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

If you have sold or transferred all your shares in **China Shun Ke Long Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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CHINA SHUN KE LONG HOLDINGS LIMITED

中國順客隆控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 974)

**(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF RETIRING DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the cover page shall have the same meanings as those defined in this circular. A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the Annual General Meeting to be held at 10:30 a.m. on Friday, 6 June 2025 at Conference Room, 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong is set out on pages 15 to 19 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the Annual General Meeting (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting and any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. Holders of treasury shares, if any, shall abstain from voting at the Company's general meeting.

25 April 2025

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SPECIAL ARRANGEMENT FOR THE ANNUAL GENERAL MEETING

LIVE STREAMING WEBCAST

To enable Shareholders of the Company to participate in the Annual General Meeting, Shareholders not attending the Annual General Meeting in person may join a live streaming webcast of the Annual General Meeting where they can see and listen to the Annual General Meeting as well as submit questions online via VooV Meeting app.

Shareholders that intend to participate in the Annual General Meeting via VooV Meeting app MUST contact and register with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, before 10:30 a.m. on 4 June 2025 (being not less than 48 hours before the time appointed for the Annual General Meeting) and obtain a webcast link address and passcode to join the Annual General Meeting via the following means:

By email: is-enquiries@vistra.com

By telephone: (852) 2980 1333

Shareholders should note that viewing the live streaming webcast of the Annual General Meeting via VooV Meeting app will not be counted towards a quorum nor will they be able to cast their votes online (but can vote by proxy in the manner described elsewhere in this circular). Shareholders who wish to vote are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting by completing and returning the relevant proxy form in accordance with the instructions therein by a time not less than 48 hours before the time appointed for the Annual General Meeting.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened at 10:30 a.m. on Friday, 6 June 2025 at Conference Room, 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“associate(s)”	has the meaning ascribed to this term under the Listing Rules;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Cayman Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Company”	China Shun Ke Long Holdings Limited 中國順客隆控股有限公司, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue, allot and deal with Shares (including any sale or transfer of treasury Shares out of treasury) of up to 20% of the issued share of the Company (excluding treasury shares, if any) as set out in the paragraph headed “Letter from the Board — General Mandates” of this circular;
“Latest Practicable Date”	14 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Nomination Committee”	the nomination committee of the Company;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to 10% of the issued shares of the Company (excluding treasury shares, if any) as set out in the paragraph headed “Letter from the Board — General Mandates” of this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“treasury share(s)”	has the same meaning ascribed to it under the Listing Rule; and
“%”	per cent.



CHINA SHUN KE LONG HOLDINGS LIMITED

中國順客隆控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 974)

Executive Directors:

Mr. Wang Rengang (*Chairman*)

Ms. Wang Hui (*Chief Executive Officer*)

Non-executive Director:

Ms. Du Jing

Independent non-executive Directors:

Mr. Cheng Hok Kai Frederick

Mr. Gao Jingyuan

Mr. Ng Hoi

Registered office:

Vistra (Cayman) Limited

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205

Cayman Islands

Principal place of

business in Hong Kong:

5/F., Lincoln House,

979 King's Road,

Taikoo Place, Hong Kong

25 April 2025

To the Shareholder,

Dear Shareholder(s),

**(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF RETIRING DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide the Shareholders with notice of the Annual General Meeting and the information regarding the resolutions to be proposed to seek approval of the Shareholders at the Annual General Meeting in relation to: (i) the grant of Issue Mandate and Repurchase Mandate; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 28 June 2024, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. As at the Latest Practicable Date, such mandates have not been utilised and will lapse at the conclusion of the Annual General Meeting.

Pursuant to the amendments to the Listing Rules relating to treasury shares effective from 11 June 2024, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold such Shares in treasury, subject to market conditions and its capital management needs at the relevant time of such repurchase. Accordingly, if the Company buys back any Shares pursuant to the Repurchase Mandate and holds such Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the Issue Mandate as set out in resolution numbered 5 of the notice of the Annual General Meeting and made in accordance with the Listing Rules and the applicable laws and regulations.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of the following new general mandates to the Directors:

- (a) the Issue Mandate to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares out of treasury) up to 20% of the total number of Shares (excluding treasury shares, if any) on the date of passing of such resolution (i.e. up to 58,091,400 Shares on the assumption that the number of Shares (excluding treasury shares, if any) remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting); and
- (b) the Repurchase Mandate to repurchase Shares on the Stock Exchange up to 10% of the total number of Shares (excluding treasury shares, if any) on the date of passing of such resolution (i.e. up to 29,045,700 Shares on the assumption that the number of Shares (excluding treasury shares, if any) remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting).

In addition, a separate ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (provided that if such mandate is granted to the Directors at the Annual General Meeting).

The Issue Mandate and the Repurchase Mandate shall continue in force during the period ending on the earliest of (a) the date of the next annual general meeting; (b) the date by which the next annual general meeting of the Company is required to be held by law or by its Articles of Association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises six Directors, namely Mr. Wang Rengang, Ms. Wang Hui, Ms. Du Jing, Mr. Cheng Hok Kai Frederick, Mr. Gao Jingyuan and Mr. Ng Hoi.

Pursuant to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

Pursuant to Article 84 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, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, the Directors retiring at the Annual General Meeting are Mr. Cheng Hok Kai Frederick and Mr. Gao Jingyuan who, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

In considering the re-election of the retiring Directors, the Board, with the assistance and recommendation of the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise that the retiring Directors can provide. The Nomination Committee nominated and the Board recommended Mr. Cheng Hok Kai Frederick and Mr. Gao Jingyuan to stand for re-election as Directors at the Annual General Meeting. Separate resolutions will be proposed at the Annual General Meeting to approve the re-election of each retiring Director.

The Company has received from Mr. Cheng Hok Kai Frederick and Mr. Gao Jingyuan of their confirmation of independence as independent non-executive Director, pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has assessed their independence as independent non-executive Director.

The Nomination Committee evaluated the performance of Mr. Cheng Hok Kai Frederick and Mr. Gao Jingyuan, and was of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced, and

LETTER FROM THE BOARD

objective views to the Company's affairs. The Nomination Committee is also of the view that Mr. Cheng Hok Kai Frederick and Mr. Gao Jingyuan would bring to the Board their own perspective, skills, and experience, as further described in their biographical details set out in Appendix II to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Cheng Hok Kai Frederick could contribute to the diversity of the Board, with his extensive experience in accounting, finance and management of modern large-scale corporations and listed companies, and Mr. Gao Jingyuan could contribute to the diversity of the Board, with his extensive experience in trading and retail industry and business of the People's Republic of China.

Brief biographical details of the retiring Directors who are subject to re-election are set out in Appendix II to this circular.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from, Tuesday, 3 June 2025 to Friday, 6 June 2025 (both days inclusive), during which period no transfer of Shares will be effected.

In order to be entitled to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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, 2 June 2025.

ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND VOTING BY POLL

A notice convening the Annual General Meeting to be held on Friday, 6 June 2025, at 10:30 a.m. at Conference Room, 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong is set out on pages 15 to 19 of this circular. The Directors are not aware of any Shareholder who are required to abstain from voting in the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the Annual General Meeting will be taken by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

Treasury shares, if any and registered under the name of the Company, shall abstain from voting at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall procure, upon depositing any treasury shares in CCASS, the abstention from voting at any of its general meeting(s) in relation to those shares.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting in respect thereof.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
China Shun Ke Long Holdings Limited
Wang Rengang
Chairman and Executive Director

This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide all the requisite information in relation to the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

All proposed purchase of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the number of issued Shares (excluding treasury shares, if any) at the date of passing of the proposed resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 290,457,000 Shares in issue and did not have any treasury shares. Subject to passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, exercise of the Repurchase Mandate in full would result in up to 29,045,700 Shares being repurchased by the Company.

(c) Reason for repurchase

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase securities of the Company on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or its earnings per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

(d) Fund of repurchase

In repurchasing securities, a company may only apply funds legally available for such purpose in accordance with its constitutional documents and the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

As compared with the financial position of the Company as at 31 December 2024 (being the date of its latest audited accounts), the Directors consider that there might not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may cancel such Shares and/or hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time of such repurchase. For the avoidance of doubt, pursuant to the Cayman Companies Act, treasury shares must be held in the name of the Company.

For those treasury shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such treasury shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury shares; and (ii) in case of dividends or distributions, the Company shall give instructions to the Company's branch share registrar in Hong Kong to exclude such treasury shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury shares held with CCASS, or alternatively, withdraw the treasury shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

(e) Connected parties

None of the Directors nor, to the best knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders. As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) had notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(f) Undertaking by Directors

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

(g) Takeovers Code

If as a result of a securities repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of shareholders acting in concert (as defined under the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the controlling shareholders (as defined in the Listing Rules) of the Company were beneficially interested in 204,558,317 Shares, representing approximately 70.42% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the interests of the controlling Shareholders in the Company would be increased to approximately 78.25% of the issued Shares.

Accordingly, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

(h) Public float

The Directors confirm that the Repurchase Mandate will not be exercised to an extent where the number of Shares held by the public will be reduced below 25%.

(i) Unusual features

The Directors confirm that neither the explanatory statement on the Repurchase Mandate nor the proposed share repurchase has any unusual features.

2. SHARES PURCHASE MADE BY THE COMPANY

During six months preceding the date of this circular, no Shares have been repurchased by the Company.

3. SHARE PRICE

The highest and lowest traded share price for Shares recorded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	1.58	0.98
May	1.58	0.52
June	1.25	0.91
July	1.27	0.82
August	1.26	0.97
September	1.18	0.95
October	1.00	0.79
November	0.92	0.91
December	0.93	0.93
2025		
January	0.93	0.92
February	1.00	0.89
March	0.95	0.64
April (up to the Latest Practicable Date)	0.56	0.52

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

The biographical details of retiring Directors who offer themselves for re-election are set out below:

Mr. Cheng Hok Kai Frederick (“Mr. Cheng”), aged 61, was appointed as an independent non-executive Director and the chairman of the Audit Committee of the Company on 27 July 2020. Mr. Cheng has been serving as an independent non-executive director, the chairman of the audit committee and a member of the remuneration committee of JiaXing Gas Group Co., Ltd. (嘉興市燃氣集團股份有限公司), a company listed on the Stock Exchange (stock code: 9908) since 2019.

Mr. Cheng previously served various senior positions at other companies listed on the Stock Exchange or other stock exchange. Mr. Cheng served as an independent non-executive director and the chairman of the audit committee of CIMC Vehicles (Group) Co., Ltd. (中集車輛(集團)股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301039) and the Stock Exchange (previous stock code: 1839, whose securities were listed on the main board of the Stock Exchange until 3 June 2024), between 2019 to 2024; served as an independent non-executive director, the chairman of the audit committee, and a member of each of the nomination and remuneration committees of Luzhou Xinglu Water (Group) Co., Ltd. (瀘州市興瀘水務(集團)股份有限公司), a company listed on the Stock Exchange (stock code: 2281) between 2017 to 2022; served as an executive director of Sanai Health Industry Group Company Limited (三愛健康產業集團有限公司), a company listed on the Stock Exchange (stock code: 1889) in 2019; and served as the chief financial officer, the company secretary, an authorised representative under Rule 3.05 of the Listing Rules and the managing director of corporate finance and investment of PuraPharm Corporation Limited (培力控股有限公司), a company listed on the Stock Exchange (stock code: 1498) between 2010 and 2018. Prior to that, Mr. Cheng served as the finance director of Asia Pacific and Japan of Autodesk Asia Pte Ltd. between 2006 and 2008, the finance director of Pacific Rim of Mentor Graphics Asia Pte Ltd. between 2004 and 2006, the finance director of Asia Pacific and Japan of LSI Logic Hong Kong Limited between 1997 and 2004, and an audit assistant and a senior accountant of PricewaterhouseCoopers (formerly known as Price Waterhouse) between 1985 and 1988.

Mr. Cheng graduated from the University of New South Wales in Australia with a master’s degree in accounting in 1992, and from the University of Salford in the United Kingdom with a bachelor’s degree in finance and accounting in 1985. Mr. Cheng was admitted as an associate member of (i) CPA Australia (formerly known as Australian Society of Certified Practising Accounts), (ii) the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants), (iii) Governance Institute of Australia (formerly known as Chartered Secretaries Australia) and (iv) The Chartered Governance Institute, U.K. (formerly known as Institute of Chartered Secretaries and Administrators, U.K.) in 1992, 1992, 1996 and 1995, respectively, and then as the fellow member of such professional bodies in 2004, 2003, 2013 and 2012, respectively.

Mr. Cheng was a director of the company below, which was dissolved by way of striking off. The relevant details are as follows:

Name of company	Place of incorporation	Nature of business before dissolution	Reason for being struck off/dissolved	Date of dissolution	Current position
China Tripod International Limited	Hong Kong	Never commenced business	No business operation	15 August 2003	Dissolved by way of striking off

As confirmed by Mr. Cheng, the company above had no business operation and was solvent at the time when it was dissolved and so far as he was aware, the dissolution of the above company had not resulted in any liability or obligation being imposed against him.

Mr. Cheng has entered into a service agreement with the Company as an independent non-executive Director for a term of three years commencing from 27 July 2023, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Such service agreement may be terminated by either party giving at least 30 days' notice in writing. Pursuant to the service agreement, Mr. Cheng is entitled to an annual remuneration of HK\$240,000 and discretionary bonus of such amount as determined at the discretion of the Board for serving as an independent non-executive Director. Mr. Cheng's remuneration is determined by the Board according to the recommendation of the Remuneration Committee with reference to his qualifications and experience, and the duties and responsibilities of an independent non-executive Director. Any discretionary bonus will be determined by the Board with reference to his duties and responsibilities in the Company, the Company's performance as well as the prevailing market conditions.

Mr. Gao Jingyuan (former name: Gao Liqing) ("Mr. Gao"), aged 56, has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company since 27 March 2024. He has over 9 years of senior management experience with the China Cooperative Trade Enterprises Association (中國合作貿易企業協會) ("CCTEA"). During his tenure, he held the positions of Vice President and Secretary-General from June 2016 to December 2023 and from May 2018 to December 2023 respectively. Since December 2023, he has been serving as the President of CCTEA. Mr. Gao was Deputy Secretary-General and Secretary-General of Commercial Culture Association of China (中國商業文化研究會) from November 2008 to May 2015 and from May 2015 to January 2017 respectively.

Mr. Gao completed the advanced training courses for postgraduates in business management in Beijing Technology and Business University (北京工商大學) in 2005, and obtained a bachelor's degree in economics from Shanxi University of Finance and Economics (山西財經大學) (formerly known as Shanxi Institute of Finance and Economics* (山西財經學院)) in 1992. He was accredited as Chief Editor by Economic Daily* (經濟日報社) in 2002.

Mr. Gao has entered into a service agreement with the Company as an independent non-executive Director for a term of three years commencing from 27 March 2024, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Such service agreement may be terminated by either party giving at least 30 days' notice in writing. Pursuant to the service agreement, Mr. Gao is entitled to an annual remuneration of HK\$180,000 and discretionary bonus of such amount as determined at the discretion of the Board for serving as an independent non-executive Director. Mr. Gao's remuneration is determined by the Board according to the recommendation of the Remuneration Committee with reference to his qualifications and experience, and the duties and responsibilities of an independent non-executive Director. Any discretionary bonus will be determined by the Board with reference to his duties and responsibilities in the Company, the Company's performance as well as the prevailing market conditions.

As at the date of this circular, save as disclosed above, Mr. Cheng and Mr. Gao have confirmed that they (i) do not have any other relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) do not hold other positions in the Group or any of its subsidiaries; and (iv) have not held any directorship in any public listed companies in the last three years preceding the date of this circular or any other major appointments or professional qualifications.

Mr. Cheng and Mr. Gao has confirmed that (i) they meet the independence criteria set out in Rule 3.13 of the Listing Rules; (ii) they have no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect their independence at the time of their appointment.

As at the date of this circular, save as disclosed above, Mr. Cheng and Mr. Gao have confirmed that there is no other matters relating to their appointment that needs to be brought to the attention of the Shareholders of the Company, nor is there any other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

* *For identification only*



CHINA SHUN KE LONG HOLDINGS LIMITED
中國順客隆控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 974)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Shun Ke Long Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 6 June 2025 at Conference Room, 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong (the “**Annual General Meeting**”) for considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements, the reports of the directors (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2024.
2. (A) To re-elect Mr. Cheng Hok Kai Frederick as an independent non-executive Director.

(B) To re-elect Mr. Gao Jingyuan as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the Directors to fix the remuneration of the auditor.

AS SPECIAL BUSINESS

5. “**THAT**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares (including any sale or transfer of treasury shares out of treasury) in the capital of the Company or securities convertible into shares, options, warrants or singular rights to subscribe for shares or such other convertible securities of the Company and

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to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the total number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) an issue of shares of the Company upon the grant or exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of:
 - (i) 20% of the number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) any shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of shares of the Company in issue as at the date of passing of this resolution),and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of 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 (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) below) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws, rules and regulations of the SFC, and/or the requirements of the 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) 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 (as defined in paragraph (e) below) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of shares which may be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period (as defined in paragraph (e) below) shall not exceed 10% of the number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.”

7. **“THAT**

conditional upon the passing of resolution No. 5 and resolution No. 6 as set out in the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue or otherwise deal with the additional shares of the Company pursuant to resolution No. 5 as set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 6 as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution.”

By order of the Board
China Shun Ke Long Holdings Limited
Wang Rengang
Chairman and Executive Director

Hong Kong, 25 April 2025

Notes:

1. Any shareholder entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company. For the avoidance of doubt, only the Company is allowed to hold treasury shares of the company (if any) and it shall abstain from voting at the Annual General Meeting.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company 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 Annual General Meeting of the Company (or any adjournment thereof).
3. The register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the Annual General Meeting of the Company, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar 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, 2 June 2025.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.

NOTICE OF ANNUAL GENERAL MEETING

5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting of the Company convened and in such event, the form of proxy shall be deemed to be revoked.
6. The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. Wang Rengang and Ms. Wang Hui; the non-executive Director is Ms. Du Jing; and the independent non-executive Directors are Mr. Cheng Hok Kai Frederick, Mr. Gao Jingyuan and Mr. Ng Hoi.