

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

**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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Central Holding Group Co. Ltd.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CENTRAL HOLDING GROUP CO. LTD.**  
**中環控股集團有限公司**

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

**(Stock code: 1735)**

**PROPOSED GRANTING OF GENERAL MANDATE  
TO ISSUE NEW SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Central Holding Group Co. Ltd. to be held at Office 5509, 55th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong on Monday, 3 August 2020 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chghk.com](http://www.chghk.com)).

Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the Annual General Meeting 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; and (b) wear surgical masks prior to admission to the Annual General Meeting venue;
- (ii) all attendees being required to wear surgical masks throughout the Annual General Meeting;
- (iii) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and
- (iv) no refreshment packs or coffee/tea being provided.

The Company reminds attendees that they should carefully consider the risks of attending the Annual General Meeting, taking into account their own personal circumstances. 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 Annual General Meeting (if any).

3 July 2020

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Office 5509, 55th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 3 August 2020 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 21 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	Central Holding Group Co. Ltd. (中環控股集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“Director(s)”	the directors of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with additional Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the relevant ordinary resolution to grant such mandate;
“Latest Practicable Date”	29 June 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	The People’s Republic of China;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

## DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

**CENTRAL HOLDING GROUP CO. LTD.**  
**中環控股集團有限公司**

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

**(Stock code: 1735)**

*Executive Directors:*

Mr. Yu Zhuyun (*Chairman and Chief Executive Officer*)  
Mr. Li Menglin

*Non-executive Directors:*

Mr. Qiao Xiaoge  
Mr. Gao Jian  
Ms. Zhu Yujuan

*Independent Non-executive Directors:*

Dr. Li David Xianglin  
Mr. Wang Wenxing  
Dr. Zhou Chunsheng

*Registered Office:*

PO Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarters and Principal Place  
of Business in Hong Kong:*

Office 5509, 55th Floor  
The Center  
99 Queen's Road Central  
Central  
Hong Kong

3 July 2020

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATE  
TO ISSUE NEW SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 3 August 2020.

**2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with article 112 of the Articles of Association, Mr. Yu Zhuyun, Mr. Qiao Xiaoge, Mr. Gao Jian, Ms. Zhu Yujuan, Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng who have been appointed by the Board on 4 October 2019, and Mr. Li Menglin who has been appointed by the Board on 30 April 2020, shall hold office until the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

## LETTER FROM THE BOARD

Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng, independent non-executive Directors of the Company have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

In considering the re-election of Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng, with the assistance and recommendation from the Nomination Committee, the Board has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to the age, gender, nationality, length of service and the professional experience, skills and expertise of Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng. Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng attended most of the meetings of the Board and the Board committees held in the last financial year. Details of the attendance records are set out in the Corporate Governance Report of the annual report for the year ended 31 March 2020 of the Company. The relevant Board papers and materials were provided to the Directors for review and consider prior to the meetings. Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng have remained responsible for their performance functions and discharged their duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

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

### **3. RE-APPOINTMENT OF THE AUDITORS**

HLB Hodgson Impey Cheng Limited will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment as the auditors of the Company.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES**

At the annual general meeting of the Company held on 2 August 2019, ordinary resolution was passed to grant to the Directors general and unconditional mandate to allot, issue and deal with additional Shares of up to a maximum of 20% of the total number of issued

## **LETTER FROM THE BOARD**

shares of the Company as at the date of the passing of the ordinary resolution approving the relevant mandate. This general mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew the issue mandate at the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution set out in resolution numbered 5 of the notice of the Annual General Meeting will be proposed to the Shareholders to consider and, if thought fit, to grant the Directors the Issue Mandate. As at the Latest Practicable Date, the total number of Shares in issue was 264,000,000. Subject to the passing of the proposed resolution, the maximum number of new Shares to be issued under the Issue Mandate will be 52,800,000 Shares (assuming that no further Shares will be issued by the Company after the Latest Practicable Date and prior to the Annual General Meeting).

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 18 to 21 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chghk.com](http://www.chghk.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **6. RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirmed, having made all reasonable enquiries, 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 in this circular misleading.

## LETTER FROM THE BOARD

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed re-appointment of auditors and the proposed granting of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board  
**Central Holding Group Co. Ltd.**

**Yu Zhuyun**

*Chairman, Chief Executive Officer and Executive Director*



The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

## EXECUTIVE DIRECTORS

### (1) Mr. Yu Zhuyun (余竹雲)

#### *Position and Experience*

**Mr. Yu Zhuyun (余竹雲) (“Mr. Yu”)**, aged 46, has been an executive Director and the chairman of the Board since October 2019 and was appointed as the chief executive officer of the Company in April 2020. Mr. Yu is an entrepreneur with over 15 years of experience primarily in the property development and investment industry in the PRC. He founded Anhui Central Holding Group Co., Ltd.\* (安徽中環控股集團有限公司) (“Anhui Central”) in 2004, which has now developed into a diversified enterprise engaging in a variety of businesses, including real estate development, commercial property leasing, environmentally friendly construction, cultural and creative business, smart logistics and trade development, as well as health and wellness business in the PRC. He is currently serving as the chairman of the board of directors of Anhui Central.

Mr. Yu is a standing committee member of the All-China Youth Federation (中華全國青年聯合會), a council member of the China Society for Promotion of the Guangcai Program (中國光彩事業促進會), a council member of the China Young Volunteers Association (中國青年志願者協會), a standing council member of the China Mergers & Acquisitions Association (中國併購公會), the vice president of the Anhui Federation of Industry and Commerce (安徽省工商業聯合會), a member of the Anhui Provincial Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議安徽省委員會), the vice president of the Anhui Youth Federation (安徽省青年聯合會), a standing council member of the Anhui Overseas Friendship Association (安徽省海外聯誼會), and the honorary president of the Anhui Federation of Overseas Chinese Entrepreneurs (安徽省僑商聯合會).

Mr. Yu obtained a Master of Business Administration from Hong Kong Baptist University in November 2007. He further obtained an Executive Master of Business Administration from Cheung Kong Graduate School of Business (長江商學院) in the PRC in September 2013.

Save as disclosed above, Mr. Yu has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### *Length of service*

Mr. Yu has entered into a service contract with the Company for a term of three years commencing from 4 October 2019. Mr. Yu’s appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association.

*Relationships*

Save as disclosed above, Mr. Yu does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Yu was interested in 198,000,000 Shares, representing 75% of the issued share capital in the Company within the meaning of Part XV of the SFO.

*Director's emoluments*

Mr. Yu is entitled to a remuneration of HK\$600,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Mr. Yu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

**(2) Mr. Li Menglin (李夢琳)***Position and Experience*

**Mr. Li Menglin (李夢琳) (“Mr. Li”)**, aged 63, has been an executive Director since April 2020. Mr. Li has extensive experience in the banking and financial services sectors in the PRC. During the period from April 1998 to September 2017, he held various senior positions at the Anhui Provincial Branch of the Industrial and Commercial Bank of China, including the president of the Anqing branch, chief of the education department, chief manager of the real estate financing department, head of the stock reform office, chief manager of the company services II department, and manager and senior manager of small-sized enterprises financing department. From September 2017 to July 2019, he served as the chairman of the board and the president of Anhui Xin'an Bank\* (安徽新安銀行), and has been serving as consultant of Anhui Xin'an Bank since June 2019.

Mr. Li received the awards of Model Individual in Consumer Credits Management Works of 2005\* (2005年度中國工商銀行消費信貸管理工作先進個人), Annual Excellent Performance by the Anhui Provincial Branch of the Industrial and Commercial Bank of China\* (中國工商銀行省行本部年度考核優秀等次) in 2007, 2013 and 2015 and Model Worker in the Innovative Work in the Finance Sector in Anhui Province of 2010\* (2010年度安徽省金融創新工作先進個人).

Mr. Li obtained a Bachelor of Economics in Finance awarded by Anhui University of Finance and Economics in July 1982. He was awarded a Master of Business Administration (International) by the University of Hong Kong in December 2003 in the IMBA Programme co-organised by the University of Hong Kong and Fudan University (復旦大學) in the PRC.

Save as disclosed above, Mr. Li has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Mr. Li has entered into a service contract with the Company for a term of three years commencing from 30 April 2020. Mr. Li's appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association.

*Relationships*

Save as disclosed above, Mr. Li does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Li was not interested in any shares in the Company within the meaning of Part XV of the SFO.

*Director's emoluments*

Mr. Li is entitled to a remuneration of HK\$500,000 per annum, discretionary bonus and other benefit at the sole and absolute discretion of the Board, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

**NON-EXECUTIVE DIRECTORS****(3) Mr. Qiao Xiaoge (喬曉戈)***Position and Experience*

**Mr. Qiao Xiaoge (喬曉戈) (“Mr. Qiao”)**, aged 52, has been a non-executive Director since October 2019. Mr. Qiao is experienced in the field of real estate development and construction. During the period from March 2000 to November 2003, he served as a deputy general manager of the predecessor company of Wanda Commercial Properties (Group) Co., Ltd. (萬達商業地產(集團)有限公司), a private property developer. He then served as a vice president of Sunac Huabei Development Group Co., Ltd.\* (融創華北發展集團有限公司), a company principally engaged in real estate development and commercial property leasing, from January 2004 to June 2006. He has been serving as the president of Anhui Central since August 2011. Mr. Qiao graduated from Hefei University (合肥學院) in the PRC in July 1991.

Save as disclosed above, Mr. Qiao has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Mr. Qiao has entered into a letter of appointment with the Company for a term of three years commencing from 4 October 2019. Mr. Qiao’s appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association.

*Relationships*

Save as disclosed above, Mr. Qiao does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Qiao was not interested in any shares in the Company within the meaning of Part XV of the SFO.

*Director’s emoluments*

Mr. Qiao is entitled to a remuneration of HK\$100,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Mr. Qiao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Qiao that need to be brought to the attention of the Shareholders.

**(4) Mr. Gao Jian (高劍)**

*Position and Experience*

**Mr. Gao Jian (高劍) (“Mr. Gao”)**, aged 52, has been a non-executive Director since October 2019. Mr. Gao is experienced in the field of real estate development and construction. He served as the director of the human resources department of Wanda Group (萬達集團), a private property developer, from June 2001 to March 2005, and an assistant to the president of Tianjin Sunac Group (天津融創集團) from April 2005 to June 2007. He has been serving as a vice president of Anhui Central since June 2015. Mr. Gao obtained a Master of Laws from Peking University (北京大學) in the PRC in July 2000.

Save as disclosed above, Mr. Gao has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Mr. Gao has entered into a letter of appointment with the Company for a term of three years commencing from 4 October 2019. Mr. Gao’s appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association.

*Relationships*

Save as disclosed above, Mr. Gao does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Gao was not interested in any shares in the Company within the meaning of Part XV of the SFO.

*Director’s emoluments*

Mr. Gao is entitled to a remuneration of HK\$100,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Mr. Gao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Gao that need to be brought to the attention of the Shareholders.

**(5) Ms. Zhu Yujuan (朱玉娟)**

*Position and Experience*

**Ms. Zhu Yujuan (朱玉娟) (“Ms. Zhu”)**, aged 40, has been a non-executive Director since October 2019. Ms. Zhu joined Anhui Central in February 2009. She had served in various positions in Anhui Central, including general manager of the administrative and human resources management center and assistant to the president. She is currently serving as a vice president of Anhui Central. Ms. Zhu graduated from Hefei University of Technology (合肥工業大學) and the Institute of Psychology of the Chinese Academy of Sciences (中國科學院心理研究所) in the PRC in January 2009 and February 2011, respectively.

Save as disclosed above, Ms. Zhu has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Ms. Zhu has entered into a letter of appointment with the Company for a term of three years commencing from 4 October 2019. Ms. Zhu’s appointment is subject to retirement by rotation at annual general meeting of the Company, and she shall be eligible for re-election in accordance with the Articles of Association.

*Relationships*

Save as disclosed above, Ms. Zhu does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

*Interests in Shares*

As at the Latest Practicable Date, Ms. Zhu was not interested in any shares in the Company within the meaning of Part XV of the SFO.

*Director’s emoluments*

Ms. Zhu is entitled to a remuneration of HK\$100,000 per annum, which is determined based on her duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Ms. Zhu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Zhu that need to be brought to the attention of the Shareholders.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### (6) Dr. Li David Xianglin (李祥林)

#### *Position and Experience*

**Dr. Li David Xianglin (李祥林) (“Dr. Li”)**, aged 57, has been an independent non-executive Director since October 2019. Dr. Li is currently a professor of finance at the Shanghai Advanced Institute of Finance (高級金融學院), an associate dean, the director of the risk management center (風險管理研究中心) and the director of the FinTech Research Center (金融科技研究中心) of the Chinese Academy of Financial Research (中國金融研究院), and a co-director of the Master of Finance program in Shanghai Jiao Tong University (中國上海交通大學) in the PRC. Prior to joining Shanghai Jiao Tong University (中國上海交通大學), he had served in leading financial institutions for more than two decades. He was the head of global credit derivatives research of Citigroup from October 2001 to June 2004, the head of quantitative analysis of credit derivatives of Barclays Capital from June 2004 to April 2008, the chief risk officer of China International Capital Corporation Limited from May 2008 to January 2012, the director of senior management and the head of modeling for AIG Investments from January 2012 to March 2016, and the senior vice president of investment and the person-in-charge of the risk analytics and methodology department of Prudential Financial, Inc. from March 2016 to December 2017.

Dr. Li obtained a Master of Business Administration from Laval University in Canada in May 1991. He further obtained a Master of Mathematics (Actuarial Science) and a Doctor of Philosophy (Statistics) from the University of Waterloo in Canada in May 1992 and October 1995, respectively.

Save as disclosed above, Dr. Li has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### *Length of service*

Dr. Li has entered into a letter of appointment with the Company for a term of three years commencing from 4 October 2019. Dr. Li’s appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association.

*Relationships*

Save as disclosed above, Dr. Li does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

*Interests in Shares*

As at the Latest Practicable Date, Dr. Li was not interested in any shares in the Company within the meaning of Part XV of the SFO.

*Director's emoluments*

Dr. Li is entitled to a remuneration of HK\$250,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Dr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Li that need to be brought to the attention of the Shareholders.

**(7) Mr. Wang Wenxing (王文星)***Position and Experience*

**Mr. Wang Wenxing (王文星) (“Mr. Wang”)**, aged 50, has been an independent non-executive Director since October 2019. Mr. Wang is currently serving as a senior tax consultant of Triangle Accounting Limited and an international tax consultant of Mind & Sun Partners in Shanghai. He has also been serving as a senior partner, the chief accountant and the quality control director of Anthony Chen CPA, PLLC since February 2009. During the period from May 1995 to March 2003, he served as a project manager in the Guangzhou Branch of the China Council for the Promotion of International Trade (中國國際貿易促進委員會廣州市分會) (also known as the Guangzhou Chamber of Commerce of the China International Chamber of Commerce (中國國際商會廣州市商會)). He was the chief tax accountant of the high net value business department of AIA China from April 2015 to June 2017.

Mr. Wang obtained a Master of Science from the City University of New York in the United States in February 2008. He has been enrolled to practice before the Internal Revenue Service of the Department of the Treasury of the United States since November 2010.



Save as disclosed above, Mr. Wang has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Mr. Wang has entered into a letter of appointment with the Company for a term of three years commencing from 4 October 2019. Mr. Wang's appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association.

*Relationships*

Save as disclosed above, Mr. Wang does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Wang was not interested in any shares in the Company within the meaning of Part XV of the SFO.

*Director's emoluments*

Mr. Wang is entitled to a remuneration of HK\$250,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

**(8) Dr. Zhou Chunsheng (周春生)***Position and Experience*

**Dr. Zhou Chunsheng (周春生) (“Dr. Zhou”)**, aged 54, has been an independent non-executive Director since October 2019. Dr. Zhou is currently a professor of Cheung Kong Graduate School of Business (長江商學院) in the PRC. He is an independent non-executive director of Pine Technology Holdings Limited, a company listed on the Stock Exchange (stock code: 1079), an independent non-executive director of Transfar Zhilian Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 002010), a director of Nanda Automation Technology Jiangsu Co., Ltd, a company then listed on the National Equities Exchange and Quotations Co., Ltd. (stock code: 834876), and an independent non-executive director of Kunwu Jiuding Investment Holdings Co., Limited, a company listed on the Shanghai Stock Exchange (stock code: 600053). He has also been a director of Guanghua Tiancheng Investments Co., Ltd. since March 2007, and an independent non-executive director of Hua Chuang Securities Brokerage Co., Ltd. and China Southern Fund Management Co., Ltd. since June 2007.

Dr. Zhou served as an independent non-executive director of Zhonghong Holdings Co., Limited, a company then listed on the Shenzhen Stock Exchange (stock code: 000979), from May 2008 to April 2020, an independent non-executive director of China ITS (Holdings) Co., Ltd., a company listed on the Stock Exchange (stock code: 1900), from September 2008 to June 2018, an independent non-executive director of Green Leader Holdings Group Limited, a company listed on the Stock Exchange (stock code: 61), from June 2013 to August 2019, an independent non-executive director of Guosheng Financial Holding Inc., a company listed on the Shenzhen Stock Exchange (stock code: 002670), from July 2015 to April 2020, and an independent director of Leshan City Commercial Bank from August 2012 to January 2019.

Dr. Zhou was an economist of the U.S. Federal Reserve Board from April 1995 to September 1997, where he was responsible for the analysis, control and management of financial risks, an assistant professor at the University of California (Riverside) from September 1997 to April 2001, an associate professor of the Business School of the University of Hong Kong from July 2000 to July 2001, a commissioner of the Development and Strategy Committee of the China Securities Regulatory Commission (中國證券監督管理及規劃委員會委員) from April 2001 to December 2001, and a finance professor of the Guanghua School of Management at Peking University (北京大學) from July 2001 to December 2006.

Dr. Zhou obtained a Master of Science from Peking University (北京大學) in the PRC in July 1988, and a Doctor of Economics from Princeton University in the United States in May 1995.

Save as disclosed above, Dr. Zhou has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Dr. Zhou has entered into a letter of appointment with the Company for a term of three years commencing from 4 October 2019. Dr. Zhou's appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association.

*Relationships*

Save as disclosed above, Dr. Zhou does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

*Interests in Shares*

As at the Latest Practicable Date, Dr. Zhou was not interested in any shares in the Company within the meaning of Part XV of the SFO.

*Director's emoluments*

Dr. Zhou is entitled to a remuneration of HK\$250,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is disclosable nor is Dr. Zhou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Zhou that need to be brought to the attention of the Shareholders.

\* *For identification purpose only*

**CENTRAL HOLDING GROUP CO. LTD.**

**中環控股集團有限公司**

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

**(Stock code: 1735)**

**Notice is hereby given** that the Annual General Meeting of **Central Holding Group Co. Ltd.** (the “**Company**”) will be held at Office 5509, 55th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 3 August 2020 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2020.
2. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the board of directors to fix their remuneration.
3.
  - (a) To re-elect Mr. Yu Zhuyun as an executive Director of the Company;
  - (b) To re-elect Mr. Li Menglin as an executive Director of the Company;
  - (c) To re-elect Mr. Qiao Xiaoge as a non-executive Director of the Company;
  - (d) To re-elect Mr. Gao Jian as a non-executive Director of the Company;
  - (e) To re-elect Ms. Zhu Yujuan as a non-executive Director of the Company;
  - (f) To re-elect Dr. Li David Xianglin as an independent non-executive Director of the Company;
  - (g) To re-elect Mr. Wang Wenxing as an independent non-executive Director of the Company;
  - (h) To re-elect Dr. Zhou Chunsheng as an independent non-executive Director of the Company.
4. To authorise the Board of the Company to fix the remuneration of the Directors of the Company.

## NOTICE OF ANNUAL GENERAL MEETING

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

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, 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 ordinary shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into ordinary 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) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into ordinary shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (c) the aggregate number of ordinary shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted (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 defined in paragraph (d) of this resolution), (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into ordinary shares of the Company, (iii) the exercise of options granted by the Company under any share option agreements and/or option scheme or similar arrangement for the time being adopted for the grant to Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire the ordinary shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of the ordinary shares of the Company in lieu of the whole or part of a dividend on the ordinary shares in accordance with the articles of association of the Company (the **“Articles of Association”**), shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(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;
- (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 to be held; or
- (iii) the date on which the revocation and variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of ordinary shares open for a period fixed by the Company (or by the Directors) to holders of ordinary shares on the Register of Members (ordinary shares) of the Company on a fixed record date in proportion to their then holdings of such ordinary shares (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 recognized regulatory body or any stock exchange).”

By Order of the Board  
**Central Holding Group Co. Ltd.**  
**Yu Zhuyun**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 3 July 2020

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chghk.com](http://www.chghk.com)) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 28 July 2020 to Monday, 3 August 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that 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, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 July 2020.
5. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at any time after 7:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be held on the first Business Day immediately after that date at the same time and place.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the Annual General Meeting 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; and (b) wear surgical masks prior to admission to the Annual General Meeting venue; (ii) all attendees being required to wear surgical masks throughout the Annual General Meeting; (iii) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (iv) no refreshment packs or coffee/tea being provided.

The Company reminds attendees that they should carefully consider the risks of attending the Annual General Meeting, taking into account their own personal circumstances. 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 Annual General Meeting (if any).