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If you are in doubt as to any aspect of this circular or as to the action to be taken, 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 China Shun Ke Long Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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CHINA SHUN KE LONG HOLDINGS LIMITED

中國順客隆控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 974)

**(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF RETIRING DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the cover page shall have the same meanings as those defined in this circular. A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the Annual General Meeting to be held at 10:30 a.m. on Friday, 28 June 2024 at Conference Room, Suites 1101-3 & 12, 11/F, Tower 2, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 16 to 20 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the Annual General Meeting (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting and any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4 June 2024

TABLE OF CONTENTS

	<i>Page</i>
Special Arrangements for the Annual General Meeting	ii
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement	8
Appendix II — Information of the Retiring Directors proposed to be re-elected .	11
Notice of Annual General Meeting	16

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

LIVE STREAMING WEBCAST

To enable Shareholders of the Company to participate in the Annual General Meeting, Shareholders not attending the Annual General Meeting in person may join a live streaming webcast of the Annual General Meeting where they can see and listen to the Annual General Meeting as well as submit questions online via VooV Meeting app.

Shareholders that intend to participate in the Annual General Meeting via VooV Meeting app MUST contact and register with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, before 10:30 a.m. on 26 June 2024 (being not less than 48 hours before the time appointed for the Annual General Meeting) and obtain a webcast link address and passcode to join the Annual General Meeting via the following means:

By email: is-enquiries@hk.tricorglobal.com

By telephone: (852) 2980 1333

Shareholders should note that viewing the live streaming webcast of the Annual General Meeting via VooV Meeting app will not be counted towards a quorum nor will they be able to cast their votes online (but can vote by proxy in the manner described elsewhere in this circular). Shareholders who wish to vote are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting by completing and returning the relevant proxy form in accordance with the instructions therein by a time not less than 48 hours before the time appointed for the Annual General Meeting.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened at 10:30 a.m. on Friday, 28 June 2024 at Conference Room, Suites 1101-3 & 12, 11/F, Tower 2, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“associate(s)”	has the meaning ascribed to this term under the Listing Rules;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Company”	China Shun Ke Long Holdings Limited 中國順客隆控股有限公司, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue, allot and deal with up to 20% of the issued share of the Company as set out in the paragraph headed “Letter from the Board — General Mandates” of this circular;
“Latest Practicable Date”	30 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to 10% of the issued shares of the Company as set out in the paragraph headed “Letter from the Board — General Mandates” of this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.



CHINA SHUN KE LONG HOLDINGS LIMITED

中國順客隆控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 974)

Executive Directors:

Mr. Wang Rengang (*Chairman*)

Ms. Wang Hui (*Chief Executive Officer*)

Non-executive Director:

Ms. Du Jing

Independent non-executive Directors:

Mr. Cheng Hok Kai Frederick

Mr. Gao Jingyuan

Mr. Ng Hoi

Registered office:

Vistra (Cayman) Limited

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205

Cayman Islands

Principal place of

business in Hong Kong:

Suite 4404–10, 44th Floor,

One Island East

18 Westlands Road

Taikoo Place, Hong Kong

4 June 2024

To the Shareholder,

Dear Shareholder(s),

**(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF RETIRING DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide the Shareholders with notice of the Annual General Meeting and the information regarding the resolutions to be proposed to seek approval of the Shareholders at the Annual General Meeting in relation to: (i) the grant of Issue Mandate and Repurchase Mandate; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 6 June 2023, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. As at the Latest Practicable Date, such mandates have not been utilised and will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of the following new general mandates to the Directors:

- (a) the Issue Mandate to allot, issue and deal with Shares up to 20% of the total number of Shares on the date of passing of such resolution (i.e. up to 58,091,400 Shares on the assumption that the number of Shares remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting); and
- (b) the Repurchase Mandate to repurchase Shares on the Stock Exchange up to 10% of the total number of Shares on the date of passing of such resolution (i.e. up to 29,045,700 Shares on the assumption that the number of Shares remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting).

In addition, a separate ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (provided that if such mandate is granted to the Directors at the Annual General Meeting).

The Issue Mandate and the Repurchase Mandate shall continue in force during the period ending on the earliest of (a) the date of the next annual general meeting; (b) the date by which the next annual general meeting of the Company is required to be held by law or by its Articles of Association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in the Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises six Directors, namely Mr. Wang Rengang, Ms. Wang Hui, Ms. Du Jing, Mr. Cheng Hok Kai Frederick, Mr. Gao Jingyuan and Mr. Ng Hoi.

Pursuant to Article 83(3) of the Articles of Association, The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

LETTER FROM THE BOARD

Pursuant to Article 84 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or 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 by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation 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. Any Director appointed by the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, the Directors retiring at the Annual General Meeting are Mr. Wang Rengang, Ms. Wang Hui, Ms. Du Jing, Mr. Gao Jingyuan and Mr. Ng Hoi who being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

In considering the re-election of the retiring Directors, the Board, with the assistance and recommendation of the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise that the retiring Directors can provide. The Nomination Committee nominated and the Board recommended Mr. Wang Rengang, Ms. Wang Hui, Ms. Du Jing, Mr. Gao Jingyuan and Mr. Ng Hoi to stand for re-election as Directors at the Annual General Meeting. Separate resolutions will be proposed at the Annual General Meeting to approve the re-election of each retiring Director.

The Company has received from Mr. Gao Jingyuan and Mr. Ng Hoi of their confirmation of independence as an independent non-executive Directors, pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has assessed their independence as independent non-executive Director.

The Nomination Committee evaluated the performance of Mr. Gao Jingyuan and Mr. Ng Hoi and was of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced, and objective views to the Company's affairs. The Nomination Committee is also of the view that Mr. Gao Jingyuan and Mr. Ng Hoi would bring to the Board their own perspective, skills, and experience, as further described in their biographical details set out in Appendix II to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Ng Hoi could contribute to the diversity of the Board, with his extensive experience in finance of modern large-scale corporations and listed companies, and Mr. Gao Jingyuan could contribute to the diversity of the Board, with his extensive experience in trading and retail industry of the People's Republic of China.

Brief biographical details of the retiring Directors who are subject to re-election are set out in Appendix II to this circular.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from, Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of Shares will be effected.

In order to be entitled to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, 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 Monday, 24 June 2024.

ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND VOTING BY POLL

A notice convening the Annual General Meeting to be held on Friday, 28 June 2024, at 10:30 a.m. at Conference Room, Suites 1101-3 & 12, 11/F, Tower 2, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 16 to 20 of this circular. The Directors are not aware of any Shareholder who are required to abstain from voting in the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should 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 the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the Annual General Meeting will be taken by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting in respect thereof.

ADDITIONAL INFORMATION

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

MISCELLANEOUS

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

Yours faithfully
By order of the Board
China Shun Ke Long Holdings Limited
Wang Rengang
Chairman and Executive Director

This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide all the requisite information in relation to the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

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

(a) Shareholders' approval

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

(b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the number of issued Shares at the date of passing of the proposed resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 290,457,000 Shares in issue. Subject to passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, exercise of the Repurchase Mandate in full would result in up to 29,045,700 Shares being repurchased by the Company.

(c) Reason for repurchase

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

(d) Fund of repurchase

In repurchasing securities, a company may only apply funds legally available for such purpose in accordance with its constitutional documents and the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

As compared with the financial position of the Company as at 31 December 2023 (being the date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to

such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

(e) Connected parties

None of the Directors nor, to the best knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders. As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) had notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(f) Undertaking by Directors

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(g) Takeovers Code

If as a result of a securities repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of shareholders acting in concert (as defined under the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the controlling shareholders (as defined in the Listing Rules) of the Company were beneficially interested in 204,558,317 Shares, representing approximately 70.42% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the interests of the controlling Shareholders in the Company would be increased to approximately 78.25% of the issued Shares.

Accordingly, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

(h) Public float

The Directors confirm that the Repurchase Mandate will not be exercised to an extent where the number of Shares held by the public will be reduced below 25%.

2. SHARES PURCHASE MADE BY THE COMPANY

During six months preceding the date of this circular, no Shares have been repurchased by the Company.

3. SHARE PRICE

The highest and lowest traded share price for Shares recorded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.79	0.52
May	0.78	0.59
June	0.71	0.65
July	0.72	0.70
August	0.70	0.51
September	0.61	0.57
October	0.62	0.57
November	0.61	0.46
December	0.63	0.53
2024		
January	2.80	0.62
February	1.80	1.25
March	1.50	1.37
April	1.58	0.98
May (up to the Latest Practicable Date)	1.58	0.52

The biographical details of retiring Directors who offer themselves for re-election are set out below:

Mr. Wang Rengang (王仁剛), aged 52, has been appointed as the Chairman, an executive Director, the chairman of the Nomination Committee and a member of the Remuneration Committee of the Company since 28 May 2024. He has been serving as a director and president of the Company's controlling shareholder, CCOOP Group Co., Ltd *(供銷大集集團股份有限公司) ("CCOOP"), a company listed on the Shenzhen Stock Exchange (stock code: 000564), since April 2024. He was a member of the Party Committee and the deputy general manager of New Cooperation Trade Chain Group Co., Ltd* (新合作商貿連鎖集團有限公司), an affiliate of All China Federation of Supply and Marketing Cooperatives (中華全國供銷合作總社), CCOOP's actual controller, from January 2014 to April 2024.

Mr. Wang Rengang graduated from Hubei Industrial Polytechnic* (湖北工業職業技術學院) (formerly known as Shiyuan University* (十堰大學)) with a diploma's degree in 1996.

Mr. Wang Rengang has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 28 May 2024, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Such service agreement may be terminated by either party giving at least 30 days' notice in writing. Pursuant to the service agreement, Mr. Wang Rengang will not receive any remuneration as an executive Director, but is entitled to an annual discretionary bonus of such amount as determined at the discretion of the Board for serving as an executive Director. Mr. Wang Rengang's remuneration is determined by the Board with reference to his qualifications and experience, and the duties and responsibilities of an executive Director. Any discretionary bonus will be determined by the Board with reference to his duties and responsibilities in the Company, the Company's performance as well as the prevailing market conditions.

As at the date of this circular, save as disclosed above, Mr. Wang Rengang has confirmed that he (i) does not have any other relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); (iii) does not hold other positions in the Company or any of its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Ms. Wang Hui (王卉), aged 49, has been redesignated as an executive Director and the chief executive officer of the Company since 28 May 2024. She served as the Chief Financial Officer of the Company from August 2020 to February 2022 and a non-executive Director of the Company from February 2022 to May 2024. Over the years, Ms. Wang Hui held various positions in CCOOP including a director from March 2021 to April 2024, the president from February 2021 to April 2024, the financial controller from 2018 to 2021, a supervisor in 2018, and a general manager of the Planning and Finance Department from 2016 to 2018. Ms. Wang Hui previously served as a supervisor of Haihang Commercial Holding Co., Ltd.* (海航商業控股有限公司) ("Haihang Commerce") from December 2017 to March 2023, and a financial controller of Hainan HNA Airline Sales Ltd.* (海南海航航空銷售有限公司) from 2013 to 2016.

Ms. Wang Hui graduated from the Party School of the Guizhou Provincial Committee of the Communist Party of China (中共貴州省委黨校) with a bachelor's degree in economics and management in 1998. She has been a certified public accountant in China since 2003.

As disclosed above, Ms. Wang Hui has been a supervisor of Haihang Commerce since December 2017 and a director of CCOOP since March 2021. On 31 October 2021, Hainan High People's Court* (海南省高級人民法院) (the "Court") has approved (i) a debt restructuring plan of 321 companies involving Haihang Commerce (the "HNA Restructuring Plan") and (ii) a debt restructuring plan of 25 companies involving CCOOP (the "CCOOP Restructuring Plan"). The Court has on 31 December 2021 and 24 April 2022 ruled that the implementation of the CCOOP Restructuring Plan and the HNA Restructuring Plan have been completed respectively. For further details, please refer to the two announcements and one announcement of the Company dated 1 November 2021 and 28 April 2022 respectively.

According to the Decision of Administrative Penalties ([2022] No. 52) (《行政處罰決定書》([2022]52號)) (the "2022 CSRC Decision") published by China Securities Regulatory Commission (中國證券監督管理委員會海南監管局) ("CSRC") in September 2022, the CSRC issued a warning and imposed a fine of RMB700,000 against, inter alia, Ms. Wang Hui. Ms. Wang Hui who was the then supervisor, chairman of board of supervisors and chief financial officer of CCOOP was found liable to the failure to disclose certain non-operating related party transactions and provision of guarantees in the 2017-2019 semi-annual and annual reports and 2020 semi-annual report of CCOOP. Based on the 2022 CSRC Decision, the Shenzhen Stock Exchange in December 2022 imposed a public reprimand against, among others, CCOOP and Ms. Wang Hui pursuant to the decision on disciplinary actions against CCOOP and relevant parties (Shenzhengshang [2022] No. 1142) (《關於對供銷大集集團股份有限公司及相關當事人給予紀律處分的決定》(深證上[2022]1142號)).

Ms. Wang Hui has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 28 May 2024, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Such service agreement may be terminated by either party giving at least 30 days' notice in writing. Pursuant to the service agreement, Ms. Wang Hui is entitled to an annual remuneration of HK\$216,000 and discretionary bonus of such amount as determined at the discretion of the Board for serving as an executive Director. Ms. Wang Hui's remuneration is determined by the Board with reference to her qualifications and experience, and the duties and responsibilities of an executive Director. Any discretionary bonus will be determined by the Board with reference to her duties and responsibilities in the Company, the Company's performance as well as the prevailing market conditions.

In addition, Ms. Wang Hui has entered into a service agreement with Company for the appointment as the chief executive officer commencing on 28 May 2024 which will continue thereafter until terminated by either party giving to the other not less than 30 days' notice in writing. Pursuant to the service agreement, Ms. Wang Hui will not receive any remuneration as the chief executive officer, but is entitled to an annual discretionary bonus of such amount as determined at the discretion of the Board for serving as the chief executive officer. Any discretionary bonus will be determined by the Board with reference to her duties and responsibilities in the Company, the Company's performance as well as the prevailing market conditions.

Ms. Wang Hui has 215,812 shares in CCOOP. As at the date of this circular, save as disclosed above, Ms. Wang Hui has confirmed that she (i) does not have any other relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); (iii) does not hold other positions in the Company or any of its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Ms. Du Jing (杜璟), aged 48, has been appointed as a non-executive Director of the Company since 28 May 2024. She has been serving as the secretary of the board of directors of CCOOP since May 2018 and a director of HNA Futures Co., Ltd* (海航期貨股份有限公司), which is listed on the National Equities Exchange and Quotation System (全國中小企業股份轉讓系統) (stock code: 834104) since July 2018. She was the vice president and the secretary of the board of directors of HNA Investment Group Co., Ltd.* (海航投資集團股份有限公司) from June 2015 to May 2018.

Ms. Du Jing was accredited as intermediate economist from Ministry of Human Resources and Social Security of the People's Republic of China (中國人力資源和社會保障部) in October 2021 and obtained a master's degree in management from Tianjin University (天津大學) in June 2021. She obtained board secretary qualification from Shenzhen Stock Exchange in October 2004 and graduated from Zhongnan University of Economics and Law (中南財經政法大學) with a bachelor's degree in management in June 2003.

Ms. Du Jing has entered into a service agreement with the Company as a non-executive Director for a term of three years commencing from 28 May 2024, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Such service agreement may be terminated by either party giving at least 30 days' notice in writing. Pursuant to the service agreement, Ms. Du Jing will not receive any remuneration as a non-executive Director, but is entitled to an annual discretionary bonus of such amount as determined at the discretion of the Board for serving as a non-executive Director. Ms. Du Jing's remuneration is determined by the Board with reference to her qualifications and experience, and the duties and responsibilities of a non-executive Director. Any discretionary bonus will be determined by the Board with reference to her duties and responsibilities in the Company, the Company's performance as well as the prevailing market conditions.

Ms. Du Jing has 99,100 shares in CCOOP. As at the date of this circular, save as disclosed above, Ms. Du Jing has confirmed that she (i) does not have any other relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); (iii) does not hold other positions in the Company or any of its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Mr. Gao Jingyuan (高景遠) (former name: Gao Liqing (高利卿)), aged 55, has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company since 27 March 2024. He has over 8 years of senior management experience with the China Cooperative Trade Enterprises Association (中國合作貿易企業協會) (“CCTEA”). During his tenure, he held the positions of Vice President and Secretary-General from June 2016 to December 2023 and from May 2018 to December 2023 respectively. Since December 2023, he has been serving as the President of CCTEA. Mr. Gao Jingyuan was Deputy Secretary-General and Secretary-General of Commercial Culture Association of China (中國商業文化研究會) from November 2008 to May 2015 and from May 2015 to January 2017 respectively.

Mr. Gao Jingyuan completed the advanced training courses for postgraduates in business management in Beijing Technology and Business University (北京工商大學) in 2005, and obtained a bachelor’s degree in economics from Shanxi University of Finance and Economics (山西財經大學) (formerly known as Shanxi Institute of Finance and Economics* (山西財經學院)) in 1992. He was accredited as Chief Editor by Economic Daily* (經濟日報社) in 2002.

Mr. Gao Jingyuan has entered into a service agreement with the Company as an independent non-executive Director for a term of three years commencing from 27 March 2024, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Such service agreement may be terminated by either party giving at least 30 days’ notice in writing. Pursuant to the service agreement, Mr. Gao Jingyuan is entitled to an annual remuneration of HK\$180,000 and discretionary bonus of such amount as determined at the discretion of the Board for serving as an independent non-executive Director. Mr. Gao Jingyuan remuneration is determined by the Board according to the recommendation of the remuneration committee of the Company with reference to his qualifications and experience, and the duties and responsibilities of an independent non-executive Director. Any discretionary bonus will be determined by the Board with reference to his duties and responsibilities in the Company, the Company’s performance as well as the prevailing market conditions.

As at the date of this circular, save as disclosed above, Mr. Gao Jingyuan has confirmed that he (i) does not have any other relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); (iii) does not hold other positions in the Company or any of its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Mr. Ng Hoi (吳凱), aged 50, has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company since 28 May 2024. He has been a director of Elite Champion Management Limited (銳勝管理有限公司) since September 2021. He was an executive director of Momentum Financial Holdings Limited (正乾金融控股有限公司), a company listed on the Stock Exchange (stock code: 1152), from November 2016 to August 2021 and a director of Wuhan Handa Real Estate Development Co., Ltd* (武漢漢達房地產開發有限公司) from November 2010 to October 2016.

Mr. Ng Hoi obtained a master's degree in business administration from Tsinghua University (清華大學) in July 2010 and a bachelor's degree in economics from Xiamen University (廈門大學) in July 1996.

Mr. Ng Hoi has entered into a service agreement with the Company as an independent non-executive Director for a term of three years commencing from 28 May 2024, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Such service agreement may be terminated by either party giving at least 30 days' notice in writing. Pursuant to the service agreement, Mr. Ng Hoi is entitled to an annual remuneration of HK\$180,000 and discretionary bonus of such amount as determined at the discretion of the Board for serving as an independent non-executive Director. Mr. Ng Hoi's remuneration is determined by the Board with reference to his qualifications and experience, and the duties and responsibilities of an independent non-executive Director. Any discretionary bonus will be determined by the Board with reference to his duties and responsibilities in the Company, the Company's performance as well as the prevailing market conditions.

As at the date of this circular, save as disclosed above, Mr. Ng Hoi has confirmed that he (i) does not have any other relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); (iii) does not hold other positions in the Company or any of its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Mr. Gao Jingyuan and Mr. Ng Hoi have confirmed that they meet the independence criteria set out in Rule 3.13 of the Listing Rules.

As at the date of this circular, save as disclosed above, each of the retiring Directors who are subject to re-election has confirmed that there is no other matters relating to his/her appointment that needs to be brought to the attention of the shareholders of the Company, nor is there any other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

* *For identification only*



CHINA SHUN KE LONG HOLDINGS LIMITED
中國順客隆控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 974)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Shun Ke Long Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 28 June 2024 at Conference Room, Suites 1101-3 & 12, 11/F, Tower 2, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong (the “**Annual General Meeting**”) for considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements, the reports of the directors (the “**Directors**”) and the independent auditor (the “**Auditor**”) of the Company for the year ended 31 December 2023.
2.
 - (A) To re-elect Mr. Wang Rengang as an executive Director.
 - (B) To re-elect Ms. Wang Hui as an executive Director.
 - (C) To re-elect Ms. Du Jing as a non-executive Director.
 - (D) To re-elect Mr. Gao Jingyuan as an independent non-executive Director.
 - (E) To re-elect Mr. Ng Hoi as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the Directors to fix the remuneration of the auditor.

AS SPECIAL BUSINESS

5. “**THAT**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant

NOTICE OF ANNUAL GENERAL MEETING

Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, options, warrants or singular rights to subscribe for shares or such other convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (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 in paragraph (d) below) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the total number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) an issue of shares of the Company upon the grant or exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment 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 in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of:
 - (i) 20% of the number of shares of the Company in issue as at the date of passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) any shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of shares of the Company in issue as at the date of passing of this resolution),

and the said approval shall be limited accordingly; and

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 earlier 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 of association of the Company or any applicable law to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear 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 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) below) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws, rules and regulations of the SFC, and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph (e) below) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of shares which may be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period (as defined in paragraph (e) below) shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 of association of the Company or any applicable law to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.”

7. “**THAT**

conditional upon the passing of resolution No. 5 and resolution No. 6 as set out in the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue or otherwise deal with the additional shares of the Company pursuant to resolution No. 5 as set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 6 as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this resolution.”

By order of the Board
China Shun Ke Long Holdings Limited
Wang Rengang
Chairman and Executive Director

Hong Kong, 4 June 2024

Notes:

1. Any shareholder entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting of the Company (or any adjournment thereof).

NOTICE OF ANNUAL GENERAL MEETING

3. The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the Annual General Meeting of the Company, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, 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 Monday, 24 June 2024.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting of the Company convened and in such event, the form of proxy shall be deemed to be revoked.
6. The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. Wang Rengang and Ms. Wang Hui; the non-executive Director is Ms. Du Jing; and the independent non-executive Directors are Mr. Cheng Hok Kai Frederick, Mr. Gao Jingyuan and Mr. Ng Hoi.