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

If you have sold or transferred all your shares in Shunten International (Holdings) Limited, you should at once hand this circular and the enclosed 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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Shunten International (Holdings) Limited

順騰國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 932)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS, REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

Resolutions will be proposed at the Annual General Meeting of Shunten International (Holdings) Limited to be held at Rm 631, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Tuesday, 24 August 2021 at 5:30 p.m. to approve the matters as referred to in this circular.

PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE AGM

Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the AGM with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; (b) complete a health declaration (a copy of the form is enclosed with this circular), which may be used for contact tracing, if required; and (c) wear surgical masks prior to admission to the AGM venue; (ii) attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the AGM venue; (iii) all attendees being required to wear surgical masks throughout the AGM; (iv) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (v) **NO gifts and refreshment packs or coffee/tea being provided.**

The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Furthermore, the Company would like to remind Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the AGM as their proxy and submit their form of proxy as early as possible. The form of proxy can be downloaded from the Company's website (www.shunten.com.hk) or the Stock Exchange's website.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the AGM. The attendees are advised to check for any further updates on our Company's website (www.shunten.com.hk) prior to their attending.

The notice convening the Annual General Meeting together with the form of proxy for use at the Annual General Meeting are enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less 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 prevent you from attending and voting in person at the Annual General Meeting if you so wish.

23 July 2021

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DEFINITIONS

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

“Able Island”	Able Island Group Limited, an investment holding company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is held by Mr. Chan Yan Tak, a Substantial Shareholder as at the Latest Practicable Date
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Rm 631, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Tuesday, 24 August 2021 at 5:30 p.m. or any adjournment thereof, to consider, if appropriate to approve the resolutions contained in the notice of Annual General Meeting which is set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Director(s)
“Cayman Companies Law”	the Companies Law of the Cayman Islands, as amended from time to time
“Close Associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Company”	Shunten International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder”	shall have the meaning ascribed to it under the Listing Rules
“Core Connected Person”	shall have the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Eligible Participants”	(i) any full-time or part-time employee of any member of the Group; (ii) any director (including executive, non-executive or independent non-executive Director) of any member of the Group; (iii) any consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group (“ Non-employee Eligible Participants ”); (iv) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects; and (v) a company beneficially owned by any Director, employee and Non-employee Eligible Participants, who the Board considers, in its sole discretion, have contributed or will contribute significantly to the development and growth of the Group
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HK SAR Government”	means the government of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 July 2021, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Options”	the option(s) to subscribe for Shares granted and to be granted pursuant to the Share Option Scheme
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to be given to the Directors at the Annual General Meeting to exercise the powers of the Company to repurchase at any time until the next annual general meeting of the Company or such earlier period as stated in the Share Repurchase Resolution the Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the Share Repurchase Resolution
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options to be granted under the Share Option Scheme and which shall not in aggregate exceed 10% of the Shares in issue as at the date of the approval of the Share Option Scheme and thereafter, if refreshed, shall not in aggregate exceed 10% of the Shares in issue as at the date of the approval of the refreshment thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0025 each in the issued capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 24 September 2013
“Share Repurchase Resolution”	the ordinary resolution referred to in resolution 4.B. of the notice of the Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	shall have the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers approved by the Securities and Futures Commission from time to time
“%”	per cent



Shunten International (Holdings) Limited

順騰國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 932)

Executive Directors:

Mr. WANG Xihua (*Acting Chairman*)

Mr. LAI Wei Lam, William

Independent Non-executive Directors:

Mr. LEUNG Winson Kwan Yau

Mr. TAM Kin Yip

Mr. LEUNG Man Loon

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:*

27/F., The Galaxy,

313 Castle Peak Road,

Kwai Chung,

Hong Kong

23 July 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES
AND
TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting which include, *inter alia*, (i) the grant of the Repurchase Mandate; (ii) the grant of the Issue Mandate (defined below) to issue new Shares and the extension thereof; (iii) the re-election of Directors who will retire

LETTER FROM THE BOARD

at the Annual General Meeting and then offer themselves for re-election as Directors at the same meeting; and (iv) the refreshment of the Scheme Mandate Limit under the Share Option Scheme.

2. GENERAL MANDATE TO REPURCHASE SHARES

The latest general mandate to repurchase Shares up to a maximum of 10% of the total number of issued Shares was granted to the Directors at the annual general meeting of the Company held on 17 August 2020 (the “**2020 AGM**”) pursuant to the resolution passed by the Shareholders. This general mandate will expire at the conclusion of the Annual General Meeting. The Share Repurchase Resolution will be proposed at the Annual General Meeting to approve the grant of the Repurchase Mandate to the Directors. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution 4.B. of the notice of the Annual General Meeting.

According to the requirements under the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the Share Repurchase Resolution. Shareholders should refer to the explanatory statement contained in Appendix I to this circular, which sets out further information in relation to the Repurchase Mandate.

3. GENERAL MANDATE TO ISSUE NEW SHARES

The latest general mandate to allot, issue and deal with new Shares up to a maximum of 20% of the total number of issued Shares was granted to the Directors at the 2020 AGM pursuant to the resolution passed by the Shareholders. This general mandate will expire at the conclusion of the Annual General Meeting.

An ordinary resolution to grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares at the date of passing such ordinary resolution will be proposed at the Annual General Meeting. As at the Latest Practicable Date, the issued share capital of the Company comprised 2,564,911,200 fully paid-up Shares. If there is no allotment or repurchase of Shares after the Latest Practicable Date and up to the date of the Annual General Meeting, the maximum number of new Shares to be issued under the proposed general mandate to allot, issue and deal with new Shares will be 512,982,240 new Shares (the “**Issue Mandate**”). The Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution 4.A. of the notice of the Annual General Meeting.

LETTER FROM THE BOARD

4. RE-ELECTION OF DIRECTORS

In relation to the proposed resolution 2 as set out in the notice of the Annual General Meeting regarding the re-election of the retiring Directors, Mr. Wang Xihua and Mr. Lai Wei Lam, William, being an executive Director, shall retire from the Board by rotation at the conclusion of the Annual General Meeting in accordance with Article 84(1) of the Articles of Association. All the retiring Directors, being eligible, offer themselves for re-election as the Directors at the Annual General Meeting. Such re-election has been approved by the Nomination Committee and the Board.

Details of all the retiring Directors proposed for re-election as the Directors at the Annual General Meeting are set out in Appendix II to this circular.

5. REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

Pursuant to a written resolution passed by the Shareholders on 24 September 2013, the Company conditionally adopted the Share Option Scheme, which has taken effect on 11 October 2013 (the “**Adoption**”). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Pursuant to the Share Option Scheme, the maximum number of Shares which may be allotted and issued upon exercise of all Options to be granted under the Share Option Scheme shall not in aggregate exceed 51,500,000 Shares, representing 10% of the total number of Shares in issue as at the date of the listing of the Shares on the GEM of the Stock Exchange. The Company may refresh the Scheme Mandate Limit by an ordinary resolution of the Shareholders at general meeting provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the Shareholders’ approval of the refreshment of the Scheme Mandate Limit; and
- (b) options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those exercised, outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or any other share option scheme(s) of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, the maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

LETTER FROM THE BOARD

The Company refreshed the Scheme Mandate Limited thrice on 4 August 2014 (the “1st Refreshment”), 7 September 2018 (the “2nd Refreshment”) and 19 August 2019 (the “3rd Refreshment”), details of the movement of share options (which includes the number of Scheme Mandate Limit, Options grant, exercised and lapsed) since the Adoption up to the Latest Practicable Date are set out as follows:

	Opening balance of Scheme Mandate Limit	Options granted	Options exercised	Options lapsed	Outstanding options	Approximate percentage of interest in the Company’s issued share capital	Closing balance of Scheme Mandate Limit
Adoption	51,500,000	41,500,000 ⁽ⁱ⁾	13,600,000	27,900,000	—		N/A
1st Refreshment — After Share Subdivision ⁽ⁱⁱ⁾	206,000,000 ⁽ⁱⁱⁱ⁾	199,300,000 ⁽ⁱⁱ⁾	—	187,300,000	12,000,000	0.47%	N/A
2nd Refreshment	212,300,215	163,000,000 ⁽ⁱⁱⁱ⁾	53,000,000	110,000,000	—	—	N/A
3rd Refreshment	<u>232,580,775</u>	<u>136,000,000^(iv)</u>	—	<u>10,000,000</u>	<u>126,000,000</u>	<u>4.91%</u>	<u>96,580,775</u>
Total		<u>539,800,000</u>	<u>66,600,000</u>	<u>335,200,000</u>	<u>138,000,000</u>	<u>5.38%</u>	

The following tables show the details of the share options granted to Eligible Participants by categories since the Adoption up to the Latest Practicable Date:

Categories of Eligible Participants	Options granted	Status of those granted options		
		Exercise	Lapsed	Outstanding
Directors	67,000,000	9,500,000	57,500,000	—
Employee	457,800,000	57,100,000	262,700,000	138,000,000
Non-employee Eligible Participants	<u>15,000,000</u>	<u>—</u>	<u>15,000,000</u>	<u>—</u>
Total	<u>539,800,000</u>	<u>66,600,000</u>	<u>335,200,000</u>	<u>138,000,000</u>

Accordingly, the Company is permitted to grant further Options to subscribe for 96,580,775 Shares under the existing Scheme Mandate Limit, representing approximately 3.77% of the total number of issued Shares as at the Latest Practicable Date.

Notes:

- (i) 36,500,000 Options and 5,000,000 Options were granted on 22 November 2013 and 7 July 2014 with exercise price of HK\$1.64 and HK\$1.77, respectively. Of which 26,500,000 Options were granted to Directors and employees of the Group and 15,000,000 granted to consultants. For details, please refer to the announcements of the Company dated 25 November 2013 and 7 July 2014.

LETTER FROM THE BOARD

Considering that the consultants of the Company engaged with during 2013 to 2014 made major contributions included (i) providing the Company corporate consultancy services after initial public offer; (ii) introducing certain healthcare products retail distributors and business partners to the Company; and (iii) Promoting the Group and healthcare products in the PRC through consultant's connection, the Company granted 5,000,000 Options to each of three consultants in the year of 2013 and 2014.

All the Non-employee Eligible Participants were no relationship with the company as at Latest Practicable Date.

- (ii) 147,200,000 Options (after Share Subdivision) (defined below), 2,100,000 Options, 13,000,000 Options and 37,000,000 Options were granted on 30 October 2017, 14 February 2018, 20 April 2018 and 26 April 2018 with exercise price of HK\$1.70 (after Share Subdivision), HK\$1.16, HK\$1.15 and HK\$1.15, respectively. All the 199,300,000 Options were granted to Directors and employees of the Group. For details, please refer to the announcements of the Company dated 30 October 2017, 14 February 2018, 20 April 2018 and 26 April 2018.

Those numbers have been adjusted pursuant to the Share Subdivision, details of which are set out in the announcement of the Company dated 4 December 2017. The subdivision of each issued share of par value HK\$0.01 in the share capital of the Company into four (4) shares of par value HK\$0.0025 each in the share capital of the Company was approved by an ordinary resolution by the Shareholders at the extraordinary general meeting of the Company held on 4 December 2017. Accordingly, the issued share capital of the Company was increased by 1,585,800,000 Shares from 528,600,000 Shares to 2,114,400,000 Shares on 5 December 2017 (the "Share Subdivision"), details of the Share Subdivision are set out in the announcements of the Company dated 27 October 2017, 3 November 2017, 6 November 2017, 8 November 2017 and 4 December 2017 and the circular of the Company on 10 November 2017.

- (iii) 163,000,000 Options were granted on 3 December 2018. All the 163,000,000 Options were granted to Directors and employees of the Group. For details, please refer to the announcement of the Company dated 3 December 2018.
- (iv) 126,000,000 options and 10,000,000 options were granted on 29 October 2020 and 10 March 2021 with exercise price of HK\$0.20 and HK\$0.20, respectively. All the 136,000,000 options were granted to the employees of the Group. For details, please refer to the announcements of the Company dated 29 October 2020 and 10 March 2021 respectively.

The Board considers that granting Options under the Share Option Scheme is an important incentive for motivating and/or rewarding the Group's Eligible Participants to contribute to the success of the Group's business and financial performance. As the granting of Options to the Eligible Participants of the Group will not affect the Group's cash flow but will help the Company retain and/or recruit employees and provide them with a direct economic interest in attaining the long-term business objectives of the Company, the Board will grant to Eligible Participants such number of Options which will provide sufficient incentives to them to achieve the Group's business goals. In order to facilitate the Company to maximise the use of Options to retain and/or recruit employees, the Company wishes to take the opportunity to seek Shareholders' approval for the refreshment of the Scheme Mandate Limit at the Annual General Meeting.

LETTER FROM THE BOARD

The Board may, at its absolute discretion and on such terms as it may think fit, grant any Eligible Participants, Options to subscribe for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme. The basis of eligibility of any participant to the grant of any Option shall be determined by the Board (or as the case may be, the independent non-executive Directors) from time to time on the basis of the participant's contribution or potential contribution to the development and growth of the Group.

Furthermore, in determining the eligibility of the Directors or employees to the grant of Options, the Board also considers factors such as experience, responsibility, workload and time devoted to the Group by such Directors and employees, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

In determining the grant of Options to participants other than the Directors or employees of the Group, the Board will consider factors such as (i) their potential and/or actual contribution to the business affairs of and benefits to the Group with regard to the quality or importance of services provided or expected to be provided to the Group; (ii) their potential/actual degree of involvement in and/or cooperation with the Group with regard to the number, scale and nature of the projects, and the period of engagement/cooperation/business relationship with the Group; and (iii) their work experience, professional qualifications, knowledge in the industry or other relevant factors which could be valuable to the Group.

As the consultants will have the opportunities to become shareholders of the Company when they exercise the Options, they will be more committed to the success of the Group as their compensation will hinge on the Company's business and financial performance. In the meantime, the Company also considered that (i) a grant of share Options could provide greater incentives to the consulting firms in providing more valuable advice to the Group, instead of offering them a fixed sum of consultancy fee; and (ii) there will not be any cash outflow of the Group by granting Options.

If the refreshment of the Scheme Mandate Limit is approved at the Annual General Meeting, based on the 2,564,911,200 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued and no Shares will be repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company may grant further Options carrying rights to subscribe for up to a total of 256,491,120 Shares under the Share Option Scheme (representing 10% of the total number of issued Shares as at the date of the Annual General Meeting). The Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as a whole. The refreshment of the Scheme Mandate Limit is conditional on:

- (a) the passing of the resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in such number of Shares representing 10% of the total number of Shares in issue as at the date of the AGM, which may be issued pursuant to the exercise of Options to be granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued by the Company (representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting) which may be issued pursuant to exercise of Options to be granted under the refreshed Scheme Mandate Limit.

As at the Latest Practicable Date, the Company does not have any plan or intention to grant any Option to subscribe for any Share after the proposed refreshment of the Scheme Mandate Limit.

6. VOTING BY POLL

All the resolutions set out in the notice of the Annual General Meeting shall be taken by poll in accordance with the Listing Rules and the Articles of Association. The chairman of the Annual General Meeting would explain the detailed procedures for voting by way of a poll at the Annual General Meeting.

The poll results will be published on the Company's website at www.shunten.com.hk and the Stock Exchange's website at www.hkexnews.hk in due course pursuant to the Listing Rules.

7. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 17 to 21 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less 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 prevent you from attending and voting in person at the Annual General Meeting if you so wish.

8. RECOMMENDATION

The Directors consider that the resolutions, including but without limitation to, the proposed grant of the Repurchase Mandate, the Issue Mandate to issue new Shares and the extension thereof and the proposed re-election of the retiring Directors, and the refreshment of the Scheme Mandate Limit, as set out respectively in the notice of the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommended the Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

9. 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, confirmed 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.

Yours faithfully,
For and on behalf of
Shunten International (Holdings) Limited
WANG Xihua
Executive Director

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the Share Repurchase Resolution to be proposed at the Annual General Meeting.

1. SHARE REPURCHASE PROPOSAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,564,911,200 fully paid-up Shares. It is proposed that up to a maximum of 10% of the number of Shares in issue as at the date of passing of the Share Repurchase Resolution to approve the Repurchase Mandate may be repurchased by the Directors. Subject to the passing of the Share Repurchase Resolution, on the basis that no further Shares are issued prior to the Annual General Meeting and without taking into account of other restrictions, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 256,491,120 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a 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 of the Company and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available for such purpose in accordance with the Memorandum of Association and the Articles of Association, the Cayman Companies Law and the other applicable laws of the Cayman Islands and the Listing Rules. Any Share(s) repurchased under the Repurchase Mandate must be funded out of the capital paid up on the repurchased Shares or the funds of the Company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of Shares. Any premium payable on the repurchase must be provided for out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

It is expected that there might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2020/21 Annual Report) if the proposed repurchases were to be exercised in full at any time during the proposed repurchase period. Nevertheless, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS' UNDERTAKING AND CORE CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Cayman Companies Law and the other applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Close Associates have a present intention, in the event that the Share Repurchase Resolution is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No Core Connected Person has notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

5. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share repurchase pursuant to the Repurchase Mandate, any such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of Shareholders' interests) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, Able Island and Mr. Chan Yan Tak were directly interested in 733,568,000 Shares as disclosed under the SFO, which constituted approximately 28.60% of the voting rights attaching to the issued share capital of the Company. Were the Repurchase Mandate to be exercised in full, which is considered to be unlikely in the current circumstances, Able Island and Mr. Chan Yan Tak would (assuming that there is no change in relevant facts and circumstances) hold approximately 31.78% of the voting rights attaching to the issued share capital of the Company. It is considered that, in the absence of any special circumstances, an obligation to make a mandatory offer as referred to above as a result of a share repurchase is unlikely to arise. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

6. SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase of the Shares made by the Company or any of its subsidiaries during the six months prior to the Latest Practicable Date.

7. MARKET PRICES

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

Year	Month	Shares Prices (Per Share)	
		Highest Price	Lowest Price
		<i>HK\$</i>	<i>HK\$</i>
2020	July	0.234	0.193
	August	0.220	0.187
	September	0.202	0.150
	October	0.255	0.150
	November	0.201	0.143
	December	0.165	0.136
2021	January	0.155	0.135
	February	0.155	0.125
	March	0.149	0.121
	April	0.150	0.130
	May	0.149	0.120
	June	0.160	0.107
	July (up to the Latest Practicable Date)	0.143	0.114

Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of the following retiring Directors who stand for re-election at the Annual General Meeting.

Stated below are the details of the retiring Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association of the Company:

Mr. Wang Xihua, aged 54, is an executive Director, acting chairman of the Board, acting chief executive officer of the Company and authorised representative of the Company. He joined the Group on 24 October 2016. Since 1 April 2019, the duties of the chairman of the Board and the chief executive officer of the Company have been temporarily undertaken by Mr. Wang. On 25 February 2020, Mr. Wang has been appointed as an authorised representative of the Company. Mr. Wang has over 20 years of commercial experience in business development and enterprise management in the PRC and 5 years of teaching experience in the chemical engineering profession. Mr. Wang graduated from the Faculty of Chemical Engineering at 武漢鋼鐵學院 (Wuhan Institute of Iron and Steel, currently called Wuhan University of Science and Technology) in 1989. In addition, Mr. Wang completed a graduate program in business administration from the Guanghua School of Management of Peking University in 2003. Mr. Wang is primarily responsible for exploring investment opportunities to expand the business of the Group. Mr. Wang was an executive director and non-executive director of Elife Holdings Limited (formerly known as Sino Resources Group Limited) (“**Elife Holdings**”) (Stock Code: 223), the shares of which are listed on the main board of the Stock Exchange, from 11 March 2013 to 31 January 2014 and 1 February 2014 to 22 September 2015, respectively. Mr. Wang was an executive director of Fortis Mining (Hong Kong) Limited from 1 February 2014 to 23 May 2015, a Hong Kong subsidiary of Kazakhstan Potash Corporation Limited, a company listed in the Australian Securities Exchange Limited (ASX code: KPC).

Mr. Wang, being executive Director, is entitled to receive an annual director emoluments of HK\$1,200,000 and annual housing allowance of HK\$360,000 payable by 12 equal monthly installments, with monthly installment of HK\$130,000, and to receive a discretionary bonus and is eligible for participating in the Share Option Scheme.

Mr. Lai Wei Lam, William, aged 48, is an executive Director. He joined the Company on 1 July 2017. He has solid commercial experience in international and China business development and merge and acquisition before joining the Company. Mr. Lai has a certificate in google android application development awarded by Unisoft Education Centre in 2011. Mr. Lai is primarily responsible for the e-commerce promotion business of the Group.

Mr. Lai, being an executive Director, is entitled to receive an annual director emoluments of HK\$840,000 payable by 12 equal monthly installments, with monthly installment of HK\$70,000, and to receive a discretionary bonus and is eligible for participating in the Share Option Scheme.

Other than disclosed above, Mr. Wang Xihua and Mr. Lai Wei Lam, William do not have, and are not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations which are required to be disclosed pursuant to Part XV of the SFO.

As at the Latest Practicable Date, each of Mr. Wang Xihua and Mr. Lai Wei Lam, William does not have any relationship with any Directors, senior management or Substantial Shareholders or the Controlling Shareholder of the Company nor hold or did not hold other directorships in public companies securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years and does not have other major appointments and qualifications.

The respective emolument of Mr. Wang Xihua and Mr. Lai Wei Lam, William, as an executive Director, was determined with reference to their qualifications, experiences, level of responsibilities undertaken, the performance of the Group, profitability, industry remuneration benchmark and prevailing market conditions. The Directors' emoluments of the retiring Directors have been approved by the Board and the Remuneration Committee. The emoluments of all Directors are subject to annual review by the Remuneration Committee. Total remuneration paid to all the Directors for the year ended 31 March 2021 is set out in note 10 to the consolidated financial statements of the Company set out in the 2020/2021 annual report. A resolution authorizing, *inter alia*, the Board to fix all Directors' remuneration for the year ending March 2022 will be put forward at the Annual General Meeting for the Shareholders' approval.

All the retiring Directors entered into their respective service agreements with the Company for a term of three years. They will hold office until the conclusion of the Annual General Meeting and, are eligible, offer themselves for re-election as Directors in the same meeting of the Company in accordance with the Articles of Association and the Listing Rules.

Other than disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.



Shunten International (Holdings) Limited
順騰國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 932)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shunten International (Holdings) Limited (the “**Company**”) will be held at Rm 631, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Tuesday, 24 August 2021 at 5:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2021.
2.
 - (a) To re-elect Mr. Wang Xihua as an executive director of the Company;
 - (b) To re-elect Mr. Lai Wei Lam, William as an executive director of the Company;
 - (c) To fix the maximum number of directors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider as special business, and if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

4.A. **“THAT:**

- (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or 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 of the Company during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or
 - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or

NOTICE OF ANNUAL GENERAL MEETING

(v) a specified authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting,

shall not exceed the aggregate of:

(aa) 20% of the total number of issued shares of the Company at the date of passing of this Resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the Shareholders) the number of shares of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the total number of issued shares of the Company at the date of 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 earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws of Cayman Islands to be held; or

(iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to all cases where such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

B. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company at the date of passing of this Resolution and the authority pursuant to paragraph (a) above 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 earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the Shareholders in general meeting.”
- C. **“THAT,** conditional upon the passing of Resolution 4.B., the general mandate granted to the directors of the Company (pursuant to Resolution 4.A. or otherwise) and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted by the resolution set out as Resolution 4.B..”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**

subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of and permission to deal in the shares of the Company to be allotted and issued upon the exercise of options granted under the share option scheme adopted by the Company on 24 September 2013 (the “**Share Option Scheme**”), the existing limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be and is hereby refreshed and renewed provided that the total number of shares of the Company which may be allotted and issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution (the “**Refreshed Limit**”) and that the directors of the Company be and are hereby authorised, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the Refreshed 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 options.”

By Order of the Board
Shunten International (Holdings) Limited
WANG Xihua
Executive Director

Hong Kong, 23 July 2021

*Head Office and Principal Place
of Business in Hong Kong:*
27/F., The Galaxy,
313 Castle Peak Road,
Kwai Chung,
Hong Kong

As at the date of this notice, the executive Directors are Mr. WANG Xihua and Mr. LAI Wei Lam, William; and the independent non-executive Directors are Mr. LEUNG Winson Kwan Yau, Mr. TAM Kin Yip and Mr. LEUNG Man Loon.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Every member entitled to attend and vote at the above meeting (or at any adjournment thereof) (the “AGM”) is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
2. Where there are joint holders of any share, any one of such persons may vote at the AGM, 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 the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy by a notary public of that power or authority), must be deposited at the Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude a member from attending the AGM and voting in person if he so wishes.
4. The register of members of the Company will be closed from Thursday, 19 August 2021 to Tuesday, 24 August 2021 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Wednesday, 18 August 2021.
5. All the resolutions set out in this notice shall be decided by way of poll.