
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 registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Tangshang Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or 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 transferee.

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CHINA TANGSHANG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 674)

PROPOSALS FOR RE-ELECTION OF THE RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Tangshang Holdings Limited to be held at 13th Floor, Bupa Centre, No. 141 Connaught Road West, Hong Kong on Friday, 25 September 2020 at 3:00 p.m. is set out on pages 13 to 17 of this circular. Whether you are able to attend the annual general meeting or not, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours 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 you from attending and voting in person at the annual general meeting or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

24 August 2020

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DEFINITIONS

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

“AGM Notice”	the notice convening the AGM as set out on pages 13 to 17 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 13th Floor, Bupa Centre, No. 141 Connaught Road West, Hong Kong on Friday, 25 September 2020 at 3:00 p.m. or any adjournment thereof (as the case may be)
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to buy back Shares not exceeding 10% of the total number of the issued Shares as at the date of the passing of the relevant resolution
“Bye-laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Tangshang Holdings Limited (Stock Code: 674), a company incorporated in Bermuda with limited liability whose Shares 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”	Hong Kong Special Administrative Region of PRC

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares, not exceeding 20% of the total number of the issued Shares as at the date of the passing of the relevant resolution
“Latest Practicable Date”	18 August 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Retiring Directors”	the Directors retiring of the AGM and, being eligible, offering themselves for re-election of the AGM in accordance with the Bye-laws and the Listing Rules
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



CHINA TANGSHANG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 674)

Executive Directors:

Mr. Chen Weiwu (*Chairman*)

Mr. Zhou Houjie (*Acting Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Chen Youchun

Mr. Chan Chein Kwong William
(*resigned on 13 December 2019*)

Ms. Lui Mei Ka

Mr. Zhou Xin (*appointed on 13 December 2019*)

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Head office and principal place of
business in Hong Kong:*

13th Floor,

Bupa Centre,

No. 141 Connaught

Road West, Hong Kong

24 August 2020

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information in respect of the resolutions to be proposed at the AGM relating to (i) the re-election of Retiring Directors; (ii) the granting to the Directors of the Issue Mandate; and (iii) the granting to the Directors of the Buy-back Mandate.

LETTER FROM THE BOARD

This circular contains an explanatory statement and gives all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to approve the Buy-back Mandate.

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of five Directors, namely Mr. Chen Weiwu, Mr. Zhou Houjie, Mr. Chen Youchun, Ms. Lui Mei Ka and Mr. Zhou Xin.

Pursuant to bye-law 83(2) and 84(1) of the Bye-laws and code provision A.4.2 of Appendix 14 of the Listing Rules, Mr. Zhou Xin, Mr. Chen Weiwu and Ms. Lui Mei Ka will retire by rotation at the AGM and each of them, being eligible, has offered themselves for re-election at the AGM.

Details of the Retiring Directors proposed to be re-elected are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Buy-back Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the number of Shares to be issued and allotted under the Issue Mandate by an additional number of Shares bought back under the Buy-back Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the issued share capital of the Company was 2,308,866,570 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 461,773,314 Shares, representing 20% of the total number of issued Shares as at the date of the passing the relevant resolution at the AGM, and the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate will be 230,886,657 Shares, representing 10% of the total number of issued Shares as at the date of the passing the relevant resolution at the AGM.

An explanatory statement containing the information relating to the Buy-back Mandate as required by the Listing Rules is set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

The AGM Notice is set out on pages 13 to 17 of this circular. All the resolutions as set out in the AGM Notice will be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. Whether you are able to attend the AGM or not, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the proposed ordinary resolutions at the AGM shall be taken by poll. The chairman of the AGM will demand that all resolutions as set out in the AGM Notice be voted upon by way of poll at the AGM.

RECOMMENDATION

The Directors believe that the proposed resolutions relating to, the re-election of the Retiring Directors, the granting of Issue Mandate and Buy-back Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
China Tangshang Holdings Limited
Chen Weiwu
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The biographical details of the Retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Zhou Xin (“Mr. Zhou”), *Independent Non-executive Director*

Mr. Zhou, aged 40, graduated from school of law in Wuhan University with a juris doctoral degree in criminal law. He also obtained a post-doctoral degree from Renmin University of China Law School (majoring in criminal litigation law, the post-doctoral degree programme co-organised by Renmin University of China Law School and National Prosecutors College of P.R.C.) and EMBA degree from Hong Kong Polytechnic University. He currently serves as an associate professor in school of law at Guangdong University of Foreign Studies, a Yunshan Young Scholar, a head of Intelligent Law and Law Reform Research Centre* at Guangdong University of Foreign Studies, a director of China Association of Criminal Procedure Law and a researcher of Litigation System and Law Reform Research Centre* of Renmin University of China. In October 2003 and September 2006, Mr. Zhou obtained certifications of Cisco Certified Internetwork Expert in Route and Switching and Service Provider respectively, with a global uniform certification number CCIE#12384.

Mr. Zhou is mainly engaged in researches on criminal procedure law, evidence law, judicial system, digital evidence, internet crime etc., teaches programmes of criminal litigation law and legal work ethic for undergraduates, and teaches programmes of frontier problems of criminal litigation law, court prosecution and defense skills, court simulation training and study of legal work ethic for postgraduate students. He has published various articles in core journals of legal science, including China Legal Science, Studies in Law and Business, Law Science, Law Review, Tribune of Political Science and Law, Political Science and Law, Contemporary Law Review, Academic Research, Social Scientist and Legal Daily, many of which were reproduced in Chinese Social Sciences Digest and Reprinted In Information Center for Social Science of Renmin University Of China (procedural law and judicial system), and nominated in the Sixth Dong Biwu Achievement Award for Young Jurists.

Mr. Zhou has entered into an appointment letter with the Company under which he agrees to act as an Independent Non-executive Director commencing from 13 December 2019 for a period of three years. Pursuant to the appointment letter above, Mr. Zhou is entitled to a director’s fee determined by the Board with reference to his experience, duties and responsibilities to the Company and the prevailing market conditions, upon the recommendation of the Remuneration Committee. Mr. Zhou shall retire by rotation and be eligible for re-election in the general meetings of the Company in accordance with memorandum of association and Bye-laws of the Company. Mr. Zhou has confirmed his independency pursuant to Rule 3.13 of the Listing Rules. He has no interest in the Shares

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

within the meaning of Part XV of the SFO and is not a connected person of the Company as defined in the Listing Rules. He does not have any relationships with the Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Mr. Chen Weiwu (“Mr. Chen”), *Executive Director*

Mr. Chen, aged 37, is an Executive Director, the Chairman of the Board and the Chairmen of the Nomination Committee of the Company. He was appointed to the Board on 8 December 2016. He is a business entrepreneur and has extensive experience in the real estate industry. Mr. Chen is the chairman and ultimate beneficial owner of 北京天安科創置業有限公司 (Beijing Tian'an Innovation Technology and Estates Limited*) (“BTIT”), a real estate development company established in the PRC. Its latest property development project is 天驕·智谷, located at 中華人民共和國北京經濟技術開發區 (Beijing Economic and Technological Development Area, PRC*), with a total land area of approximately 130,000 square meters.

Pursuant to the service contract, Mr. Chen is entitled to receive remuneration of HK\$60,000 per month which has been reviewed and approved by the remuneration committee of the Company and the Board, and has been determined with reference to his duties and responsibilities, the Company's performance and the prevailing market conditions. Such discretionary bonus will be determined by the Board based on his performance. Mr. Chen's remuneration will be subject to review by the remuneration committee of the Company from time to time.

Ms. Lui Mei Ka (“Ms. Lui”), *Independent Non-executive Director*

Ms. Lui, aged 35, is an Independent Non-executive Director and a member of Audit Committee of the Company. Ms. Lui joined the Company on 21 April 2017. She was graduated from The Chinese University of Hong Kong with a degree in bachelor of business administration in 2006. She is currently a member of the Hong Kong Institute of Certified Public Accountants. She has extensive experience in financial management and corporate finance. Ms. Lui is the chief financial officer and company secretary of Feiyu Technology International Company Limited (stock code: 1022), a company listed on the Main Board of the Stock Exchange. Previously, she was the company secretary and financial controller of Lerthai Group Limited (stock code: 112) and the chief financial officer and company secretary of GR Properties Limited (stock code: 108), companies listed on the Main Board of the Stock Exchange.

* For identification purpose only

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Ms. Lui has entered into a service agreement with the Company under which he acts as an Independent Non-executive director of the Company commencing on 21 April 2017 for a period of three years and subject to retirement by rotation and re-election at the general meeting of the Company pursuant to the Bye-laws. The director's fee payable to him is fixed at the rate of HK\$15,000 per month. Ms. Lui has confirmed her independency pursuant to Rule 3.13 of the Listing Rules. She has no interest in the Shares within the meaning of Part XV of the SFO and is not a connected person of the Company as defined in the Listing Rules. He does not have any relationships with the Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

As confirmed by the above Retiring Directors and save as disclosed above, the above Retiring Directors (i) have no other relationship with any director, senior management or substantial or controlling shareholder of the Company (each as respectively defined in the Listing Rules); and (ii) have not held any directorship in other Hong Kong or overseas listed public companies in the last three years; and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the shareholders of the Company. As at the Latest Practicable Date and save as disclosed above, the above retiring Directors did not have any other interests in the Shares within the meaning of Part XV of the SFO.

The following is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 2,308,866,570 Shares. Subject to the passing of the ordinary resolution to grant the Buy-back Mandate and on the basis that no further Shares are issued or bought back from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 230,886,657 Shares, representing 10% of the issued share capital of the Company as at the date of the AGM. The Buy-back Mandate will expire on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company and the applicable laws of Bermuda; and (c) the date on which such authority is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

2. SOURCE OF FUNDS

In buying back its Shares, the Company may only apply funds legally available for such purposes and in accordance with the Company's memorandum of association, the Bye-laws and the Companies Act 1981 of Bermuda (the "**Companies Act**"). The Companies Act provides that such purchase may only be effected out of the capital paid up on the purchased shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose. The amount of premium, if any, payable on a purchase over the par value of the Shares to be purchased may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

3. REASONS FOR BUY-BACKS

The Directors have no present intention to buy-back any Shares but consider that the mandate will provide the Company the flexibility to make such buy-back when appropriate and beneficial to the Company. Such buy-backs may, depending on market conditions and funding arrangements at the time, enhance the net assets value per Share and/or earnings per Share and will only be made when the Board believes that such buy-backs will benefit the Company and its Shareholders as a whole.

4. IMPACT OF BUY-BACKS

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 annual report of the Company for the year ended 31 March 2020) in the event that the proposed buy-back of Shares were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to buy back Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARES PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2019		
August	0.212	0.153
September	0.215	0.184
October	0.209	0.159
November	0.174	0.153
December	0.191	0.157

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2020		
January	0.204	0.164
February	0.190	0.162
March	0.177	0.135
April	0.178	0.113
May	0.153	0.106
June	0.166	0.072
July	0.200	0.061
August (up to the Latest Practicable Date)	0.200	0.117

6. EFFECT OF THE 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 of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Chen Weiwu and Grand Nice International Limited, being the substantial shareholders of the Company, are holding 1,379,806,977 Shares, representing approximately 59.76% of the total number of the issued Shares. On the basis that no further Shares are issued or bought back by the Company prior to the AGM and in the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the resolution, their shareholdings in the Company would be increased to approximately 66.40% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor 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 approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a 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 granting of the Buy-back Mandate is approved by the Shareholders.

8. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-backs of Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

9. BUY-BACK OF SHARES MADE BY THE COMPANY

The Company has not bought back any Shares whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

10. GENERAL

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not intend to buy-back Shares which would result the number of Shares held in the public hands falling below the prescribed limit as approved by the Stock Exchange.

AGM NOTICE



CHINA TANGSHANG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 674)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of China Tangshang Holdings Limited (the “**Company**”) will be held at 13th Floor, Bupa Centre, No. 141 Connaught Road West, Hong Kong on Friday, 25 September 2020 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors of the Company (the “**Director(s)**”) and independent auditor of the Company (the “**Auditor**”) for the year ended 31 March 2020.
2. To consider the re-election of the Directors, each as a separate resolution:
 - (i) To re-elect Mr. Zhou Xin as an Independent Non-executive Director;
 - (ii) To re-elect Mr. Chen Weiwu as an Executive Director; and
 - (iii) To re-elect Ms. Lui Mei Ka as an Independent Non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint BDO Limited as the Auditor and to authorise the Board to fix their remuneration.

AGM NOTICE

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, 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**”), to grant rights to subscribe for or convert any securities (including bonds, warrants, debentures, notes) into Shares and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the grant or exercise of options under any share option scheme of the Company;
 - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into Shares; or
 - (iv) any scrip dividend scheme 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 bye-laws of the Company from time to time,

AGM NOTICE

shall not exceed 20% of the total number of the issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (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, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy back its own Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

AGM NOTICE

(b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of resolutions numbered 5 and 6 as set out in the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 5 as set out in the Notice be and is hereby extended by the addition to the total number of Shares which may be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of the Shares bought back by the Company pursuant to the general mandate referred to in the resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution.”

By Order of the Board
China Tangshang Holdings Limited
Chen Weiwu
Chairman

Hong Kong, 24 August 2020

AGM NOTICE

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:

13th Floor,
Bupa Centre,
No. 141 Connaught Road West,
Hong Kong

Notes:

- (i) For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from 21 September 2020 to 25 September 2020 (both days inclusive), during which no transfer of the Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Friday, 18 September 2020.
- (ii) A member entitled to attend and vote at the Meeting is entitled to appoint one proxy or, if he/she/it is a holder of two or more Shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
- (iii) Where there are joint holders of any Share, any one of such joint holder may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iv) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (v) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof if he/she/it so desires. If a member of the Company attends the Meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.
- (vi) If Typhoon Signal No.8 or above, or a "black" rainstorm warning is in effect any time after 11:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company at <http://www.ts674.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.
- (vii) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in this Notice will be decided by poll at the meeting.

As at the date of this notice, the Executive Directors are Mr. Chen Weiwu (the Chairman) and Mr. Zhou Houjie; and the Independent Non-executive Directors are Mr. Chen Youchun, Ms. Lui Mei Ka and Mr. Zhou Xin.