
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

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, 4 June 2021 at 11:00 a.m. is set out on pages 16 to 20 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) and the Company (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 pages 1 to 2 of this circular 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.

CONTENTS

	<i>Page</i>
Precautionary Measures for the Annual General Meeting	1
Definitions	3
Letter from the Board	
1. Introduction	5
2. Proposed Re-election of the Retiring Directors	6
3. Proposed Granting of the Issue and Buy-back Mandates	7
4. Annual General Meeting and Proxy Arrangement	7
5. Recommendation	8
6. General Information	8
Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	9
Appendix II — Explanatory Statement on the Buy-back Mandate	13
Notice of the Annual General Meeting	16

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing coronavirus disease (COVID-19) and the latest 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) 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 the latest 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. 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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
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.

DEFINITIONS

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

“2020 Annual Report”	the annual report of the Company for the year ended 31 December 2020;
“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, 4 June 2021 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 16 to 20 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;
“Hong Kong Hopevision”	Hong Kong Hopevision International Limited, which was wholly owned by Shanghai Chongsheng as at the Latest Practicable Date;
“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;

DEFINITIONS

“Issue Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Latest Practicable Date”	20 April 2021, 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;
“RMB”	Renminbi, the lawful currency of the PRC;
“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)”	the 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 (as amended from time to time); and
“%”	per cent.

In case of any discrepancy between the Chinese version and the English version, the English version shall prevail.

The English names of the PRC entities as referred to in this circular are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name shall prevail.



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 2021

To the Shareholders

Dear Sir/Madam,

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

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.

LETTER FROM THE BOARD

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, Mr. JIANG Tian, Mr. GONG Biao and Mr. CHAI Yuet 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.

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. JIANG Tian 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; and
- (b) assessing the extensive knowledge and experience held 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 the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered that the re-election of Mr. JIANG Tian and Mr. GONG Biao as executive Directors and Mr. CHAI Yuet as a non-executive Director 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 skills matrix), Directors' attendance record at Board/committee meetings, and the number of other public companies' directorships held by Directors are disclosed in the 2020 Annual Report.

LETTER FROM THE BOARD

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

At the annual general meeting of the Company held on 5 June 2020, 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.

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 16 to 20 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 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) and the Company (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

LETTER FROM THE BOARD

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.

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) MR. JIANG TIAN

Mr. JIANG, aged 51, has been an executive Director since June 2017. He is also the chairman of the Board, the chairman of the Nomination Committee and the controlling Shareholder. Mr. JIANG was the chief executive of the Company from 31 August 2018 to 6 January 2020. Mr. JIANG has extensive experience in real estate investment and hotel management in the PRC. Mr. JIANG is a shareholder of Shanghai Chongsheng. Mr. JIANG is also a consultant of the Company's subsidiary, Poppins Properties (Shanghai) Co., Ltd.* (博平置業(上海)有限公司) ("**Poppins Properties**"). Mr. JIANG was appointed as the legal representative and became a shareholder of Shanghai Sky Fortune Hotel Management Co., Ltd.* (上海天禧嘉福酒店管理有限公司) on 1 January 2020. Mr. JIANG was also appointed as a director of Hong Kong Hopevision and Hopevision, respectively, on 28 April 2020. Mr. JIANG is the father of Ms. JIANG Jiabao (an executive Director).

Mr. JIANG was a director of Xinjiang Hejin Holding Co. Ltd. (whose shares are listed on the Shenzhen Stock Exchange, Stock Code: 000633, formerly known as Shenyang Hejin Holding Investment Co. Ltd.) ("**Xinjiang Hejin**") from December 2008 to June 2009.

Mr. JIANG has entered into a service agreement with the Company and the Group for a term from 23 June 2019 and 6 June 2019 to 22 June 2022 and 5 June 2022 with the emoluments including the monthly Director's fee of HK\$20,000 and the monthly salary of the Group and the Company of RMB44,000 and HK\$110,000, respectively, together with fixed and discretionary bonus and other incentive and subsidies payable by the Company and the Group. Mr. JIANG has agreed to waive all his emoluments and benefits from the Group since 1 January 2020 (save for RMB10,000 of the monthly salary and the social insurance benefit as provided in the employment agreement entered into between Mr. JIANG and Poppins Properties). Mr. JIANG is subject to retirement and eligible for re-election pursuant to the Articles of Association. For the year ended 31 December 2020, Mr. JIANG's emoluments amounted to HK\$195,102.62. The remuneration of Mr. JIANG 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.

* For identification purposes only

As at the Latest Practicable Date, Mr. JIANG had the following interests in the Company and its associated corporations within the meaning of Part XV of the SFO:

Long position in the Shares

Capacity/ Nature of Interest	Number of Shares interested			Percentage of the issued Shares*
	Direct interests	Deemed interests	Total interests	
Beneficial owner	6,162,000		193,338,577	55.98%
Interest in a controlled corporation		187,176,577 (Note 1)		

Long position in the shares of the associated corporations

Name of associated corporation	Capacity	Number of shares held	Percentage of the issued shares of associated corporation*
Hopevision (Note 2)	Interest in a controlled corporation	1	100%
Hong Kong Hopevision	Interest in a controlled corporation	1	100%
Shanghai Chongsheng (Note 2)	Beneficial owner	N/A	99%

Notes:

- Mr. JIANG was deemed to be interested in 193,338,577 Shares, among which 187,176,577 Shares were held by Hopevision and 6,162,000 Shares were held in his own capacity, respectively.
- Hopevision was indirectly wholly owned by Shanghai Chongsheng, whose registered capital of RMB50,000,000 was in turn owned as to 99% by Mr. JIANG and 1% by Mr. GONG Biao, respectively.

* The percentage represents the number of shares interested divided by the number of the issued share of the respective companies as at the Latest Practicable Date.

Saved as disclosed above, Mr. JIANG (i) did not hold any other positions in the Group nor did he hold any directorship in any other listed public companies 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) MR. GONG BIAO

Mr. GONG, aged 50, has been an executive Director since June 2016. He is also the vice-president of the Company and a member of the Remuneration Committee. Mr. GONG graduated from Shanghai Polytechnic University (上海第二工業大學) with a major in Mechanical Engineering and Design. Mr. GONG is currently a shareholder and a supervisor of Shanghai Chongsheng and was a director of Hong Kong Hopevision and Hopevision, respectively, from 28 August 2017 to 28 April 2020. Mr. GONG is also a director of Capital Head Investment Limited and Concord Trinity Development Limited, respectively, both subsidiaries of the Company. Mr. GONG was the chairman and legal representative of Poppins Properties from 17 November 2016 to 13 January 2020, and the chairman and legal representative of Shanghai Chengzhi Automobile Sales Co., Ltd.* (上海誠致汽車銷售有限公司, which had been deregistered on 3 June 2020) from 12 June 2018 to 3 June 2020. Mr. GONG was a vice general manager of Xinjiang Hejin from January 2009 to June 2009. Mr. GONG was also interested in 1% of the total registered capital in Shanghai Chongsheng as at the Latest Practicable Date.

Mr. GONG has entered into a service agreement with the Company and the Group for a term from 23 June 2019 to 22 June 2022 with the emoluments including the monthly Director's fee of HK\$20,000 and the monthly salary of the Company and the Group of HK\$25,000 and RMB44,000, respectively, together with fixed and discretionary bonus and other incentive and subsidies payable by the Company and the Group. Mr. GONG is subject to retirement and eligible for re-election pursuant to the Articles of Association. For the year ended 31 December 2020, Mr. GONG's emoluments amounted to HK\$1,282,598.45. The remuneration of Mr. GONG 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.

Save as disclosed above, Mr. GONG (i) did not hold any other positions in the Group nor did he hold any directorship in any other listed public companies 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. CHAI YUET

Mr. CHAI, aged 47, has been a non-executive Director since June 2016. Mr. Chai is currently the chairman of the board of China Horae Capital Management (Group) Co., Limited.

Mr. CHAI has entered into a letter of appointment with the Company 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 other allowances as determined by the Board in accordance with the Company's policy. Mr. CHAI is subject to retirement and eligible for re-election pursuant to the Articles of Association. For the year ended 31 December 2020, Mr. CHAI's emoluments amounted to HK\$295,000. The remuneration of Mr. CHAI 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. CHAI (i) did not hold any other positions in the Group nor did he hold any directorship in any other listed public companies 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.

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.

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 2020 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 (within the meaning under the Takeovers Code), 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 193,338,577 Shares, representing approximately 55.98% of the total number of issued Shares, comprising 6,162,000 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	0.455	0.350
May	0.410	0.310
June	1.450	0.395
July	1.280	0.810
August	0.900	0.600
September	0.700	0.670
October	0.670	0.395
November	0.800	0.360
December	0.445	0.365
2021		
January	0.690	0.300
February	0.400	0.300
March	0.335	0.255
April (up to the Latest Practicable Date)	0.455	0.340

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).

NOTICE OF THE ANNUAL GENERAL MEETING



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, 4 June 2021 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 2020;
2. (1) To re-elect the following directors of the Company (the “**Director(s)**”):
 - (a) Mr. JIANG Tian as an executive Director;
 - (b) Mr. GONG Biao as an executive Director;
 - (c) Mr. CHAI Yuet as a non-executive Director; and
- (2) To authorize the board of Directors (the “**Board**”) of the Company to fix the remuneration of the Directors for the year ending 31 December 2021.
3. To re-appoint KPMG as the auditor of the Company and to authorize the Board to fix its remuneration;

NOTICE OF THE ANNUAL GENERAL MEETING

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 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 (the “**Shares**”, each a “**Share**”), 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 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 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;
 - (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; 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 in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of Shares 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 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

NOTICE OF THE ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of passing 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 (the “**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 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 exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any 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 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;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the total number of Shares to be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares 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 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 date of passing 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 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 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 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 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 2021

NOTICE OF THE ANNUAL GENERAL MEETING

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 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, 31 May 2021 to Friday, 4 June 2021 (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 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, 28 May 2021.
5. If a Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning or extreme conditions caused by super typhoon is in effect in Hong Kong 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 and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.