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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Champion Alliance International Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Champion Alliance International Holdings Limited

冠均國際控股有限公司

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

(Stock Code: 1629)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of the Company to be held at Unit E, 22/F, Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. is set out on pages 20 to 24 of this circular.

A form of proxy for use by the shareholders of the Company at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

29 April 2024

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DEFINITIONS

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 at Unit E, 22/F, Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. the notice of which is set out on pages 20 to 24 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associate(s)” or “close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Buyback Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares for a total number not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant resolution
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Champion Alliance International Holdings Limited (Stock Code: 1629), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to this term under the Listing Rules
“core connected person”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares for an aggregate number not exceeding 20% of the number of the issued Shares as at the date of the passing of the relevant resolution
“Latest Practicable Date”	15 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“PRC”	The People’s Republic of China which, for the purpose of this circular, excluding Hong Kong, Taiwan and Macau
“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)”	the ordinary share(s) of the Company with nominal value of HK\$0.01 each
“Share Registrar”	Tricor Investor Services Limited, being the Hong Kong branch share registrar of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



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

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

(Stock Code: 1629)

Executive Directors:

Mr. Chen Shuming (*Chairman*)
Mr. Chen Xiaolong
Mr. Hu Enfeng
Mr. Li Aiguo
Mr. Chen Chen

Independent non-executive Directors:

Mr. Chen Hua
Mr. Zhao Zhendong
Mr. Chin Chi Ho Stanley

Registered Office:

Third Floor
Century Yard
Cricket Square
P.O. Box 902
Grand Cayman KY1-1103
Cayman Islands

Headquarters in the PRC:

Dongping Economic Development Zone
Shandong Province
PRC

Principal Place of Business in

Hong Kong:

Unit E, 22/F, Tower A
Billion Centre
1 Wang Kwong Road
Kowloon Bay
Kowloon, Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the relevant information regarding the resolutions to be proposed at the AGM relating to, *inter alia*:

- (a) the granting of the Issue Mandate to the Directors;
- (b) the granting of the Buyback Mandate to the Directors;
- (c) the granting of the extension mandate to extend the Issue Mandate by the addition of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Buyback Mandate;
- (d) the re-election of the retiring Directors; and
- (e) the re-appointment of the auditor of the Company.

2. THE ISSUE MANDATE

The Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares at the annual general meeting of the Company held on 28 June 2023. As at the Latest Practicable Date, such general mandate has not been utilized and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to exercise all powers of the Company to allot, issue and deal with the Shares for an aggregate number not exceeding 20% of the number of the issued Shares as at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, the Company had in issue an aggregate of 546,092,537 Shares. Subject to the passing of the proposed resolution for approval of the Issue Mandate and assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, the Company would be allowed to allot and issue a maximum of 109,218,507 new Shares.

Details of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 5 of the notice of the AGM.

3. THE BUYBACK MANDATE

The Directors have been granted a general unconditional mandate to exercise all powers of the Company to repurchase the Shares at the annual general meeting of the Company held on 28 June 2023. As at the Latest Practicable Date, such buyback mandate has not been utilized and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to exercise all powers of the Company to repurchase the Shares for a total number not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant resolution.

LETTER FROM THE BOARD

An explanatory statement giving the particulars required under the Listing Rules in respect of the Buyback Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in the **Appendix I** to this circular.

Details of the Buyback Mandate are set out in the ordinary resolution as referred to in resolution no. 6 of the notice of the AGM.

The Issue Mandate and the Buyback Mandate will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking or varying such mandates.

As at the Latest Practicable Date, the Company had in issue an aggregate of 546,092,537 Shares. Subject to the passing of the proposed resolution for the approval of the Buyback Mandate and assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, the Company would be allowed to repurchase a maximum of 54,609,253 Shares.

4. EXTENSION OF THE ISSUE MANDATE

In addition, if the Issue Mandate and the Buyback Mandate are granted, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Buyback Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 7 of the notice of the AGM.

5. RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 112 of the Articles, any Directors appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to the above provision, Mr. Li Aiguo and Mr. Chen Chen, both as executive Directors of the Company, shall hold office until the AGM and shall then be eligible for re-election.

LETTER FROM THE BOARD

Pursuant to article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but no less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Directors so to retire shall be (i) those who wishes to retire and not to offer himself/herself for election; (ii) those who have not been subject to retirement by rotation in the three years preceding the annual general meeting; and (iii) those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

In accordance with the above provision of the Articles, Mr. Chen Hua and Mr. Zhao Zhendong, both as Independent Non-executive directors of the Company, will retire by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM.

Biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in **Appendix II** to this circular.

6. RE-APPOINTMENT OF AUDITOR

As disclosed in the announcement of the Company dated 17 November 2023, the Board has received a letter from BDO Limited (“**BDO**”) on 17 November 2023 (the “**BDO Letter**”) in respect of their decision to resign as auditors of the Company with effect from 17 November 2023. According to the letter, BDO and the Company could not reach a consensus on the audit fee in respect of the audit of the consolidated financial statements of the Group for the year ending 31 December 2023.

Save as disclosed above, BDO has confirmed in the BDO Letter that there are no other circumstances connected with its resignation which should be brought to the attention of the Shareholders. The Board and the audit committee of the Board also confirm that there are no matters in respect of the resignation of BDO which should be brought to the attention of the Shareholders.

As recommended by the audit committee of the Company, the Board has formally appointed CCTH CPA Limited as the new auditor of the Company to fill the casual vacancy following the resignation of BDO and to hold office as the auditor of the Company until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (both dates inclusive), during which period no transfer of Shares can be registered. In order to be eligible to attend and vote at the AGM, all completed share transfer instruments accompanied by the relevant share certificates must be lodged with the Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 21 June 2024.

8. AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at Unit E, 22/F, Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. is set out on pages 20 to 24 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, *inter alia*, the resolutions proposed in the notice of the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

9. VOTING AT THE AGM

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

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

LETTER FROM THE BOARD

10. 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.

11. RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the AGM, including, among other things, the proposed resolutions in relation to the Issue Mandate, the Buyback Mandate, the extension of the Issue Mandate, the re-election of retiring Director and the re-appointment of the auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

12. RECOMMENDATION OF THE NOMINATION COMMITTEE

On 28 March 2024, the nomination committee of the Board (the “**Nomination Committee**”), having reviewed the composition of the Board, nominated Mr. Li Aiguo, Mr. Chen Chen, Mr. Chen Hua and Mr. Zhao Zhendong to the Board for it to recommend to Shareholders for re-election at the AGM.

The nomination was made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the 2023 annual report of the Company. The Nomination Committee had also taken into account of the respective contributions of the proposed Directors standing for re-election to the Board and their commitment to their role. The Biographical background of Mr. Li Aiguo, Mr. Chen Chen, Mr. Chen Hua and Mr. Zhao Zhendong are set out in **Appendix II** to this circular.

On 28 March 2024, the Board accepted the Nomination Committee’s nomination and recommended Mr. Li Aiguo, Mr. Chen Chen, Mr. Chen Hua and Mr. Zhao Zhendong to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of the proposed Director is in the best interest of the Company and Shareholders as a whole. Mr. Li Aiguo, Mr. Chen Chen, Mr. Chen Hua and Mr. Zhao Zhendong were abstained from the discussion and voting at the Board meeting regarding their respective nomination.

LETTER FROM THE BOARD

Further information about the Board's composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors' attendance record at the Board and committee meetings are disclosed in the corporate governance report of the 2023 annual report of the Company.

13. GENERAL INFORMATION

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

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

This appendix serves as an explanatory statement, as required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Buyback Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, a total of 546,092,537 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 54,609,253 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date. Any Shares repurchased by the Company pursuant to the Buyback Mandate shall be fully paid-up.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Buyback Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and the Shareholders as a whole. The number of the Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. SOURCE OF FUNDS FOR REPURCHASES

The Company is empowered by the Articles to repurchase its Shares. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Listing Rules, the Memorandum, the Articles, the Companies Law and all other applicable laws, rules and regulations, as the case may be.

Any repurchase of the Shares may only be effected out of profits of the Company, out of share premium, out of the proceeds of a fresh issue of Shares made for the purpose or, subject to the Companies Law, out of capital. The premium, if any, payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company, out of the Company's share premium account before or at the time the Shares are repurchased or, subject to the Companies Law, out of capital.

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

4. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

As compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, the Directors consider that there could be a material adverse impact on the working capital and on the gearing level of the Company in the event that the proposed repurchases under the Buyback Mandate were to be carried out in full during the proposed purchases period. However, the Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. BUYBACK MANDATE

The Directors shall exercise the power of the Company to make repurchases pursuant to the proposed resolution for the Buyback Mandate in accordance with the Listing Rules, the Articles and the Companies Law and all other applicable laws, rules and regulations, as the case may be. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

6. INTENTION TO SELL SHARES

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

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any of their Shares to the Company or has undertaken not to sell any of their Shares to the Company, in the event that the Company is authorised to make repurchases of the Shares.

7. CONSEQUENCES UNDER THE TAKEOVERS CODE

If, as a result of a repurchase of the Shares by the Company pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code if the Buyback Mandate is exercised.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows. Their respective interests as at the Latest Practicable Date is shown under the column “Percentage of shareholding as at the Latest Practicable Date” while assuming that their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Repurchase Mandate (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date on which the Buyback Mandate, if approved by the Shareholders, is exercised in full) is shown under the column “Percentage of shareholding (if the Buyback Mandate is exercised in full)”:

Name	Nature of Interest	Total number of Shares held	Percentage of shareholding (as at the Latest Practicable Date)	Percentage of shareholding (if the Buyback Mandate is exercised in full)
Champion Alliance International Corporation (“Champion Alliance”)	Beneficial owner (Note 1)	350,000,000	64.09%	71.21%
Mr. Chen Shuming (“Mr. Chen”)	Interest in a controlled corporation (Note 1)	350,000,000	64.09%	71.21%
Ms. Chen Xiuchun	Interest of spouse (Note 2)	350,000,000	64.09%	71.21%
CM Asset Management (Hong Kong) Company Limited	Investment manager	45,704,000	8.37%	9.30%
Shareholder Value Fund	Beneficial owner	45,704,000	8.37%	9.30%

Notes:

1. These Shares were beneficially owned by Champion Alliance, which is wholly-owned by Mr. Chen. As a result, Mr. Chen is deemed to be interested in these Shares pursuant to the SFO.
2. Ms. Chen Xiuchun is the spouse of Mr. Chen and is deemed to be interested in all the Shares in which Mr. Chen is interested pursuant to the SFO.

The Directors, to the best of their knowledge and belief, are not aware of any Shareholders or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchases of the Shares made pursuant to the Buyback Mandate.

Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public float under Rule 8.08 of the Listing Rules. However, the Directors have no present intention to exercise the Buyback Mandate to such an extent that, in the circumstances, there is insufficient public float as prescribed under the Listing Rules.

8. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.270	0.212
May	0.230	0.205
June	0.249	0.201
July	0.214	0.198
August	0.210	0.191
September	0.193	0.160
October	0.200	0.160
November	0.181	0.173
December	0.225	0.153
2024		
January	0.185	0.145
February	0.170	0.166
March	0.160	0.141
April (up to the Latest Practicable Date)	0.172	0.141

9. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of the Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

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

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Mr. LI Aiguo, aged 45, has approximately 18 years of experience in the paper industry. He graduated from Wuhan University with a bachelor's degree in law in June 2003. Mr. Li has been engaged in the household paper industry since August 2005. Since June 2020, he has served as the production department manager of Shandong Jiexin Paper Co., Ltd.* (山東潔昕紙業股份有限公司) (formerly known as Dongshun Group Co., Ltd.* (東順集團股份有限公司)), a company engaged in the manufacturing of household paper and personal hygiene products in China. Mr. Li received the May 1st Labor Medal of Heilongjiang Province in May 2017 and the title of Technical Expert of Dongping County in December 2020. He obtained three utility model patents in the paper industry for the Company from 2021 to 2022.

Mr. Li has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an executive Director for an initial fixed term of three years with effect from 29 December 2023. The term of service shall be renewed and extended automatically by three years upon the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Li is entitled to a remuneration of HK\$60,000 and discretionary bonus per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Li is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

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

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

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

Mr. CHEN Chen, aged 34, is the sales director of the Group's office in Beijing. He graduated from Beijing Sport University in July 2012 with a bachelor's degree in education. Mr. Chen has served as a village official for university students in Beijing since July 2012 and received the honour of outstanding village official for university students.

Since September 2015, he has served as sales manager and sales director respectively at Shandong Jiexin Paper Co., Ltd.* (山東潔昕紙業股份有限公司) (formerly known as Dongshun Group Co., Ltd.* (東順集團股份有限公司)), a company engaged in the manufacturing of household paper and personal hygiene products in China. Mr. Chen has been the individual sales leader for five consecutive years, and also led his team to win the honour of outstanding team for five consecutive years.

Mr. Chen has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an executive Director for an initial fixed term of three years with effect from 29 December 2023. The term of service shall be renewed and extended automatically by three years upon the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Chen is entitled to a remuneration of HK\$60,000 and discretionary bonus per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Chen is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

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

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

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHEN Hua, aged 56, is an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee. He has more than 32 years of experience in the field of economics and finance. He graduated from Southwestern University of Finance and Economics (西南財經大學), the PRC, and was awarded a bachelor's degree in economics (major in statistics) in July 1989. Between July 1989 and September 2002, Mr. Chen Hua served various roles, including deputy chief of the sub-branch and department manager of the branch, of the Industrial and Commercial Bank of China. He obtained a master's degree in science from Shandong University (山東大學), the PRC, in December 2001 and a doctorate degree in economics from Soochow University (蘇州大學), the PRC, in June 2005. He was the professor and the head of the regional competitiveness assessment center (區域競爭力評價中心) of the Shandong Economics University* (山東經濟學院) from March 2005 to July 2007 and the vice president of the taxation and finance institute of Shandong Economics University* (山東經濟學院財稅金融研究所) from July 2007 to July 2009. From September 2010 to April 2013, he was an applied economics postdoctoral researcher at the Fiscal Science Research Institute of the Ministry of Finance of the PRC* (中華人民共和國財政部財政科學研究所). Since November 2014, he has been the head of the finance research institute of Shandong University of Finance and Economics* (山東財經大學當代金融研究所).

Mr. Chen served as a committee member of the 11th Shandong Province Committee of the PRC Political Consultative Conference* (中國人民政治協商會議山東省政協委員) and was appointed as a budgetary review consultant* (預算審查顧問) by the Shandong Province Standing Committee of National People's Congress (山東省人大常委會) in September 2018.

From April 2015 to May 2021, Mr. Chen has been an independent non-executive director of Bank of Qingdao Co., Ltd. (H Shares Stock Code: 3866 and Preference Shares Stock Code: 4611), whose shares are listed on the Main Board of the Stock Exchange. He is currently the independent director of Shandong State-owned Assets Investment Holdings Company Limited (山東省國有資產投資控股有限公司), Shandong Bocon International Port Company Limited (山東寶港國際港務股份有限公司) and Jining Hongrun Food Company Limited (濟寧鴻潤食品股份有限公司). From July 2021, Mr. Chen was appointed as the Independent director of Bank of Rizhao Co., Ltd (日照銀行股份有限公司) and Impulse (Qingdao) Health Tech Co., Ltd (青島英派斯健康科技股份有限公司).

Mr. Chen has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial fixed term of three years with effect from 20 November 2018. The term of service shall be renewed and extended automatically by three years upon the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Chen is entitled to a remuneration of HK\$60,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Chen is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

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

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

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

Mr. ZHAO Zhendong, aged 60, is an independent non-executive Director, a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee. He has over 40 years of experience in the paper manufacturing industry. Mr. Zhao completed a two-year paper manufacturing program at Shandong Province Light Industry School* (山東省輕工業學校) in July 1984. He obtained a diploma in chemistry from Shandong Normal University (山東師範大學) in July 1990 and an undergraduate diploma in economics from China Communist Party Central Party School Correspondence College* (中共中央黨校函授學院) in December 1993. Mr. Zhao also obtained the qualification as a senior engineer conferred by Shandong Province Light Industry Technical Position Senior Review Committee* (山東省輕工工程技術職務高級評審委員會) in October 2002.

Between July 1984 and December 1997, Mr. Zhao worked as a technician and an assistant engineer at Shandong Paper Group Head Office* (山東紙業集團總公司). From January 1998 to April 2005, he served as the engineer, senior engineer and deputy secretary general of Shandong Province Paper Manufacturing Industry Association* (山東省造紙行業協會). From April 2005 to May 2020, he had been serving as the secretary general and vice president of Shandong Province Paper Manufacturing Industry Association* (山東省造紙行業協會). From June 2020, he was appointed as the vice president of Shandong Paper Association* (山東省造紙行業協會), and an executive council member (常務理事) of Shandong Papermaking Society* (山東造紙學會). From March 2022, he was appointed as the vice president (副理事長) of China Paper Association* (中國造紙協會).

Mr. Zhao has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial fixed term of three years with effect from 20 November 2018. The term of service shall be renewed and extended automatically by three years upon the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto in accordance with the terms thereof. Mr. Zhao is entitled to a remuneration of HK\$60,000 per annum. Such remuneration was determined in accordance with, and covered by, the aforesaid letter of appointment. Mr. Zhao is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

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

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

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

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



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

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

(Stock Code: 1629)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Champion Alliance International Holdings Limited (the “Company”) will be held at Unit E, 22/F, Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Group, the reports of the directors and the independent auditor of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Li Aiguo as an executive director of the Company.
 - (b) To re-elect Mr. Chen Chen as an executive director of the Company.
 - (c) To re-elect Mr. Chen Hua as an independent non-executive director of the Company.
 - (d) To re-elect Mr. Zhao Zhendong as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint CCTH CPA Limited as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

5. **“THAT:**

(a) a general unconditional mandate be and is hereby given to the directors of the Company to exercise all powers of the Company to allot, issue and deal with shares of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities (including the power to make or grant any offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers) subject to a restriction that the aggregate number of securities allotted or agreed to be allotted, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares 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;

(iii) the exercise of options granted under any share option scheme or other similar arrangement adopted by the Company for the grant or issue to the employees, officers, directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company;

(iv) the exercise of any right of subscription or conversion under the terms of any bonds, warrants or debentures which may be issued by the Company or any securities which are convertible into shares of the Company; or

(v) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the number of the issued shares of the Company as at the date of the passing of this resolution;

(b) the aforesaid mandate shall remain in effect until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aforesaid mandate shall authorise the directors of the Company during the period mentioned in paragraph (b) above (the “**Relevant Period**”) to make or grant any offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period; and
 - (d) for the purpose of this resolution, “Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”
6. “**THAT:**
- (a) a general unconditional mandate be and is hereby given to the directors of the Company authorising them to exercise all powers of the Company to repurchase on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of the Securities on the Stock Exchange or of any other stock exchange as amended from time to time, shares of the Company for a total number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution; and
 - (b) the aforesaid mandate shall remain in effect until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the ordinary resolutions no. 5 and no. 6 as set out above being duly passed (with or without amendments), the general unconditional mandate granted to the directors of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in the said resolution no. 5 be and is hereby extended by the addition to the number of shares of the Company which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the directors of the Company pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company pursuant to the general mandate referred to in the said resolution no. 6 (up to a maximum number equivalent to 10% of the number of the issued shares of the Company as at the date of the passing of this resolution).”

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

Hong Kong, 29 April 2024

Notes:

1. A member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he so wish. In such event, his form of proxy will be deemed to be revoked.
2. A form of proxy for the AGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company’s Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. To ascertain the members’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the meeting, all completed share transfer instruments, accompanied by the relevant share certificates, shall be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 21 June 2024.
5. An explanatory statement containing further details regarding resolution no. 6 above is set out in Appendix I to the circular of the Company dated 29 April 2024.
6. Details of the retiring directors proposed to be re-elected as directors of the Company are set out in Appendix II to the circular of the Company dated 29 April 2024.

NOTICE OF ANNUAL GENERAL MEETING

7. Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
8. If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.championshipintl.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

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