
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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 Hong Kong ChaoShang Group Limited, you should at once hand this supplemental circular and the accompanying second form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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HONG KONG CHAOSHANG GROUP LIMITED

香港潮商集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

**SUPPLEMENTAL CIRCULAR
IN RELATION TO
(1) RE-ELECTION OF DIRECTORS;
AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of Hong Kong ChaoShang Group Limited dated 30 July 2024 (the “**Original Circular**”) and the notice dated 30 July 2024 (the “**Original Notice**”) convening an annual general meeting of the Company to be held at Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 20 September 2024 at 11:00 a.m. A supplemental notice of the annual general meeting of the Company is set out on page 8 of this supplemental circular. A second proxy form for the annual general meeting, which shall supersede the form of proxy enclosed with the circular dated 30 July 2024, is also enclosed.

Whether or not you are able to attend the annual general meeting, please complete and return the enclosed second form of proxy to the Company’s Branch Registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and delivery of the second form of proxy will not preclude you from attending and voting at the annual general meeting and voting in person should you so wish.

4 September 2024

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LETTER FROM THE BOARD



HONG KONG CHAOSHANG GROUP LIMITED

香港潮商集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

Executive Directors:

Ms. Zheng Juhua
Mr. Chan Chi Yuen
Mr. Gong Huanghui

Non-executive Director:

Mr. Ma Weihua (*Chairman*)

Independent Non-executive Directors:

Mr. Yu Pak Yan, Peter
Mr. Chi Chi Hung, Kenneth
Mr. Yeung Yat Chuen

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Suite 2202, 22nd Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

4 September 2024

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO
(1) RE-ELECTION OF DIRECTORS;
AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Original Circular and the Original Notice and the announcements of the Company dated 21 August 2024 and 26 August 2024 in relation to the appointment of Directors (collectively, the “**Announcements**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meaning as defined in the Original Circular, the Original Notice and the Announcements.

LETTER FROM THE BOARD

This supplemental circular should be read together with the Original Circular which contains, inter alia, the Original Notice.

The purpose of this supplemental circular is to provide you with further information in respect of the resolution to be proposed at the Annual General Meeting for the re-election of Directors and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form (as defined below).

RE-ELECTION OF DIRECTORS

Subsequent to the despatch of the Original Circular and the Original Notice, as disclosed in the Announcements, Mr. Ma Weihua was appointed as a non-executive Director and the chairman of the Board with effect from 21 August 2024, and Mr. Gong Huanghui was appointed as an executive Director with effect from 26 August 2024.

According to Article 86(2) of the Company's bye-laws, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such annual general meeting.

As such, Mr. Ma Weihua and Mr. Gong Huanghui shall hold office only until the AGM and, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee is of the view that each of Mr. Ma Weihua and Mr. Gong Huanghui would bring to the Board their own perspective, skills and experience, as further described in their respective biographies in Appendix I to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that each Mr. Ma Weihua and Mr. Gong Huanghui can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise, including their in-depth knowledge in corporate finance, financial management, corporate governance, investments and business strategies, and connections in various industries.

The biographical details of each of Mr. Ma Weihua and Mr. Gong Huanghui is set out in Appendix I to this supplemental circular.

LETTER FROM THE BOARD

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice of the Annual General Meeting and the first proxy form (the “**First Proxy Form**”) sent together with the Original Circular do not contain the proposed resolutions for the re-election of Mr. Ma Weihua and Mr. Gong Huanghui as a non-executive Director and an executive Director, respectively, as set out in this supplemental circular, a supplemental notice of Annual General Meeting has been set out on page 8 of this supplemental circular and a second proxy form (the “**Second Proxy Form**”) is enclosed with this supplemental circular to include such proposed resolutions.

Pursuant to Rules 13.39(4) and (5) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands), and an announcement on the poll results of the general meeting must be made by the Company after the general meeting as soon as possible. Accordingly, all resolutions to be proposed at the AGM as set out in the notices of the AGM will be voted by poll and an announcement on the poll results of the AGM will be made by the Company as soon as possible after conclusion of the AGM.

The Second Proxy Form for use at the AGM is enclosed with this supplemental circular. To be valid, the Second Proxy Form 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 in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting (as the case may be) (the “**Closing Time**”). Completion and delivery of the Second Proxy Form will not preclude you from attending and voting at the AGM if you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Company’s Hong Kong branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s Hong Kong branch share registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should take note of the following:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions for the re-election of Mr. Ma Weihua and Mr. Gong Huanghui as a non-executive Director and an executive Director, respectively, as set out in the supplemental notice of AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;
- (ii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Hong Kong branch share registrar.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Hong Kong branch share registrar before the Closing Time.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest that is required to abstain from voting on any of the resolutions to be proposed at the AGM.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the supplemental notice of AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions as set out in the supplemental notice of the AGM.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Directors Proposed to be Re-elected) to this supplemental circular.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Yours faithfully,
For and on behalf of the Board
Hong Kong ChaoShang Group Limited
Mr. Ma Weihua
Chairman

Details of the Directors proposed to be re-elected at the AGM are provided below.

Mr. Ma Weihua

Mr. Ma, aged 76, was a former executive director, president and CEO of China Merchants Bank Co., Limited. He has a doctor's degree in economics. He has served as the chairman of the board of directors for Wing Lung Bank Ltd., CIGNA & CMC Life Insurance Company Ltd. and China Merchants Fund Management Co. Ltd. He was a member to the 10th National People's Congress and a member of the 11th and the 12th National Committee of the People's Political Consultative Conference of China. He is currently the chairman of the National Fund for Technology Transfer and Commercialization (國家科技成果轉化引導基金), chairman of Global Philanthropy Institute (國際公益學院), chairman of SusallWave Digital Technology (Shenzhen) Co., Ltd., chairman of Alliance of Social Value Investment (社會價值投資聯盟) and chairman of One Foundation (壹基金). He is also adjunct professors of several top universities including Peking University and Tsinghua University. In March 2019, Mr. Ma was appointed as special advisor to the China office of the United Nations Development Programme and the chairman of the Financing Advisory Committee of Sustainable Development Goals of the United Nations, and was appointed as a member of the United Nations Sustainable Development Goal Impact Steering Group in April in the same year. In July 2021, Mr. Ma was appointed as a member of Mainland China Advisory Group by the Stock Exchange.

Mr. Ma currently serves as independent non-executive directors of China Gas Holdings Limited (stock code: 384) and Haidilao International Holding Limited (stock code: 6862), and all of the above-mentioned companies are listed on the Main Board of the Stock Exchange. He also serves as a supervisor of Fuyao Glass Industry Group Co., Limited (a company listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange) (stock codes: 3606 and 600660).

Mr. Ma was an independent non-executive director of Legend Holdings Corporation (stock code: 3396) from June 2015 to June 2024 and was the chairman and a non-executive director of Bison Finance Group Limited (stock code: 888) from May 2018 to September 2023, and all of the above-mentioned companies are listed on the Main Board of the Stock Exchange. He was an independent director of Guangdong Qunxing Toys Joint Stock Co., Limited (廣東群興玩具股份有限公司) (a company listed on the Shenzhen Stock Exchange) (stock code: 002575) from August 2020 to October 2022.

Mr. Ma does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance). Mr. Ma was appointed for a term of three years, which will continue thereafter until terminated by either party giving not less than one month's prior notice and his director's remuneration shall be HK\$1,000,000 per annum, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, Mr. Ma does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information in relation to Mr. Ma that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters regarding the proposed re-election of Mr. Ma that needs to be brought to the attention of the Shareholders.

Mr. Gong Huanghui

Mr. Gong, aged 54, currently serves as the chairman of Shenzhen Boshi Investment and Development Limited (深圳市博時投資發展有限公司). He was the co-chairman of ZTE Development Company Limited. Mr. Gong is responsible for providing leadership for development to the above-mentioned companies and managing their daily operations. He possesses extensive experiences in areas including investment and financing, digital technology, communication technology and new energy. He is also a practitioner mentor of the Business School of Southern University of Science and Technology.

Mr. Gong does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance). Mr. Gong was appointed for a term of three years, which will continue thereafter until terminated by either party giving not less than one month's prior notice and his director's remuneration shall be HK\$180,000 per month, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, Mr. Gong does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information in relation to Mr. Gong that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters regarding the proposed re-election of Mr. Gong that needs to be brought to the attention of the Shareholders.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



HONG KONG CHAOSHANG GROUP LIMITED

香港潮商集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) of Hong Kong ChaoShang Group Limited (the “**Company**”) dated 30 July 2024 by which the Company convenes an annual general meeting (the “**AGM**”) to be held at Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 20 September 2024 at 11:00 a.m. and this supplemental notice shall be read together with the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT that the AGM will be convened as originally scheduled. In addition to the resolutions set out in the AGM Notice, the AGM will be held for the following purposes:

ORDINARY RESOLUTIONS

2. (e) To re-elect Mr. Ma Weihua as non-executive director of the Company; and
- (f) To re-elect Mr. Gong Huanghui as executive director of the Company.

Apart from the amendment set out above, all the information contained in the AGM Notice shall remain valid and effective.

By order of the Board
Hong Kong ChaoShang Group Limited
Mr. Ma Weihua
Chairman

Hong Kong, 4 September 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place

of Business in Hong Kong:
Suite 2202, 22nd Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

Notes:

- (a) As at the date of this supplemental notice, the executive directors are Ms. Zheng Juhua, Mr. Chan Chi Yuen and Mr. Gong Huanghui; the non-executive director is Mr. Ma Weihua; the independent non-executive directors are Mr. Yu Pak Yan, Peter, Mr. Chi Chi Hung, Kenneth and Mr. Yeung Yat Chuen.
- (b) A second proxy form (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 4 September 2024 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 3 to 4 of the Supplemental Circular for the arrangements about the completion and submission of the Second Proxy Form.
- (c) Please refer to the circular of the Company dated 30 July 2024 and the AGM Notice for details of the other resolutions to be considered at AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.