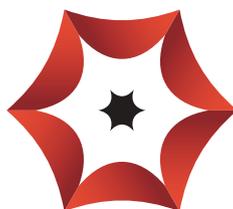

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Jicheng Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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.



China Jicheng Holdings Limited
中國集成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1027)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page ii of this circular for measures being taken in the attempt to prevent and control the spread of the novel coronavirus (“COVID-19”) at the Annual General Meeting, including:

- compulsory body temperature checks and health declarations;
- each attendee is required to wear a surgical face mask throughout the Annual General Meeting;
- no corporate gift will be distributed and no refreshment will be served at the Annual General Meeting.

Any person who does not comply with the precautionary measures may be denied entry into the venue of the Annual General Meeting at the Company’s discretion, to the extent permitted by the applicable laws and regulations. In light of the epidemic situation of COVID-19, the Company wishes to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy.

A notice convening the annual general meeting of China Jicheng Holdings Limited to be held at Soho 1, 6/F, Ibis Hong Kong Central & Sheung Wan, No.28 Des Voeux Road West, Sheung Wan, Hong Kong on 30 June 2020 at 2:30 p.m. is set out on pages 20 to 24 of this circular. A form of proxy is also enclosed.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

27 May 2020

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the epidemic situation of novel coronavirus (“COVID-19”) situation, the Company will take the following precautionary measures at the Annual General Meeting in the attempt to prevent and control the spread of COVID-19 at the Annual General Meeting:

- Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the Annual General Meeting at the Company’s discretion, to the extent permitted by the applicable laws and regulations.
- Each attendee is required to wear a surgical face mask throughout the Annual General Meeting and inside the meeting venue, and to maintain a safe distance from other attendees.
- No corporate gift will be distributed and no refreshment will be served at the Annual General Meeting.

In light of the epidemic situation of COVID-19, **the Company wishes to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing chairman of the Annual General Meeting as their proxy as an alternative to the Annual General Meeting in person, by completing and return the proxy form attached to this circular.**

If any Shareholder chooses not to attend the Annual General Meeting in person but has any question about any resolution or about the Company, or has any matter for putting to the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at enquiry@jcumbrella.com.

If any Shareholder has any question relating to the Annual General Meeting, please contact Tricor Investor Services Limited, the Company’s share registrar as follows:

Tricor Investor Services Limited

Level 54, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong

Tel: +852 2980 1861

Fax: +852 2262 7867

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the Annual General Meeting as appropriate at short notice in order to minimise any risk to the Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government agencies from time to time.

DEFINITIONS

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 financial year ended 31 December 2019 despatched to the Shareholders together with this circular
“AGM”	the annual general meeting of the Company to be held at Soho 1, 6/F, Ibis Hong Kong Central & Sheung Wan, No.28 Des Voeux Road West, Sheung Wan, Hong Kong on 30 June 2020 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of which is set out on pages 20 to 24 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning as defined in the Listing Rules
“Companies Law”	Company Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	China Jicheng Holdings Limited (中國集成控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“core connected person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the total number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries

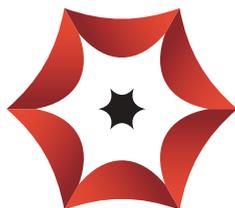
DEFINITIONS

“HK\$” and “HK cents”	Hong Kong dollars and Hong Kong cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with further new Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	22 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, for the time being in force
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Scheme Mandate Limit by the Shareholders and thereafter, if refreshed shall not exceed 10% of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong, for the time being in force
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.0016 each in the share capital of the Company

DEFINITIONS

“Share Option Scheme”	The share option scheme of the Company adopted on 23 January 2015
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs, for the time being in force
“%”	per cent.

LETTER FROM THE BOARD



China Jicheng Holdings Limited **中國集成控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1027)

Executive Directors:

Mr. Huang Wenji (*Chairman*)
Mr. Yang Guang
Mr. Lin Zhenshuang
Mr. Chung Kin Hung, Kenneth

Independent non-executive Directors:

Mr. Tso Sze Wai
Mr. Yang Xuetai
Ms. Lee Kit Ying, Winnie

Registered office:

Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

*Head office and principal place of
business in the PRC:*

Yonghe Industrial Section
Yonghe Town
Jinjiang City
Fujian Province
The PRC

Principal place of

business in Hong Kong:
Room 904, Loon Kee Building
275 Des Voeux Road Central
Hong Kong

27 May 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with details of the resolutions to be proposed at the AGM including (i) the grant of Issue Mandate; (ii) the grant of Repurchase Mandate; (iii) the grant of Extension Mandate; (iv) the proposed re-election of the retiring Directors; and (v) refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 31 May 2019, the Directors were granted a general mandate to (i) allot, issue and deal with shares up to 20% of the total number of Shares of the Company in issue at that date and (ii) repurchase Shares representing not exceeding 10% of the total number of Shares of the Company in issue at that date. This mandate will expire at the conclusion of the AGM.

At the AGM, an ordinary resolution regarding the Issue Mandate will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with further new Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 3,786,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 757,200,000 Shares.

At the AGM, an ordinary resolution regarding the Repurchase Mandate will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the Shares not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 378,600,000 Shares.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM to extend the Issue Mandate by an additional amount representing the total number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

An explanatory statement containing information regarding the Repurchase Mandate as required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 108 of the Articles, Mr. Lin Zhenshuang, being executive Director and Ms. Lee Kit Ying, Winnie and Mr. Yang Xuetai being independent non-executive Directors, shall retire from office by rotation at the AGM and are eligible to offer themselves for re-election at the AGM. Recommendations to the Board for the proposal for re-election of Mr. Lin Zhenshuang as executive Director and Ms. Lee Kit Ying, Winnie and Mr. Yang Xuetai as independent non-executive Directors were made by the nomination committee of the Company (the “**Nomination Committee**”), after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

The biographical details of Mr. Lin Zhenshuang, Ms. Lee Kit Ying, Winnie and Mr. Yang Xuetai are set out in Appendix II to this circular.

The Nomination Committee had assessed and reviewed the written confirmation of independence of Ms. Lee Kit Ying, Winnie and Mr. Yang Xuetai, the independent non-executive Directors who have offered themselves for re-election at the AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and are satisfied that each of them remains independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Nomination Committee had evaluated their respective performance and is of the view that Ms. Lee Kit Ying, Winnie and Mr. Yang Xuetai have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective view to the Company’s affairs. The Nomination Committee is also of the view that Ms. Lee Kit Ying, Winnie and Mr. Yang Xuetai would bring to the Board their own perspectives, skills and experiences, as further described in their respective biography in the Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Ms. Lee Kit Ying, Winnie and Mr. Yang Xuetai can contribute to the diversity of the Board, in particular, with their respective strong and diversified educational background and professional experience. Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Ms. Lee Kit Ying, Winnie and Mr. Yang Xuetai for re-election as independent non-executive Directors at the AGM.

LETTER FROM THE BOARD

THE ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 20 to 24 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the grant of the Repurchase Mandate, the grant of the Extension Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not the Shareholders are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM shall be conducted by way of poll and the results of the AGM will be announced by the Company in compliance.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 23 January 2015. The 10% Scheme Mandate Limit has been previously refreshed two times since the adoption of the Share Option Scheme. At the annual general meeting of the Company held on 30 May 2018, the Scheme Mandate Limit was previously refreshed. At the annual general meeting of the Company held on 31 May 2019, being the last refreshment date, the Scheme Mandate Limit was refreshed. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to the terms of the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares that may be issued upon exercise of all the share options which may be granted under the Share Option Scheme shall not exceed 378,600,000 Shares, being 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit on 31 May 2019.

LETTER FROM THE BOARD

During the period from date of adoption, 23 January 2015, to the Latest Practicable Date, (i) aggregate adjusted 1,128,600,000 share options were granted to the eligible participants under the Share Option Scheme of which 60,000,000 share options, representing adjusted 15,000,000 share options, were granted on 19 July 2015 (adjusted for the 1 to 5 share subdivision being effective on 26 April 2016 and the 20 to 1 share consolidation being effective on 10 October 2017), 360,000,000 share options were granted on 3 November 2017, 375,000,000 share options were granted on 10 April 2019 and 378,600,000 share options were granted on 14 May 2020; (ii) 339,000,000 share options were lapsed; (iii) 36,000,000 share options were exercised; and (iv) no share options were cancelled. During the period from the last refreshment date, 31 May 2019, to the Latest Practicable Date, (i) 753,600,000 share options were granted to the eligible participants under the Share Option Scheme; (ii) 324,000,000 share options were lapsed; (iii) no share options were exercised; and (iv) no share options were cancelled. As at the Latest Practicable Date, the Company has 753,600,000 outstanding share options under the Share Option Scheme, representing approximately 19.90% of the total number of Shares in issue as at the Latest Practicable Date which will remain valid after the approval of the refreshment of the Scheme Mandate Limit at the AGM.

Grantee	Position or Category	Date of grant	Number of share options granted	Exercise price per Share (HK\$)	Status of share options granted as at the Latest Practicable Date
Huang Wenji	Chairman and Executive Director of the Company	14 May 2020	37,860,000	0.0232	Outstanding
Yang Guang	Executive Director of the Company	14 May 2020	37,860,000	0.0232	Outstanding
Lin Zhenshuang	Executive Director of the Company	14 May 2020	37,860,000	0.0232	Outstanding
Chung Kin Hung, Kenneth	Executive Director of the Company	14 May 2020	37,860,000	0.0232	Outstanding
Tso Sze Wai	Independent non-executive Director of the Company	14 May 2020	37,860,000	0.0232	Outstanding
Lee Kit Ying, Winnie	Independent non-executive Director of the Company	14 May 2020	37,860,000	0.0232	Outstanding
Subtotal			227,160,000		
Employees ¹	Employee	14 May 2020	151,440,000	0.0232	Outstanding
		10 April 2019	375,000,000	0.045	Outstanding
		3 November 2017	252,000,000 ²	0.097	Exercised/Lapsed ²
Subtotal			778,440,000		

LETTER FROM THE BOARD

Grantee	Position or Category	Date of grant	Number of share options granted	Exercise price per Share (HK\$)	Status of share options granted as at the Latest Practicable Date
Tao Junmin	Consultant	3 November 2017	36,000,000 ²	0.097	Lapsed
Chen Liang	Consultant	3 November 2017	36,000,000 ²	0.097	Lapsed
Chen Zhijun	Consultant	3 November 2017	36,000,000 ²	0.097	Lapsed
Shenzhen Qianhai Jinniu Capital Management Group Co., Ltd. ⁵	Consultant	19 June 2015	5,000,000 ³	6.28 ⁴	Lapsed
Zhuang Ruihai	Consultant	19 June 2015	5,000,000 ³	6.28 ⁴	Lapsed
Shenzhen Qianhai Guangrun Equity Investment Fund Management Co., Ltd. ⁵	Consultant	19 June 2015	5,000,000 ³	6.28 ⁴	Lapsed
Subtotal			123,000,000		
Total			1,128,600,000		

Note:

1. Two employees granted on 3 November 2017 and 14 May 2020 were overlapped.
2. 36,000,000 of share options were exercised by an employee of the Company on 17 January 2018 pursuant to the Share Option Scheme. Save as disclosed above, all number of share options were lapsed during the year ended 31 December 2018.
3. Of which 20,000,000 share options, representing adjusted 5,000,000 share options, were granted to each consultant on 19 July 2015 (adjusted for the 1 to 5 share subdivision being effective on 26 April 2016 and the 20 to 1 share consolidation being effective on 10 October 2017).
4. The exercise price of HK\$1.57 of share option granted on 19 June 2015 was adjusted to HK\$6.28 for 1 to 5 share subdivision being effective on 26 April 2016 and the 20 to 1 share consolidation being effective on 10 October 2017
5. English translation of the name for identification only

Save as disclosed above, none of grantees of the share options granted on 19 June 2015, 3 November 2017, 10 April 2019 and 14 May 2020 were overlapped, connected or related to each other.

Share options granted to Directors for various services they provided to the Group. These services include overall management strategic development, supervision of production, sales and marketing activities and giving advice on corporate governance.

LETTER FROM THE BOARD

Share options granted to employees for various services they provided to the Group. These services include research and development services, product design services, sales and marketing services and quality assurance service.

Share options granted to consultants with a view to maintaining and strengthening the position of the Group as a leading umbrella manufacturer focused in Japan market and our own branded umbrella products in the PRC market and increasing our market share in the existing markets such as Hong Kong, Cambodia and South Korea, the Group has been engaging consultants to strengthen its knowledge on industry development and marketing channels background. Consultants were mainly consulted by the Company for marketing and introduction guidance, information and guidance on the latest materials formulas, advices on potential projects and review of investment opportunities to support the Group's business expansion and development. In view of their experience and background, the Company considered that the consultants would provide significant contributions to the business development of the Company.

Apart from the share options disclosed above, the above consultants had not been awarded for any other form of compensation. The Company will make further announcements if and when any share options granted to consultants, the disclosure will be included but not limited to the name of the consultant, the detailed bases and reasons of the share options granted.

The Company is of the view that share options provide a means for the Company to reward the grantees for their services to the Company, without incurring a cash outflow. The Board considers that the granting of share options to these consultants is to give them an opportunity to have a personal stake in the Company and motivate them to optimize their performance and efficiency in relation to the aforementioned services they provide to the Group, which is consistent with the purpose of the Share Option Scheme.

As at the Latest Practicable Date, no outstanding share options entitle the holders thereof to subscribe. Unless the Scheme Mandate Limit is refreshed, the Company may not grant share options pursuant to Share Option Scheme.

As at the Latest Practicable Date, there were totally 3,786,000,000 Shares in issue. Assuming no further Shares are issued or repurchased during the period from the Latest Practicable Date to the AGM, the number of Shares in issue as at the passing of the ordinary resolution will be 3,786,000,000 Shares. Accordingly it is expected that, upon the approval of the refreshment of the Scheme Mandate Limit at the AGM, and on the assumption that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of passing of the ordinary resolution granting the refreshment of the Scheme Mandate Limit will be 3,786,000,000 and therefore, the refreshed Scheme Mandate Limit under the AGM would be 378,600,000 Shares, representing 10% of the total number of Shares in issue at the time of passing the ordinary resolution.

LETTER FROM THE BOARD

In order to provide the Company with greater flexibility in granting share options to eligible participants under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution as set out in the notice of AGM will be proposed to seek Shareholders' approval at the AGM to refresh the Scheme Mandate Limit of the Share Option Scheme to 10% of the total number of Shares in issue as at the date of passing of the resolution.

Pursuant to the terms of the Share Option Scheme and in accordance with Chapter 17 of the Listing Rules, the Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the total number of Shares in issue from time to time. No share options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

Assuming no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of passing of the ordinary resolution granting the refreshment of the Scheme Mandate Limit will be 3,786,000,000 and therefore, the refreshed Scheme Mandate Limit under the AGM would be 378,600,000 Shares, representing 10% of the total number of Shares in issue at the time of passing the ordinary resolution, in respect of which options may be granted under the Scheme Mandate Limit as refreshed together with all outstanding options granted and yet to be exercised as at the Latest Practicable Date does not exceed the 30% limit as at the Latest Practicable Date.

The Directors consider that it is in the best interest of the Company to refresh the Scheme Mandate Limit to permit the grant of further share options under the Share Option Scheme so as to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees.

As at the Latest Practicable Date, the Company had no concrete plan or intention to grant any share options under the Share Option Scheme immediately after obtaining the Shareholders' approval for the proposed refreshment. However, the Board does not rule out the possibility that the Company will grant any share options under the Share Option Scheme in future when such need arise in order to incentivize the respective eligible participants. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

The adoption of the refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and

LETTER FROM THE BOARD

- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the Share Option Scheme under the Scheme Mandate Limit as refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the share options that may be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors and refreshment of Scheme Mandate Limited to be considered at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 24 June 2020 to Thursday, 2 July 2020, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 23 June 2020.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

LETTER FROM THE BOARD

GENERAL INFORMATION

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

LANGUAGE

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

Yours faithfully,
For and on behalf of the Board of
China Jicheng Holdings Limited
Huang Wenji
Chairman

This Appendix I includes an explanatory statement as required under the Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,786,000,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 378,600,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

3. REASONS FOR THE REPURCHASE

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

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules, the Companies Law and other applicable laws of the Cayman Islands.

Taking into account the current financial position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in its latest published audited consolidated financial statements as at 31 December 2019. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PARTIES

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell any Shares to the Company or its subsidiaries. No core connected person of the Company as defined in the Listing Rules has notified the Company that he/she/it has a present intention to sell any Shares to the Company or its subsidiaries nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Company is authorised to make repurchases of Shares.

6. SHARE PRICES

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

	Share prices (per Share)	
	Highest HK\$	Lowest HK\$
2019		
May	0.043	0.035
June	0.039	0.031
July	0.040	0.033
August	0.035	0.030
September	0.039	0.030
October	0.041	0.031
November	0.036	0.029
December	0.034	0.029
2020		
January	0.036	0.029
February	0.032	0.029
March	0.031	0.023
April	0.028	0.023
May (up to the Latest Practicable Date)	0.030	0.015

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or the group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's or the Group of Shareholders interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After repurchase":

	Before repurchase	After repurchase
Jicheng Investment Limited (<i>Note 1</i>)	65.05%	72.28%
Mr. Huang Wenji (<i>Note 1</i>)	66.05%	73.39%
Ms. Chen Jieyou (<i>Note 2</i>)	65.05%	72.28%

The above are calculated based on 3,786,000,000 Shares in issue as at the Latest Practicable Date.

Notes:

1. Jicheng Investment Limited is wholly and beneficially owned by Mr. Huang Wenji. Accordingly, Mr. Huang Wenji is deemed to be interested in the entire issued share capital of Jicheng Investment Limited under the SFO.
2. Ms. Chen Jieyou is the spouse of Mr. Huang Wenji and accordingly is deemed to be interested in the Shares in which Mr. Huang Wenji has interest under the SFO.

On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent as a result of such repurchase, the number of Shares held by the public would fall below 25% of the total number of Shares in issue. The Directors do not have any present intention (i) to repurchase Shares to an extent which will result in the amount of Shares held by the public being reduced to less than 25% and (ii) to trigger any event under the Takeovers Code.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. UNDERTAKING OF THE BOARD

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

The biographical details of the retiring Directors eligible for re-election at the AGM are set out below:

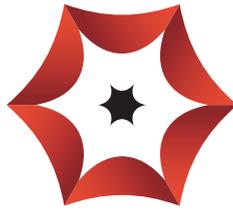
Mr. Lin Zhenshuang (林貞雙), aged 41, was appointed as an executive Director on 25 September 2014. He joined our Group in August 2001 and is the manager of the international business department of Jinjiang Jicheng Industry Co., Ltd. (晉江集成輕工有限公司) (“**Jinjiang Jicheng**”). He is responsible for supervising our Group’s sales and marketing operations. Mr. Lin graduated from Huaqiao University with a diploma in Japanese Language in June 2000. Mr. Lin has entered into a service contract with the Company under which he has agreed to act as executive Director for a term of three years and his directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Lin is entitled to receive a director’s remuneration of RMB 354,405 per annum which is determined by the Board with reference to his duties and responsibility with the Company, the Company’s performance and the prevailing market condition. Save as disclosed above, Mr. Lin has not held any other directorship in any listed company in the past three years or any other positions in the Company or other members of the Group. Mr. Lin does not have any relationship with any director, senior management or substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company. As at the date of this circular, Mr. Lin does not have interests within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) in any shares, underlying shares or debentures of the Company and/or its associated corporations. Save as disclosed in this circular, the Board is not aware of any other information which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules nor is/was Mr. Lin involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment.

Ms. Lee Kit Ying, Winnie (李結英), aged 46, was appointed as an independent non-executive Director on 22 August 2015. She holds a Postgraduate certificate in Business Administration from The Open University of Hong Kong and Diploma in Accounting from The University of Hong Kong, School of Professional and Continuing Education. Ms. Lee has over 20 years of experience in finance and administration. She has worked for various foreign and multinational organisation. Save as disclosed above, Ms. Lee has not held any other directorship in any listed company in the past three years or any other positions in the Company or other members of the Group. Ms. Lee has entered into a letter of appointment with the Company with initial term of one year and is subject to retirement by rotation and re-election pursuant to the Company’s articles of association. Ms. Lee is entitled to receive an annual director’s fee of HK\$180,000 per annum which has been determined by the Board with reference to the prevailing market conditions, the remuneration policy of the Company and Ms. Lee’s experience and her duties and responsibilities to be exercised on the Company’s affairs. The director’s fee of Ms. Lee is subject to annual review by the Remuneration Committee and the Board. As at the date of this circular, Ms. Lee does not have any interests in the shares of the Company within the

meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) and has no relationships with any directors, senior management, substantial shareholders, or controlling shareholders of the Company. Save as disclosed in this circular, the Board is not aware of any other information which should be disclosed under Rule 13.51(2) of the Listing Rules nor is/was Ms. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in connection with her appointment.

Mr. Yang Xuetai (楊學太), aged 46, was appointed as an independent non-executive Director on 23 January 2015. Mr. Yang graduated from China Academy of Art with a bachelor degree in industrial design in July 1998 and a master degree in art in January 2010. He has been working for the art faculty of The Huaqiao University as assistant professor since 2010. He had also been a visiting scholar of Tunghai University in Taiwan for five months in 2012. Save as disclosed above, Mr. Yang has not held any other directorship in any listed company in the past three years or any other positions in the Company or other members of the Group. Mr. Yang has entered into a letter of appointment with the Company with an initial term of three years and is subject to retirement by rotation and re-election pursuant to the Company's articles of association. Mr. Yang is entitled to receive an annual director's fee of RMB60,000 per annum which has been determined by the Board with reference to the prevailing market conditions, the remuneration policy of the Company and Mr. Yang's experience and his duties and responsibilities to be exercised on the Company's affairs. The director's fee of Mr. Yang is subject to annual review by the Remuneration Committee and the Board. As at the date of this circular, Mr. Yang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and has no relationships with any directors, senior management, substantial shareholders, or controlling shareholders of the Company. Save as disclosed in this circular, the Board is not aware of any other information which should be disclosed under Rule 13.51(2) of the Listing Rules nor is/was Mr. Yang involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment.

NOTICE OF ANNUAL GENERAL MEETING



China Jicheng Holdings Limited 中國集成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1027)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Jicheng Holdings Limited 中國集成控股有限公司 (the “**Company**”) will be held at Soho 1, 6/F, Ibis Hong Kong Central & Sheung Wan, No.28 Des Voeux Road West, Sheung Wan, Hong Kong on 30 June 2020 at 2:30 p.m. for considering and, if thought fit, to transact the following businesses:

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 27 May 2020.

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2019;
2. Each being a separate resolution:
 - (a) To re-elect Mr. Lin Zhenshuang as executive Director;
 - (b) To re-elect Ms. Lee Kit Ying, Winnie as independent non-executive Director;
 - (c) To re-elect Mr. Yang Xuetai as independent non-executive Director; and
 - (d) To authorise the board of Directors of the Company (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the Board to fix the auditors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT**:
- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined (d) below) to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;
 - (c) the total number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (d) for the purposes of this resolution:

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

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable law of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT:**
- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of Shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”
6. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT:**
- subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 5 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10% of the total number of Shares of the Company on the date of the passing of resolution no. 5.”
7. “**THAT:** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of share options under the share option scheme adopted by the Company on 23 January 2015 (the “**Share Option Scheme**”) be refreshed provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Share Option Scheme and any other schemes of the Company (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other scheme(s) of the Company), shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

By order of the Board
China Jicheng Holdings Limited
Huang Wenji
Chairman

Fujian Province, the PRC, 27 May 2020

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A form of proxy for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any Share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 5 as set out in this notice will be sent to members of the Company together with the Company's 2019 Annual Report.
8. The register of members of the Company will be closed from Wednesday, 24 June 2020 to Thursday, 2 July 2020, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 23 June 2020.

As at the date of this notice, the Board comprises four executive Directors, namely Mr. Huang Wenji, Mr. Yang Guang, Mr. Lin Zhenshuang and Mr. Chung Kin Hung, Kenneth, and three independent non-executive Directors, namely Mr. Tso Sze Wai, Mr. Yang Xuetai and Ms. Lee Kit Ying, Winnie.