

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **CHINA HONGBAO HOLDINGS LIMITED**, you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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This circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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.

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**CHINA HONGBAO HOLDINGS LIMITED**

**中國紅包控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8316)**

**PROPOSALS FOR**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**

**(2) RE-ELECTION OF RETIRING DIRECTORS; AND**

**(3) RE-APPOINTMENT OF AUDITOR;**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “**AGM**”) of **CHINA HONGBAO HOLDINGS LIMITED** (the “**Company**”) to be held at Unit Nos. 1–3 on Level 9 of Tower A of Kowloon Commerce Centre, No. 51 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Friday, 8 September 2023 at 10:30 a.m. is set out on pages 16 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting. This circular will also be posted on the Company’s website at [www.quantongkonggu.com](http://www.quantongkonggu.com).

30 June 2023

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

**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.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Unit Nos. 1–3 on Level 9 of Tower A of Kowloon Commerce Centre, No. 51 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Friday, 8 September 2023 at 10:30 a.m., the notice of which is set out on pages 16 to 21 of this circular, and any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 16 to 21 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company adopted on 10 August 2022 and as amended, supplemented or otherwise modified from time to time and “Article” shall mean an article of the Articles of Association
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	China Hongbao Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution as set out in resolution no. 5 of the AGM Notice
“Latest Practicable Date”	26 June 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, excluding for the purposes of this circular only, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution, as set out in resolution no. 6 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	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 GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	per cent.

**LETTER FROM THE BOARD**

**CHINA HONGBAO HOLDINGS LIMITED**

**中國紅包控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8316)**

*Executive Directors:*

Mr. Cheng Jun (*Chairman*)

Mr. Yu Hua (*Chief Executive Officer*)

*Independent non-executive Directors:*

Mr. Chow Chun To

Dr. Kung Wai Chiu Marco

Ms. Wong Chi Yan

*Registered office:*

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

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

Unit Nos. 1–3 on Level 9 of Tower A of

Kowloon Commerce Centre

No. 51 Kwai Cheong Road

Kwai Chung

New Territories

Hong Kong

30 June 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS; AND  
(3) RE-APPOINTMENT OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) furnish you with details of re-appointment of auditor of the Company; and (v) give you the AGM Notice.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to allot, issue and otherwise deal with additional Shares was approved by an ordinary resolution at the annual general meeting of the Company held on 16 September 2022. The existing mandate to allot, issue and otherwise deal with additional Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of the relevant resolution.

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 866,400,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 173,280,000 new Shares under the Issue Mandate, representing 20% of the total number of the issued Shares as at the date of passing of the relevant resolution.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by an ordinary resolution at the annual general meeting of the Company held on 16 September 2022. The existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution. The Repurchase Mandate will allow the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 866,400,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 86,640,000 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares as at the date of passing of the relevant resolution.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

## LETTER FROM THE BOARD

### EXTENSION OF THE ISSUE MANDATE

Subject to the passing of the proposed resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to approve the extension of the total number of Shares which may be allotted, issued and otherwise dealt with under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of five (5) Directors, namely:

#### **Executive Directors**

Mr. Cheng Jun  
Mr. Yu Hua

#### **Independent non-executive Directors**

Mr. Chow Chun To  
Dr. Kung Wai Chiu Marco  
Ms. Wong Chi Yan

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Further, according to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy on or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

At the AGM, Mr. Cheng Jun, Mr. Yu Hua and Mr. Chow Chun To (pursuant to Articles 108 and 112 of the Articles of Association) will retire and, being eligible, will offer themselves for re-election.

The Nomination Committee had reviewed the independence of Mr. Chow Chun To. Mr. Chow Chun To also submitted an annual confirmation to the Company on his fulfillment of the independence criteria set out in Rule 5.09 of the GEM Listing Rules. After due consideration, the Board considered that Mr. Chow Chun To remains independent and will continue to bring forth valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Mr. Chow Chun To had abstained from deliberation and decision in respect of the assessment of his own independence.



## LETTER FROM THE BOARD

The Company has put in place a nomination policy which sets out, *inter alia*, the selection criteria (the “**Criteria**”) and the evaluation procedures in nomination of candidates to be appointed or re-appointed as Directors. The re-appointment of each of the retiring Directors was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and services to the Company including their attendance of Board meetings and general meetings, the level of participation and performance in the Board, and whether they continue to satisfy the Criteria.

Biographical details of the retiring Directors are set out in Appendix II to this circular. In consideration of the background, specific knowledge and experience of all Directors, the Board believes that they could bring invaluable insights to the Group. Their in-depth knowledge, extensive experience and expertise continue to provide invaluable contribution and diversity to the Board.

### **PROPOSED RE-APPOINTMENT OF AUDITOR**

CCTH CPA Limited will retire as the independent auditor of the Company at the AGM and, being eligible, offer itself for re-appointment.

Upon the recommendation of the Audit Committee, the Board proposed to re-appoint CCTH CPA Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **CLOSURE OF REGISTER OF MEMBERS**

The forthcoming AGM is scheduled to be held on Friday, 8 September 2023. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 5 September 2023 to Friday, 8 September 2023, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 4 September 2023.

### **AGM**

The AGM Notice is set out on pages 16 to 21 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

## LETTER FROM THE BOARD

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. Therefore, all resolutions as set out in the AGM Notice will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rules 17.47(5) and 17.47(5A) of the GEM Listing Rules.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors, and the re-appointment of auditor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

By Order of the Board  
**China Hongbao Holdings Limited**  
**Cheng Jun**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate pursuant to Rule 13.08 of the GEM Listing Rules.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 866,400,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 86,640,000 Shares during the Relevant Period.

### **2. SOURCE OF FUNDS**

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles of Association, the memorandum of association of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **3. REASONS FOR SHARE REPURCHASE**

The Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2022</b>		
June	1.15	0.56
July	0.86	0.58
August	0.70	0.51
September	0.77	0.50
October	0.70	0.51
November	0.64	0.50
December	1.19	0.52
<b>2023</b>		
January	1.00	0.80
February	0.93	0.87
March	1.01	0.76
April	0.95	0.68
May	0.79	0.25
June (up to the Latest Practicable Date)	2.05	0.44

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association, the memorandum of association of the Company and the applicable laws of the Cayman Islands.

#### 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the following shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Number of Shares held (Note 1)	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
QUANTONG GROUP HOLDINGS LIMITED ("Quantong")	300,040,000	Beneficial owner	34.63%	38.48%
Mr. Xing Yuan (Note 2)	300,040,000	Interest of controlled corporation	34.63%	38.48%
Mr. Ji Zhiwei (Note 3)	300,040,000	Person having a security interest in shares	34.63%	38.48%
Mr. Cheng Jun	180,890,000	Beneficial owner	20.88%	23.20%

*Notes:*

- All interests stated are long positions.
- These 300,040,000 Shares are held by Quantong. Mr. Xing Yuan beneficially owns 100% of the issued share capital of Quantong. Mr. Xing Yuan is deemed, or taken to be, interested in all the Shares held by Quantong for the purpose of the SFO.
- Pursuant to a deed of assignment dated 3 March 2023 executed by Mr. Fu Yik Lung in favour of Mr. Ji Zhiwei, Shares held by Quantong were pledged by Quantong in favour of Mr. Ji Zhiwei.

On the basis that there is no change in the issued share capital of the Company from the Latest Practicable Date to the date of the AGM, an exercise of the Repurchase Mandate in full by the Directors will give rise to an obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code by Quantong.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM to an extent which would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

**7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief having made all reasonable enquiries, their close associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken to the Company that he/she/it will not sell any Share held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

**8. MATERIAL ADVERSE CHANGE**

As compared with the financial position of the Company as at 31 March 2023 (being the date to which the most recent published audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital of the Company or the gearing position of the Company.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

*The following are particulars of the Directors proposed to be re-elected at the AGM:*

## RE-ELECTION OF DIRECTORS

### Mr. CHENG Jun (“Mr. Cheng”)

Mr. Cheng, aged 60, was appointed as the chairman of the Board (the “**Chairman**”), an executive Director, the compliance officer and authorised representative of the Company and the chairman of the Nomination Committee on 19 May 2022.

Mr. Cheng obtained a bachelor’s degree in business administration from Beijing University of Arts and Sciences in July 1998 and has over 30 years of experience in finance and business administration.

Mr. Cheng has been the chairman of Beijing Sousou Kuaipao Technology Co., Ltd.\* (北京嗖嗖快跑科技有限公司) since 2015, a company of which Mr. Yu Hua (an executive Director and the chief executive officer of the Company) is the chief executive officer. He has also been an executive director of Nanchang Woai Wojia Technology Co., Ltd.\* (南昌我愛我家科技有限公司) since 2018. From 2002 to 2014, Mr. Cheng was the chairman and chief executive officer of Jiangxi Mytophome Property Co., Ltd.\* (江西省滿堂紅置業有限公司). Mr. Cheng was the chairman and executive director of S&S Intervalue China Limited (formerly known as China Futex Holdings Limited) (stock code: 8506, the shares of which were delisted from GEM of the Stock Exchange on 7 June 2022), from December 2020 to May 2022.

As at the Latest Practicable Date, Mr. Cheng held 180,890,000 Shares, representing approximately 20.88% of the issued share capital of the Company.

Mr. Cheng has entered into a service contract with the Company for an initial term of three years commencing on 19 May 2022 subject to rotation and re-election in accordance with the Articles of Association. The director’s fee of Mr. Cheng pursuant to the service contract is HK\$960,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company. For the year ended 31 March 2023, the total remuneration paid to Mr. Cheng amounted to HK\$831,000.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheng did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheng did not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Cheng as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50 (2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**Mr. YU Hua (“Mr. Yu”)**

Mr. Yu, aged 38, was appointed as an executive Director on 27 February 2023 and the chief executive officer of the Company on 17 May 2023.

Mr. Yu obtained a master’s degree in software engineering from Peking University in July 2011 and has over 7 years of experience in finance and business administration. Mr. Yu has been the chief executive officer of Beijing Sousou Kuaipao Technology Co., Ltd.\* (北京嗖嗖快跑科技有限公司) since October 2015, a company of which Mr. Cheng Jun (the chairman of the Board and an executive Director) is the chairman and a shareholder. He has also been a chief executive officer and the executive director, general manager and legal representative of Hainan Hongbao Linkage Technology Co. Ltd.\* (海南紅包聯動科技有限公司), an indirect wholly-owned subsidiary of the Company, since July 2022. He is also directors of the following subsidiaries of the Company:

<b>Name of the subsidiaries</b>	<b>Nature of control of the Company</b>	<b>Appointment date</b>
Mega Benefit Corporation Limited 澤萬有限公司	An indirect wholly-owned subsidiary	June 2022
Grand Goal Group Limited 巨志集團有限公司	A direct wholly-owned subsidiary	November 2022
Glorious Leap Limited 榮躍有限公司	A direct wholly-owned subsidiary	November 2022
Star Creation Global Limited	A direct wholly-owned subsidiary	November 2022
Fortune Elite Investments Limited 幸傑投資有限公司	A direct wholly-owned subsidiary	November 2022
State Charm Developments Limited 國昌發展有限公司	A direct wholly-owned subsidiary	November 2022
Jovial Elite Holdings Limited 喜傑控股有限公司	A direct wholly-owned subsidiary	November 2022
Quantong Globe Limited 全通環宇有限公司	An indirect wholly-owned subsidiary	December 2022
Ambitious Achievement New Materials Holding Limited 遠為新材料控股有限公司	An indirect wholly-owned subsidiary	December 2022



Mr. Yu has entered into a service contract with the Company for an initial term of three years commencing on 27 February 2023 subject to rotation and re-election in accordance with the Articles of Association. The director's fee of Mr. Yu pursuant to the service contract is HK\$240,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company. Mr. Yu is also entitled to director's remuneration in the amount of RMB660,000 per annum in acting as director of Hainan Hongbao Linkage Technology Co. Ltd.\* (海南紅包聯動科技有限公司), an operating subsidiary of the Company which is determined with reference to his experience, duties and responsibilities. For the year ended 31 March 2023, the total remuneration paid to Mr. Yu amounted to HK\$185,000.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu did not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Yu as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50 (2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

#### **Mr. CHOW Chun To (“Mr. Chow”)**

Mr. Chow, aged 40, was appointed as the independent non-executive Director on 28 January 2022. He is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

Mr. Chow has more than 16 years of experience in accounting and auditing. Mr. Chow worked at PCP CPA Limited as an accountant III from June 2006 to June 2007. He then joined HLB Hodgson Impey Cheng (currently known as HLB Hodgson Impey Cheng Limited) as an accountant I in June 2007 until December 2007. In February 2008, Mr. Chow joined Deloitte Touche Tohmatsu as an associate and was promoted to a senior in October 2008 until he left the company in April 2011. Mr. Chow worked as a financial manager at Chiho-Tiande (HK) Limited, a wholly-owned subsidiary of Chiho-Tiande Group Limited (currently known as Chiho Environmental Group Limited) (stock code: 976), the issued shares of which are listed on the Stock Exchange, between May 2011 and May 2013. He then worked as a financial controller at JC Group Holdings Limited (currently known as Tonking New Energy Group Holdings Limited) (stock code: 8326), the issued shares of which are listed on the Stock Exchange, from May 2013 to September 2014. Mr. Chow worked as the financial controller at In Construction Holdings Limited (stock code: 1500), the issued shares of which are listed on

the Stock Exchange, between September 2014 and February 2017. He was an independent non-executive director of Geotech Holdings Ltd. (stock code: 1707) and AV Promotions Holdings Limited (stock code: 8419) from September 2017 to January 2019 and from December 2017 to July 2019 respectively. Mr. Chow was the company secretary of K Group Holdings Limited (stock code: 8475), the issued shares of which are listed on GEM of the Stock Exchange from September 2019 to October 2020. He has also been an independent non-executive director of Kingland Group Holdings Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1751) since November 2016 and a company secretary of S&S Intervalue China Limited (formerly known as China Futex Holdings Limited) (stock code: 8506, the shares of which were delisted from GEM of the Stock Exchange on 7 June 2022) since May 2021.

Mr. Chow has entered into a letter of appointment with the Company for an initial term of three years commencing on 28 January 2022 subject to rotation and re-election in accordance with the Articles of Association. The director's fee of Mr. Chow pursuant to the letter of appointment is HK\$120,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chow did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chow did not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chow as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50 (2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

\* *For identification purpose only*

## NOTICE OF AGM

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*

### CHINA HONGBAO HOLDINGS LIMITED

### 中國紅包控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8316)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of shareholders (the “**Shareholders**”) of China Hongbao Holdings Limited (the “**Company**”) will be held at Unit Nos. 1–3 on Level 9 of Tower A of Kowloon Commerce Centre, No. 51 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Friday, 8 September 2023 at 10:30 a.m. (or any adjournment thereof), to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the auditors of the Company for the year ended 31 March 2023;
2. To re-appoint CCTH CPA Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration;
3.
  - (a) To re-elect Mr. Cheng Jun as an executive Director;
  - (b) To re-elect Mr. Yu Hua as an executive Director; and
  - (c) To re-elect Mr. Chow Chun To as an independent non-executive Director;
4. To authorise the board of Directors to fix the remuneration of the Directors;

## NOTICE OF AGM

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

5. **“THAT:**

- (a) Subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; or (v) under specific authority granted by the Shareholders, shall not exceed 20% of the total number of the issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and

## NOTICE OF AGM

- (d) for the purpose 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 following the passing of this resolution;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of the Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own Shares on GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs approved by the Securities and Futures Commission of Hong Kong, and that the exercise by the Directors of all powers to repurchase such Shares are subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and

## NOTICE OF AGM

- (d) for the purpose 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 following the passing of this resolution; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
7. “**THAT** conditional upon the passing of resolutions no. 5 and no. 6 as set out in this notice convening the AGM of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution no. 5 as set out in this notice convening the AGM of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in this notice convening the AGM of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution.”

### QUESTIONS FROM SHAREHOLDERS

The Board considers that the AGM is an important opportunity for Shareholders to express their views by raising questions and voting. Shareholders’ participation in the AGM are considered to be important. The Board wishes to emphasise that Shareholders can raise questions during the AGM. Shareholders who would like to raise questions in relation to any resolution set out in this notice or the business of the Company at the AGM can submit questions by 10:30 a.m. on Wednesday, 6 September 2023 (being not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof) via email to [info@quantongkonggu.com](mailto:info@quantongkonggu.com) or via telephone hotline at (852) 3586 9524 providing personal particulars as follows for verification purposes:

- (a) Full name;
- (b) Registered address;
- (c) Number of Shares held;
- (d) Hong Kong Identity Card Number or passport number (in case of natural person)/ company registration number (in case of body corporate);
- (e) Contact telephone number; and
- (f) Email address.

Shareholders can also submit questions during the AGM.

## NOTICE OF AGM

The Board will arrange to answer the questions raised by Shareholders at the AGM and those submitted in advance to the extent possible.

By Order of the Board  
**China Hongbao Holdings Limited**  
**Cheng Jun**  
*Chairman and Executive Director*

Hong Kong, 30 June 2023

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person to attend and vote instead of him. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM (or any adjournment thereof), 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 shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution no. 3, Mr. Cheng Jun, Mr. Yu Hua and Mr. Chow Chun To will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 6 above is set out in Appendix I to this circular.
8. The transfer books and register of members of the Company will be closed from Tuesday, 5 September 2023 to Friday, 8 September 2023, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 4 September 2023.
9. A form of proxy for use by shareholders at the AGM is enclosed.

## NOTICE OF AGM

*As at the date of this notice, the executive Directors are Mr. Cheng Jun and Mr. Yu Hua; and the independent non-executive Directors are Mr. Chow Chun To, Dr. Kung Wai Chiu Marco and Ms. Wong Chi Yan.*

*This notice, 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 notice 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 notice misleading.*

*This notice will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at [www.quantongkonggu.com](http://www.quantongkonggu.com).*