited. He is also acting as the independent non-executive director of each of the following listed companies on the Stock Exchange, namely China Dredging Environment Protection Holdings Limited (stock code: 871), Aceso Life Science Group Limited (Former known as Hao Tin Development Group Limited (stock code: 474) and Hao Tian International Construction Investment Group Limited (stock Code: 1341). He was the independent non-executive director of each of the following listed companies on the Stock Exchange, namely Shenyang Public Utility Holdings Company Limited (stock code: 747), from 13 February 2015 to 12 November 2020, and Dining Concepts Holdings Limited (currently known as Life Concepts Holdings Limited) (stock code: 8056) from 14 July 2016 to 12

December 2018, Grand Peace Group Holdings Limited (was delisted on 27 August 2021, stock code: 8108), Up Energy Development Group Limited (was delisted on 5 January 2022, stock code: 307)^(Note), and Fujian Nuoqi Co., Ltd. (was delisted on 8 February 2021, stock code: 1353). He obtained his Bachelor Degree of Commerce in Accounting and Information System from University of New South Wales, Australia. He is also a fellow member of the Hong Kong Institute of Directors and a member of Hong Kong Institute of Certified Public Accountants and CPA, Australia. He has over 23 years of experience in investment and corporate finance.

There is a service contract between Mr. Chan and the Company which is renewable automatically per annum.

Pursuant to his service contract, Mr. Chan is entitled to a director's emolument of HK\$200,000 per annum as determined by the remuneration committee of the Company with reference to Mr. Chan's relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Mr. Chan has no relationship with any Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company (within the meaning of the Listing Rules). As at the Latest Practicable Date, Mr. Chan does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Chan did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date.

Save as disclosed above, in relation to re-election of Mr. Chan, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

Mr. GAO Xudong (高旭東) ("Mr. Gao"), aged 58, joined the Company as an independent non-executive Director in May 2019. Mr. Gao was appointed as the member of each of the audit committee and nomination committee of the Company. Mr. Gao obtained a bachelor's degree in engineering from Harbin Institute of Technology in 1988, a master's degree in economics from Renmin University of China in 1991, and a doctor's degree in management from Sloan School of Management in Massachusetts Institute of Technology in 2003. Mr. Gao is a vice director of Research Center for Technological Innovation, Tsinghua University, a professor at Schwarzman Scholars, Tsinghua University and a professor at School

Note: The appointment of Mr. Chan as the independent non-executive director of Up Energy Development Group Limited (stock code: 307) ("**Up Energy**") is under dispute arising as to the validity of the special general meeting of UP Energy and the resolutions passed therein in respect of removal of original directors and appointment of new directors, including Mr. Chan as independent non-executive director. Mr. Chan confirmed that he has never been involved in the operation and decision-making process of UP Energy in relation to his role as independent non-executive director. As stated in the announcement of UP Energy dated 23 May 2017, the powers of its board of directors had ceased upon application of the provision liquidators to the Supreme Court of Bermuda. UP Energy is currently in provisional liquidation and managed by provision liquidators with full powers. For details, please refer to the relevant announcements of Up Energy.

of Economics and Management, Tsinghua University. He has been a member of the Expert Committee for Telecommunication Economy of the Ministry of Industry and Information Technology since January 2010. He is also acting as a director of Gridsum holding (Beijing) Co., Ltd, (the “**Gridsum Holding**”) and an independent director of Huadian New Energy Group Company Limited. He has been an independent director of Gridsum holding Inc. (a company that is a subsidiary of Gridsum Holdings, was listed on NASDAQ and was delisted on 5 April 2021, stock code: GSUM) from 2006 to 24 March 2021. He has over 33 years of experience in economics and corporate governance research.

There is a service contract entered into between Mr. Gao and the Company with no fixed term which is terminable by either party giving not less than one month’s written notice or payment in lieu.

Pursuant to his service contract, Mr. Gao is entitled to a director’s emolument of HK\$180,000 per annum, which is determined by the remuneration committee of the Company with reference to Mr. Gao’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Mr. Gao has no relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company (within the meaning of the Listing Rules). As at the Latest Practicable Date, Mr. Gao did not have any interest in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Gao did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date.

Save as disclosed above, in relation to the re-election of Mr. Gao, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>2. (l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</p>	<p>2. (l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not-; and</p>	<p>2. (l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; and</p>
<p>(Not applicable)</p>	<p><u>(m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.</u></p>	<p>(m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>149. Subject to Section 88 of the Act and Bye-law 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.</p>	<p>149. Subject to Section 88 of the Act and Bye-law 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.</p>	<p>149. Subject to Section 88 of the Act and Bye-law 150, a copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.</p>
<p>151. The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>	<p>151. The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner in any manner as set out in Bye-law 158, which shall be treated as discharging the Company's obligation to send to him a copy of such documents.</p>	<p>151. The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner as set out in Bye-law 158, which shall be treated as discharging the Company's obligation to send to him a copy of such documents.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>158. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the</p>	<p>158. (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued served or delivered under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be served or delivered by the Company on or to any Member either in any of the following manner, subject to the compliance with the requirements of all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange:</p> <p>(a) by serving it personally or on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p>	<p>158. (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be served or delivered under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be served or delivered in any of the following manner, subject to the compliance with the requirements of all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the 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 deemed a sufficient service on or delivery to all the joint holders.</p>	<p><u>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</u></p> <p><u>(e) by sending or transmitting it as an electronic communication to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;</u></p>	<p>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;</p> <p>(f) by placing it on the Company's website and the website of the Designated Stock Exchange without the need for any additional consent or notification; or</p> <p>(g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
	<p>(f) by placing it on the Company’s website orand the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website, without the need for any additional consent or notification;</p> <p><u>(f) by placing it on the Company’s website and the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website, without the need for any additional consent or notification;</u></p> <p><u>or</u></p> <p><u>(g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange.</u></p> <p>(2) In the 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 deemed a sufficient service on or delivery to all the joint holders.</p>	<p>(2) In the 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 deemed a sufficient service on or delivery to all the joint holders.</p>
(Not applicable)	<p><u>158. (3) Every Member or a person who is entitled to receive any notice or document from the Company under the provisions of the Statutes or these Bye-laws may provide to the Company an electronic address to which Notices and documents can be served or delivered upon him.</u></p>	<p>158. (3) Every Member or a person who is entitled to receive any notice or document from the Company under the provisions of the Statutes or these Bye-laws may provide to the Company an electronic address to which Notices and documents can be served or delivered upon him.</p>
(Not applicable)	<p><u>158. (4) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.</u></p>	<p>158. (4) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>159. Any Notice or other document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p>	<p>159. Any Notice or other document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the noticeNotice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p>	<p>159. Any Notice or document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or document was so addressed and put into the post shall be conclusive evidence thereof;</p>
<p>159. (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p>	<p>159. (b) if sent by electronic communication, shall be deemed to be givenserved and delivered on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication being served by being placed on the Company's website or and the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Membershall be deemed to be served and delivered by the Company on the day it first so appears on the relevant website(s), unless the Listing Rules specify a different date. In such cases, the deemed date of service and delivery shall be as provided or required by the Listing Rules;</p>	<p>159. (b) if sent by electronic communication, shall be deemed to be served and delivered on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication being served by being placed on the Company's website and the website of the Designated Stock Exchange, shall be deemed to be served and delivered by the Company on the day it first so appears on the relevant website(s), unless the Listing Rules specify a different date. In such cases, the deemed date of service and delivery shall be as provided or required by the Listing Rules;</p>
<p>159. (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</p>	<p>159. (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.</p>	<p>159. (d) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>160. (1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p>	<p>160. (1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p>	<p>160. (1) Any Notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p>



Changhong Jiahua Holdings Limited

長虹佳華控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3991)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Changhong Jiahua Holdings Limited (the “**Company**”) will be held physically at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 24 May 2024 at 10:30 a.m. (Hong Kong time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2023.
2. To declare a final dividend of HK\$0.05 per share of the Company for the year ended 31 December 2023.
3.
 - (i) To re-elect Mr. Zhu Jianqiu as a Director;
 - (ii) To re-elect Ms. Mao Haiyun as a Director;
 - (iii) To re-elect Mr. Ma Ban as a Director;
 - (iv) To re-elect Mr. Jonathan Chan Ming Sun as a Director;
 - (v) To re-elect Mr. Gao Xudong as a Director; and
 - (vi) To authorise the board of Directors to fix the remuneration of Directors.
4. To appoint SHINEWING (HK) CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors to fix the remuneration of auditors.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

To consider as special business, and if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

5. “**THAT:**

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued ordinary shares of the Company (the “**Share(s)**”) and to make or grant offers, agreements or options which might require the exercise of such powers be and is hereby approved generally and unconditionally;
- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (C) the total number of Shares allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); or (b) the grant or exercise of any option under the share option scheme of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company in force from time to time; or (d) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20% of the total number of Shares in issue as at the date of the passing of this resolution; and
 - (ii) provided that ordinary resolution No. 7 is passed, the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(D) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong.”

6. “**THAT:**

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby approved generally and unconditionally;
- (B) the total number of Shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (A) above shall not exceed 10% of the total number of Shares in issue as at the date this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 either by the Bye-laws of Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
7. “**THAT**, conditional upon the passing of ordinary resolutions No. 5 and No. 6 above, the general mandate referred to in the said ordinary resolution No. 5 be and is hereby extended by the addition to the number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in said ordinary resolution No. 6, provided that such number shall not exceed 10% of the number of the shares of the Company in issue as at the date of the passing of this resolution.”

To consider as special business, and if thought fit, to pass with or without amendments, the following resolution as special resolution:

8. “**THAT**:

- (A) the proposed amendments (the “**Proposed Amendments**”) to the amended and restated bye-laws of the Company currently in force (the “**Existing Bye-laws**”) as set forth in Appendix III to the circular of the Company dated 22 April 2024 be and are hereby approved;
- (B) the second amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments (the “**New Bye-laws**”) in the form produced at the meeting and signed by the chairman of the meeting for identification purposes be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-laws with immediate effect; and

NOTICE OF ANNUAL GENERAL MEETING

(C) any Director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the paragraphs (A) and (B) above, including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and Bermuda, respectively.”

Yours faithfully,
By order of the Board
Changhong Jiahua Holdings Limited
Zhu Jianqiu
Chairman and Executive Director

Hong Kong, 22 April 2024

Notes:

- i. For the purpose of determining the Shareholders of the Company who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents should be lodged for registration with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited of Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 20 May 2024.
- ii. Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member holding two or more shares may appoint more than one proxy to attend on the same occasion.
- iii. 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.
- iv. 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 that power or authority shall be deposited to the Company’s branch registrar in Hong Kong, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong and in any event not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting (as the case may be).
- v. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- vi. In respect of ordinary resolution No. 3, Mr. Zhu Jianqiu, Ms. Mao Haiyun, Mr. Ma Ban, Mr. Jonathan Chan Ming Sun and Mr. Gao Xudong shall retire and be eligible to offer themselves for re-election at the Annual General Meeting. Details of the above retiring Directors are set out in Appendix II of this circular.
- vii. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- viii. Attendants should bear their own travelling, accommodation and other expenses.

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the executive directors of the Company are Mr. Zhu Jianqiu, Mr. Zhao Qilin, Ms. Mao Haiyun, Mr. Ma Ban, Ms. Su Huiqing and Mr. Zhou Jiachao and the independent non-executive directors of Company are Mr. Jonathan Chan Ming Sun, Mr. Gao Xudong and Mr. Meng Qingbin.