
THIS SUPPLEMENTARY CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in C&N Holdings Limited, you should at once hand this supplementary circular and the accompanying proxy form to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplementary 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 supplementary circular.

This supplementary circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 supplementary 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 supplementary circular misleading.

C&N Holdings Limited
春能控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8430)

**SUPPLEMENTARY CIRCULAR TO THE ANNUAL GENERAL MEETING
IN RELATION TO PROPOSED REFRESHMENT
OF SCHEME MANDATE LIMIT AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 30 March 2021 and the notice convening an annual general meeting of the Company to be held at 10:30 a.m. on Monday, 28 June 2021 at No 3 Soon Lee Street, #06-03 Pioneer Junction, Singapore 627606. A supplemental notice of the AGM is set out on page 7 to 9 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular.

Whether or not you intend to attend the meeting, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two ChinaChem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the day of its posting. This circular will also be published on the Company’s website at <http://www.cnlimited.com/>.

8 June 2021

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
CHARACTERISTICS OF GEM	i
DEFINITIONS	1
LETTER FROM THE BOARD	3
INTRODUCTION	3
ADDITIONAL RESOLUTION IN RELATION TO PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT	3
ANNUAL GENERAL MEETING	6
VOTING BY POLL	6
ACTION TO BE TAKEN	6
RECOMMENDATIONS	7
SUPPLEMENTARY NOTICE OF AGM	8

DEFINITIONS

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

“AGM”	the annual general meeting of the Company scheduled to be held at No 3 Soon Lee Street, #06–03 Prionees Junction, Singapore 637606 on Monday, 28 June 2021 at 10:30 a.m.
“Articles”	the articles of association of the Company, as amended from time to time and the “Article” shall mean an article of the Articles
“Board”	Board of Directors
“Circular”	the circular of the Company dated 30 March 2021
“Company”	C&N Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Directors”	the director(s) of the Company from time to time
“Eligible Participant”	any employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any subsidiary (including any director of the Company or any subsidiary) who is in full-time or part-time employment with or otherwise engaged by the Company or any subsidiary at the time when an option is granted to such employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner or any person who, in the absolute discretion of the Board has contributed or may contribute to the Group
“First Proxy Form”	the proxy form enclosed with the Circular
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 June 2021, being the latest practicable date prior to the printing of this supplementary circular

DEFINITIONS

“Option(s)”	option(s) to subscribe for Shares pursuant to the Share Option Scheme and any other schemes of the Company and for the time being subsisting
“Original Notice”	the notice dated 30 March 2021 convening the AGM as set out on pages 16 to 20 of the Circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company
“Second Proxy Form”	the new proxy form enclosed with this supplementary circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 25 September 2017
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplementary Circular”	the circular of the Company dated 8 June 2021
“Supplementary Notice”	the supplementary notice of the AGM as set out on pages 7 to 9 of the Supplementary Circular
“%”	per cent

LETTER FROM THE BOARD

C&N Holdings Limited
春能控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8430)

Executive Directors:

Mr. Chua Kang Lim

(Chairman and Chief Executive Officer)

Ms. Chua Sui Feng

Independent non-executive Directors:

Mr. Dax Teo Tak Sin

Mr. Kwong Choong Kuen

Ms. Grace Choong Mai Foong

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

19th Floor, Prosperity Tower

39 Queen's Road Central, Central,

Hong Kong

8 June 2021

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTARY CIRCULAR TO THE ANNUAL GENERAL MEETING
IN RELATION TO PROPOSED REFRESHMENT
OF SCHEME MANDATE LIMIT AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplementary circular should be read in conjunction with the Circular.

The purpose of this supplementary circular is to provide you with information regarding the additional resolution in relation to refreshment of scheme mandate limit to be proposed at the AGM and to give you the Supplementary Notice and the Second Proxy Form.

**ADDITIONAL RESOLUTION IN RELATION TO PROPOSED REFRESHMENT OF
SCHEME MANDATE LIMIT**

The Share Option Scheme was adopted by the Company on 25 September 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from the date of adoption. Apart from the Share Option Scheme, there is no other share option scheme of the Company in effect as at the Latest Practicable Date.

LETTER FROM THE BOARD

During the period from date of adoption, 25 September 2017, to the Latest Practicable Date, (i) 64,000,000 Options were granted to the eligible participants on 20 May 2021 under the Share Option Scheme; and (ii) no Options were exercised or lapsed or cancelled.

Category of participants	Date of grant	Number of Options outstanding as at the Latest Practicable Date	Exercisable period	Exercise price per share (HK\$)
Executive Directors				
— Mr. Chua Kang Lim	21 May 2021	6,400,000	21 May 2021 to 20 May 2024	0.285
— Ms. Chua Sui Feng	21 May 2021	6,400,000	21 May 2021 to 20 May 2024	0.285
Employees	21 May 2021	51,200,000 (<i>note (i)</i>)	21 May 2021 to 20 May 2024	0.285

Notes:

- (i) The Options have been granted to 8 employees.

As at the Latest Practicable Date, a total of 64,000,000 outstanding Options entitle the holders thereof to subscribe for 64,000,000 Shares, representing 10% of the number of issued shares.

As at the Latest Practicable Date, there were totally 640,000,000 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 640,000,000 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 640,000,000 and therefore, the refreshed Scheme Mandate Limit under the AGM would be 64,000,000 Shares, representing 10% of the number of shares in issue at the time of passing the ordinary resolution.

In order to provide the Company with greater flexibility in granting 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 Supplementary 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 Shares in issue as at the date of passing of the resolution. The existing Scheme Mandate Limit has not been refreshed since the Share

LETTER FROM THE BOARD

Option Scheme was adopted. On 18 May 2021, the Company granted 64,000,000 Options to eligible participants under the Share Option Scheme. Unless the Scheme Mandate Limit is refreshed, the Company may not grant further options as of the Latest Practicable Date.

Pursuant to the terms of the Share Option Scheme, the maximum number of Shares in respect of which Options may be granted under the Share Option Scheme together with any options outstanding and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company must not exceed 30% (or such higher percentage as may be allowed under the GEM Listing Rules) of the total number of Shares in issue from time to time. No Options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

As at the Latest Practicable Date, the total number of outstanding Options was 64,000,000, representing approximately 10% of the Shares in issue as at the Latest Practicable Date. Assuming that the refreshment of Scheme Mandate Limit will be approved, the total number of existing outstanding Options and the Options which may be granted under the Share Option Scheme will be 128,000,000, representing 20% of the Shares in issue as at the Latest Practicable Date. Therefore, the limit on the number of Shares that may be issued upon the exercise of all existing outstanding Options and Options which may be granted under the Share Option Scheme after the refreshment of the Scheme Mandate Limit and any other schemes do not exceed the 30% of Shares in issued 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 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. The Company has no present plan or intention to grant Options under the Share Option Scheme after obtaining the Shareholders' approval for the proposed refreshment of Scheme Mandate Limit.

The Company considers that the inclusion of individuals or entities other than the employees and directors of the Group as participants is appropriate, as the successful development of the Group could not only be achieved by the Directors and employees alone and will also depend on the cooperation of the business partners of the Group, including advisers, consultants, agents, customers, partners or joint-venture partners or service provider of any member of the Group, which all play an important role in the business of the Group. Given that the success of the Group requires the cooperation with and contribution from such individuals or entities, the inclusion of any potential advisers, consultants, agents, customers, partners or joint-venture partners or service provider of any member of the Group is to provide the Board with sufficient flexibility under the Share Option Scheme to grant Options incentivize and reward individuals or entities who have or will contribute to the Group. The Directors will consider the merits and conditions of each grant of Options on a case-by-case basis.

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, representing 10% of the Shares in issue as at the date of the AGM which may be issued pursuant to the exercise of the Options that may be granted under the refreshed Scheme Mandate Limit.

ANNUAL GENERAL MEETING

The AGM will be held on Monday, 28 June 2021 at No 3 Soon Lee Street, #06-03 Pioneer Junction, Singapore 627606 at 10:30 a.m.. The Original Notice and the First Proxy Form have been despatched to the Shareholders on 30 March 2021 and are also published on the website of the Company and the Hong Kong Stock Exchange (www.hkex.com.hk).

The Supplementary Notice is to notify Shareholders of the new resolution to be submitted at the AGM for consideration. Resolutions originally proposed to be submitted at the AGM for approval and set out in the Original Notice remains unchanged.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the Chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

ACTION TO BE TAKEN

The Second Proxy Form is enclosed with the Supplementary Circular for use at the AGM. Such Second Proxy Form is also published on the websites of the Stock Exchange and the Company, respectively. Whether or not you intend to be present at the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

Special arrangements about completion and submission of the Second Proxy Form are set out in the Supplementary Notice. Shareholders who have appointed or intended to appoint proxy(ies) to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

RECOMMENDATIONS

The Directors believe that the proposed resolution for the refreshment of Scheme Mandate Limit is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the above-mentioned resolution to be proposed at the AGM.

Yours faithfully,
for and on behalf of
C&N Holdings Limited
Mr. Chua Kang Lim
Chairman

C&N Holdings Limited
春能控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8430)

References are made to the notice (the “**Original Notice**”) and the circular (the “**Circular**”) of annual general meeting of C&N Holdings Limited (the “**Company**”) dated 30 March 2021, which set out the annual general meeting of the Company (the “**AGM**”) being scheduled to be convened at 10:30 a.m. on Monday, 28 June 2021 at No 3 Soon Lee Street, #06–03 Pioneer Junction, Singapore 627606 and this Supplementary Notice shall be read together with the Original Notice.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM, will be convened at No 3 Soon Lee Street, #06–03 Pioneer Junction, Singapore 627606 at 10:30 a.m. on Monday, 28 June 2021, will consider, and if thought fit, pass the resolutions set out in the Original Notice as well as the following newly-added resolution proposed by the board of directors of the Company (the “**Board**”) (unless the context requires otherwise, terms used in this supplementary notice have the same meanings as defined in the Supplementary Circular):

7. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of share options which may be granted pursuant to the Company’s share option scheme adopted by the Company on 25 September 2017 (the “**Share Option Scheme**”) under the Refreshed Limit (as defined below), the existing scheme mandate limit in respect of the granting of share options to subscribe for Shares under the Share Option Scheme be refreshed and renewed so that the total number of Shares which may be allotted and issued pursuant to the grant and exercise of the share options under the Share Option Scheme and any other share option schemes of the Company (excluding share options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme or any other share option schemes of the Company) shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorized, subject to compliance with the GEM Listing Rules, to grant share options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options and to do such acts and execute such documents for or incidental to such purpose.”

By order of the Board
C&N Holdings Limited
Mr. Chua Kang Lim
Chairman

8 June 2021

* *For identification purposes only*

SUPPLEMENTARY NOTICE OF AGM

Notes:

1. Please refer to the Circular and the Original Notice dated 30 March 2021 for detailed information in respect of other resolutions to be put forward at the AGM, eligibility for attending the AGM, appointment of proxy and other relevant matters.
2. Since the proxy form enclosed with the Circular and the Original Notice (the “First Proxy Form”) does not contain the additional resolution as set out in this supplementary notice, a new proxy form (the “Second Proxy Form”) has been prepared and is enclosed with this supplementary notice. The Second Proxy Form is also published on the respective websites of The Stock Exchange of Hong Kong Limited and the Company.
3. Shareholders who intend to appoint a proxy to attend the AGM but are yet to lodge the First Proxy Form with the Company’s Hong Kong branch share registrar, Union Registrars Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). In this case, the First Proxy Form should no longer be lodged with the Company’s Hong Kong branch share registrar.
4. Shareholders who have already lodged the First Proxy Form with the Company’s Hong Kong branch share registrar should note that:
 - (i) If no Second Proxy Form is lodged with the Company’s Hong Kong branch share registrar, the First Proxy Form, if duly completed, will be treated as a valid proxy form lodged by the Shareholder. In addition to the resolutions as set out in the Original Notice and the First Proxy Form, the proxy duly appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolution as set out in this supplementary notice;
 - (ii) If the Second Proxy Form is lodged with the Company’s Hong Kong branch share registrar of not less than 48 hours before the time appointed for holding the AGM, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the Shareholder. The Second Proxy Form, if duly completed, will be treated as a valid proxy form; and
 - (iii) If the Second Proxy Form is lodged with the Company’s Hong Kong branch share registrar of less than 48 hours appointed for holding the AGM, the Second Proxy Form will be treated as an invalid proxy form and the First Proxy Form previously lodged by the Shareholder will not be revoked. The First Proxy Form, if duly completed, will be treated as a valid proxy form. In addition to the resolutions as set out in the Original Notice and the First Proxy Form, the proxy duly appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolution as set out in this supplementary notice.
5. Shareholders are reminded that completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude them from attending and voting in person at the AGM or any adjourned meeting thereof should they so wish.
6. In compliance with Rule 17.47(5) of the GEM Listing Rules, voting on all proposed resolutions set out in the Original Notice and this supplementary notice will be decided by way of a poll.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

SUPPLEMENTARY NOTICE OF AGM

As at the date of this notice, the board of Directors consists of five Directors, namely Mr. Chua Kang Lim and Ms. Chua Sui Feng as executive Directors; and Mr. Dax Teo Tak Sin, Mr. Kwong Choong Kuen and Ms. Grace Choong Mai Foong as independent non-executive Directors.