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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sky Chinafortune Holdings Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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天禧海嘉控股集團有限公司

SKY CHINA FORTUNE HOLDINGS GROUP LIMITED

LISTED ON THE STOCK EXCHANGE OF HONG KONG (STOCK CODE: 141)

*(Incorporated in Hong Kong with limited liability)*

### PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES AND NOTICE OF THE ANNUAL GENERAL MEETING

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A notice convening the Annual General Meeting of Sky Chinafortune Holdings Group Limited to be held at 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Friday, 5 June 2020 at 11:00 a.m. is set out on pages 17 to 21 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.skychinafortune.com](http://www.skychinafortune.com)). Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours (exclusive of any part of a day that is public holiday) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the Coronavirus disease (COVID-19) at the Annual General Meeting, including:

- compulsory temperature checks and health declarations;
- wearing of surgical face masks; and
- no distribution of corporate gifts and refreshments.

**Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. Attendees are required to wear surgical face masks and the Company reminds Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.**

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing Coronavirus disease (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue;
- (ii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the Annual General Meeting venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue;
- (iii) attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats; and
- (iv) there will be no corporate gifts and no refreshments will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using a form of proxy with voting instructions inserted, Shareholders may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

A form of proxy for use at the Annual General Meeting is attached to this circular. Alternatively, the form of proxy can be downloaded from the "Investor Relations" section of the Company's website at [www.skychinafortune.com](http://www.skychinafortune.com). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via the Investor Relations department as follows:

Investor Relations  
Email: [info@skychinafortune.com](mailto:info@skychinafortune.com)  
Tel: (852) 2167 3333  
Fax: (852) 2167 6333

If Shareholders have any questions relating to the Annual General Meeting, please contact the Share Registrar of the Company, Union Registrars Limited as follows:

Union Registrars Limited  
Suites 3301-04, 33/F  
Two Chinachem Exchange Square  
338 King's Road  
North Point  
Hong Kong  
Tel: (852) 2849 3399  
Fax: (852) 2849 3319

Due to the constantly evolving COVID-19 pandemic, the Company may be required to change the Annual General Meeting arrangements, when and as appropriate.

Shareholders are reminded to check the Company's website and/or the Stock Exchange's website for future announcement(s) and updates on the Annual General Meeting arrangements.

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## DEFINITIONS

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

“2019 Annual Report”	the annual report of the Company for the year ended 31 December 2019;
“Annual General Meeting”	an annual general meeting of the Company to be held at 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Friday, 5 June 2020 at 11:00 a.m. to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Board Diversity Policy”	the board diversity policy of the Company;
“Buy-back Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong;
“Company”	Sky Chinafortune Holdings Group Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the 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 PRC;
“Hopevision”	Hopevision Group Ltd., a controlling shareholder of the Company, which held an approximately 54.20% interest in the Company as at the Latest Practicable Date, and is an indirect wholly-owned subsidiary of Shanghai Chongsheng;
“Issue Mandate”	as defined in paragraph 3(a) of the Letter from the Board;

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## DEFINITIONS

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“Latest Practicable Date”	22 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;
“Nomination Policy”	the nomination policy of the Company;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau and Taiwan;
“Remuneration Committee”	the remuneration committee of the Company;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shanghai Chongsheng”	Shanghai Chongsheng Investment Management Co., Ltd. (上海翀盛投資管理有限公司), which was owned as to 99% by Mr. JIANG Tian, and 1% by Mr. GONG Biao, the executive Directors, as at the Latest Practicable Date;
“Share(s)”	ordinary share(s) in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

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LETTER FROM THE BOARD

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天禧海嘉控股集團有限公司

SKY CHINA FORTUNE HOLDINGS GROUP LIMITED

LISTED ON THE STOCK EXCHANGE OF HONG KONG (STOCK CODE: 141)

*(Incorporated in Hong Kong with limited liability)*

*Executive Directors:*

Mr. JIANG Tian (*Chairman*)  
Ms. HOU Yingxuan (*Chief Executive*)  
Mr. GONG Biao (*Vice-President*)  
Ms. JIANG Jiabao

*Registered Office and Head Office:*

Room 1512, 15/F.,  
New World Tower 1,  
16–18 Queen's Road Central,  
Hong Kong

*Non-executive Director:*

Mr. CHAI Yuet

*Independent Non-executive Directors:*

Mr. HU Jianxing  
Mr. TSEUNG Yuk Hei Kenneth  
Mr. JI Qing

28 April 2020

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
ISSUE SHARES AND TO BUY BACK SHARES  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting, including (i) the re-election of the retiring Directors; (ii) the granting to the Directors the Buy-back Mandate to buy back Shares; (iii) the granting to the Directors the Issue Mandate to issue Shares; and (iv) the notice of the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 104(A) 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, then the number nearest but not less than one-third) shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Accordingly, Ms. HOU Yingxuan, Mr. TSEUNG Yuk Hei Kenneth and Mr. JI Qing shall retire at the Annual General Meeting pursuant to Article 104(A) of the Articles of Association, and shall be eligible and will offer themselves for re-election at the said meeting.

Pursuant to Article 95 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Ms. JIANG Jiabao shall retire at the Annual General Meeting pursuant to Article 95 of the Articles of Association. Ms. JIANG Jiabao shall be eligible, and will offer herself, for re-election at the said meeting.

The re-election of the Directors was made in accordance with the Nomination Policy and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge), with due regard for the benefits of diversity, as set out under the Board Diversity Policy. As Mr. JI Qing is a member of the Nomination Committee, he has abstained from voting on the nomination when he was being considered.

The Nomination Committee has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation;
- (b) assessing the independence of Mr. TSEUNG Yuk Hei Kenneth and Mr. JI Qing, and considered whether they meet the “independent” criteria as required under the Listing Rules and are suitable to continue to act as independent non-executive Directors; and
- (c) the extensive knowledge and experience provided by the retiring Directors as set out in Appendix I to this circular.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and



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## LETTER FROM THE BOARD

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- (b) based on the information available to the Nomination Committee and the annual written independence confirmations received from Mr. TSEUNG Yuk Hei Kenneth and Mr. JI Qing, the Nomination Committee was satisfied that each of Mr. TSEUNG Yuk Hei Kenneth and Mr. JI Qing:
- i. fulfills the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; and
  - ii. is a person of integrity and independent in character and judgement.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered the re-election of Ms. HOU Yingxuan and Ms. JIANG Jiabao as executive Directors and Mr. TSEUNG Yuk Hei Kenneth and Mr. JI Qing as independent non-executive Directors, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the Annual General Meeting.

Information of the Directors proposed to be re-elected at the Annual General Meeting is set out in Appendix I to this circular. Further information about the Board's composition and diversity (including Directors' gender, age, length of services and skill matrix), Directors' attendance record at Board/committee meetings, and the number of other public companies' directorships held by Directors are disclosed in the 2019 Annual Report.

### 3. PROPOSED GRANTING OF THE ISSUE AND BUY-BACK MANDATES

At the annual general meeting of the Company held on 5 June 2019, general mandates were granted to the Directors to exercise the powers of the Company to issue Shares and to buy back Shares, respectively. These general mandates 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 new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (the "**Issue Mandate**");
- (b) to buy back Shares on the Stock Exchange or on any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (the "**Buy-back Mandate**"); and
- (c) to extend the Issue Mandate by adding the aggregate number of Shares which may be bought back by the Company pursuant to the Buy-back Mandate.

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## LETTER FROM THE BOARD

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Under the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate. The explanatory statement is set out in Appendix II to this circular, which also constitutes the memorandum required under Section 239(2) of the Companies Ordinance.

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

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of the retiring Directors and the granting of the Issue Mandate and the Buy-back Mandate.

In accordance with the requirements of Rule 13.39(4) of the Listing Rules, the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.skychinafortune.com](http://www.skychinafortune.com)). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours (exclusive of any part of a day that is public holiday) before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

#### **5. RECOMMENDATION**

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

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**LETTER FROM THE BOARD**

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**6. GENERAL INFORMATION**

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

Yours faithfully,  
By order of the Board  
**Sky Chinafortune Holdings Group Limited**  
**JIANG Tian**  
*Chairman of the Board*

Pursuant to the Listing Rules, the details of the Directors, who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting according to the Articles of Association, are provided below.

**(1) MS. HOU YINGXUAN**

**Ms. HOU**, aged 34, is an executive Director and the chief executive of the Company. Ms. HOU graduated from Lancaster University in the United Kingdom with a bachelor's degree in Finance in 2009. Ms. HOU worked for CCB International Capital Limited (a wholly-owned subsidiary of China Construction Bank Corporation) from November 2009 to December 2016. Ms. HOU has rich experience in corporate finance and specialises in the origination of buy-side and sell-side projects for Hong Kong initial public offerings and offshore business corporate finance activities. Ms. HOU is currently a director of certain subsidiaries of the Company, namely, Capital Head Investment Limited, Concord Trinity Development Limited, Glory South Investment Limited, Jelson Enterprises Limited, Poppins Properties Limited, Adamgate Limited, Max Benefit Group Limited, Dragon Intellect Holdings Limited, Splendid Maple Investments Limited and Sino Season Investments Limited. Ms. HOU was appointed as a director of Great China Holdings Limited and Sky Chinastar Holdings Group Limited, each a subsidiary of the Company, on 14 May 2019 and 16 May 2019, respectively.

Ms. HOU has entered into a service agreement with the Company for a term from 23 June 2019 to 22 June 2022 with the emoluments including the monthly Director's fee HK\$20,000 and the monthly of salary of HK\$90,000 together with fixed and discretionary bonus and other incentive and subsidies payable by the Company. Ms. HOU is subject to retirement and eligible for re-election pursuant to the Articles of Association. For the year ended 31 December 2019, Ms. HOU's emoluments amounted to HK\$1,813,000. The remuneration of Ms. HOU has been determined by the Board with reference to her duties and responsibilities, experience, qualification and prevailing market conditions and will be subject to annual review.

Saved as disclosed above, Ms. HOU (i) did not hold any other position in the Group nor did she hold any directorship in any listed public company in the last three years; (ii) did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules); and (iii) did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

**(2) MS. JIANG JIABAO**

Ms. JIANG, aged 23, is an executive Director. Ms. JIANG graduated from the Raffles College of Design and Commerce with a bachelor's degree in design in 2015. Ms. JIANG also graduated with a pastry diploma (Diplôme de Pâtisserie) at Le Cordon Bleu Tokyo in 2016. Ms. JIANG had been an assistant to the general manager responsible for investment and property management and market information consulting in Shanghai Chongsheng Investment Management Co., Ltd.\* (上海翀盛投資管理有限公司) (a holding company of Hopevision) from 2017 to 2019. She is currently a director and assistant general manager of Sky Chinafortune (Shanghai) Business Management Co., Ltd.\* (天禧海嘉(上海)商務管理有限公司), a director of Poppins Properties (Shanghai) Co., Ltd.\* (博平置業(上海)有限公司) and also the representative of the liquidation committee of Shanghai Chengzhi Automobile Sales Co., Ltd.\* (上海誠郵汽車銷售有限公司). Ms. JIANG had been an assistant general manager of Ju Mian (Shanghai) Catering Limited\* (橘面(上海)餐飲有限公司) from 9 October 2019 to 7 January 2020. All of the above companies are wholly-owned subsidiaries of the Company. Ms. JIANG is the daughter of Mr. JIANG Tian (the chairman of the Board, the controlling shareholder of the Company and an executive Director).

Ms. JIANG has entered into a service agreement with the Company and the Group for a term from 6 January 2020 and 9 October 2019 to 22 June 2022 and 9 October 2021, respectively, with the emoluments including the monthly Director's fee of HK\$20,000 and the monthly salary of RMB29,460 together with fixed and discretionary bonuses and other incentive and subsidies payable by the Company and the Group, as determined by the Board and in accordance with the Company's policy. Ms. JIANG is subject to retirement and eligible for re-election pursuant to the Articles of Association. The remuneration of Ms. JIANG has been determined by the Board with reference to her duties and responsibilities, experience, qualification and prevailing market conditions and will be subject to annual review.

As at the Latest Practicable Date, Ms. JIANG is interested in 7,838,000 Shares, representing approximately 2.27% of the total number of issued Shares within the meaning of Part XV of the SFO. Save as disclosed, Ms. JIANG does not have any interest in or is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. JIANG (i) did not hold any other position in the Group nor did she hold any directorship in any listed public company in the last three years; (ii) did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules); and (iii) did not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

\* For identification purposes only

**(3) MR. TSEUNG YUK HEI KENNETH**

Mr. TSEUNG, aged 54, is an independent non-executive Director and the chairman of the Audit Committee. Mr. TSEUNG graduated from Macquarie University in Australia in 1989 with a bachelor's degree in Economics and he is a chartered accountant in Australia. Mr. TSEUNG has over 25 years of extensive experience in auditing and investment banking business. Prior to joining the investment banking industry in 1994, Mr. TSEUNG was an auditor in Hong Kong and Australia. Mr. TSEUNG has held senior positions in the investment banking division of various financial institutions including Standard Chartered Bank (Hong Kong) Ltd., ABN AMRO Bank N. V., Hong Kong branch and BNP Paribas Peregrine Capital Limited. After that, Mr. TSEUNG was a managing director, Head of Investment Banking, China of CIMB Securities Limited from August 2012 to February 2017, and the senior managing director, Head of Investment Banking of Mason Global Capital Limited (a wholly-owned subsidiary of Mason Group Holdings Limited (Stock Code: 273)) from February 2017 to April 2020. Mr. TSEUNG had been an independent non-executive director of Chinese Energy Holdings Limited (Stock Code: 8009) (formerly known as iMerchants Limited) between September 2004 and September 2007 and Great Wall Motor Company Limited (Stock Code: 2333) between June 2009 and May 2010.

Mr. TSEUNG has been appointed for a term from 23 June 2019 to 22 June 2022 with a monthly Directors' fee of HK\$20,000 together with a meeting allowance and the other allowances as determined by the Board in accordance with the Company's policy. Mr. TSEUNG is subject to retirement and eligible for re-election pursuant to the Articles of Association. For the year ended 31 December 2019, Mr. TSEUNG's emoluments amounted to HK\$295,000. The remuneration of Mr. TSEUNG has been determined by the Board with reference to his duties and responsibilities, experience, qualification and prevailing market conditions and will be subject to annual review.

Saved as disclosed above, Mr. TSEUNG (i) did not hold any other position in the Group nor did he hold any directorship in any listed public company in the last three years; (ii) did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules); and (iii) did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. TSEUNG has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. Given the extensive knowledge and experience of Mr. TSEUNG as disclosed above, the Board believes that his appointment as an independent non-executive Director can bring experience to the Board and contribute to its diversity.

**(4) MR. JI QING**

Mr. JI QING, aged 45, is an independent non-executive Director. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. JI has obtained a master degree in business administration from the University of Management and Technology and completed an undergraduate finance program from The Open University of China (國家開放大學) (formerly known as China Central Radio and Television University (中央廣播電視大學)). Mr. JI has over 20 years of working experience in accounting, internal audit and risk management.

Mr. JI has been a partner of Shanghai Shenbei Certified Public Accountants Co. Ltd.\* (上海申北會計師事務所有限公司), mainly in charge of business matters and market development since May 2013. Prior to joining Shanghai Shenbei Certified Public Accountants Co. Ltd., Mr. JI worked at Soochow Life Insurance Co., Ltd. (東吳人壽保險股份有限公司) and he was responsible for internal audit matters. Mr. JI has also worked at Tian An Insurance Co., Ltd.\* (天安保險股份有限公司) and he was responsible for internal risk control and risk management matters.

Mr. JI has been appointed for a term from 23 June 2019 to 22 June 2022 with a monthly directors' fee of HK\$20,000 and will be entitled to a meeting allowance and the other allowances as determined by the Board in accordance with the Company's policy. Mr. JI is subject to retirement and eligible for re-election pursuant to the Articles and Association. For the year ended 31 December 2019, Mr. JI's emoluments amounted to HK\$295,000. The remuneration of Mr. JI has been determined by the Board with reference to his duties and responsibilities, experience, qualification and prevailing market conditions and will be subject to annual review.

Saved as disclosed above, Mr. JI (i) did not hold any other position in the Group nor did he hold any directorship in any listed public company in the last three years; (ii) did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules); and (iii) did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. JI has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. Given the extensive knowledge and experience of Mr. JI as disclosed above, the Board believes that his appointment as an independent non-executive Director can bring experience to the Board and contribute to its diversity.

Save as disclosed above, there is no other matter relating to the re-election of the above Directors that need to be brought to the attention of the Shareholders and there is no other information that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

\* For identification purposes only

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders in relation the Buy-back Mandate, and also constitutes the memorandum required under Section 239(2) of the Companies Ordinance.

### **1. REASONS FOR BUY-BACK OF SHARES**

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole.

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

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of the issued Shares was 345,374,910. If the Buy-back Mandate is granted to the Directors and assuming that the number of issued Shares remains unchanged as at the date of the Annual General Meeting, the Directors would be authorized under the Buy-back Mandate to buy back a maximum of 34,537,491 Shares until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of the Buy-back Mandate by ordinary resolution passed by the Shareholders at general meeting; and (iii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association or by law to be held.

### **3. FUNDING OF BUY-BACK**

The buy-back of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Articles of Association, the Companies Ordinance and/or any other applicable laws, as the case may be.



#### 4. IMPACT OF BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the 2019 Annual Report) in the event that the Buy-back Mandate is exercised in full at any time of the proposed buy-back period. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate to the Company.

#### 5. TAKEOVERS CODE

If, on the exercise of the power to buy back Shares pursuant to the Buy-back 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 the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. JIANG Tian and Hopevision (collectively, the "**Concert Parties**") collectively held 192,824,577 Shares, representing an approximately 55.83% of the total number of issued Shares, comprising 5,648,000 Shares held by Mr. JIANG Tian and 187,176,577 Shares held by Hopevision. As Mr. JIANG Tian indirectly controls all the voting rights of Hopevision, Mr. JIANG Tian and Hopevision are acting in concert in respect of their control of the Company under the Takeovers Code. The exercise in full of the Buy-back Mandate would not render the Concert Parties becoming obliged to make any mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors are also not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Buy-back Mandate.

#### 6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is granted.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have any present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Buy-back Mandate is granted.

The Directors have undertaken to the Stock Exchange that it will exercise the Buy-back Mandate only in accordance with the Listing Rules and the applicable laws of Hong Kong.

The Listing Rules prohibit a company from making a buy-back of shares on the Stock Exchange if the buy-back would result in less than 25% (or such other prescribed minimum percentage under the Listing Rules) of the Shares being in the public hands.

## 7. MARKET PRICES OF SHARES

The highest and lowest traded prices per Share on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2019</b>		
April	0.930	0.750
May	0.900	0.720
June	0.750	0.620
July	0.730	0.630
August	0.690	0.580
September	0.650	0.510
October	0.630	0.540
November	0.620	0.470
December	0.520	0.425
<b>2020</b>		
January	0.560	0.400
February	0.510	0.450
March	0.480	0.380
April (up to the Latest Practicable Date)	0.460	0.350

## 8. BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares were made by the Company during the previous 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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## NOTICE OF THE ANNUAL GENERAL MEETING

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天禧海嘉控股集團有限公司

SKY CHINA FORTUNE HOLDINGS GROUP LIMITED

LISTED ON THE STOCK EXCHANGE OF HONG KONG (STOCK CODE: 141)

*(Incorporated in Hong Kong with limited liability)*

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Sky Chinafortune Holdings Group Limited (the “**Company**”) will be held at 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Friday, 5 June 2020 at 11:00 a.m. for the following purposes:

### **AS ORDINARY BUSINESS**

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the auditor of the Company for the year ended 31 December 2019;
2. (1) To re-elect the following retiring directors of the Company:
  - (a) Ms. HOU Yingxuan as an executive director of the Company;
  - (b) Ms. JIANG Jiabao as an executive director of the Company;
  - (c) Mr. TSEUNG Yuk Hei Kenneth as an independent non-executive director of the Company; and
  - (d) Mr. JI Qing as an independent non-executive director of the Company.(2) To authorize the board of directors of the Company to fix their remuneration.
3. To re-appoint KPMG as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make or grant offers, agreements and options which will or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted, issued or dealt with, or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of rights of conversion, subscription or exchange under the terms of any convertible securities or warrants issued by the Company, or any securities which are exchangeable into shares of the Company;
  - (iii) the exercise of options under a share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any other eligible persons of shares or rights to acquire shares of the Company; and
  - (iv) 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,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this resolution) and this approval shall be limited accordingly; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (d) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
  - (iii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by laws to be held; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company 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 exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (b) the total number of shares of the Company to be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this resolution) and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
    - (iii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by laws to be held.”; and
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to such general mandate of the aggregate number of shares bought back by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such number shall not exceed 10% of the number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this resolution).”.

By order of the Board  
**Sky Chinafortune Holdings Group Limited**  
**JIANG Tian**  
*Chairman of the Board*

Hong Kong, 28 April 2020

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### NOTES:

1. The resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Listing Rules, and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. To be effective, a 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 that power or authority, must be delivered to the Share Registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours (exclusive of any part of a day that is public holiday) before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. To ascertain shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 1 June 2020 to Friday, 5 June 2020 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Union Registrars Limited (at its address shown in Note 3 above) for registration no later than 4:00 p.m. on Friday, 29 May 2020.
5. If a Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at [www.skychinafortune.com](http://www.skychinafortune.com) and on the HKEXnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the Company's shareholders of the date, time and place of the rescheduled meeting.