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

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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 Chengtong Development Group Limited**, you should at once hand this circular accompanying with the 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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**CHINA CHENGTONG DEVELOPMENT GROUP LIMITED**

**中國誠通發展集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 217)**

**PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE  
SHARES AND TO ISSUE NEW SHARES OF THE COMPANY;  
RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 25 June 2014 at 10:00 a.m. is set out on pages 12 to 16 of this circular.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

26 May 2014

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 25 June 2014 at 10:00 a.m. and any adjournment thereof, the notice of which is set out on pages 12 to 16 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning ascribed to it under the Listing Rules
“Auditors”	auditors of the Company
“Board”	the board of Directors
“business day(s)”	any day on which the Stock Exchange is open for the business of dealing in securities
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	China Chengtong Development Group Limited (中國誠通發展集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries from time to time

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the number of shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	20 May 2014, 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
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares, the aggregate number of which shall not exceed 10% of the number of shares in issue as at the date of passing of the relevant resolution
“Share(s)”	shares of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent



**CHINA CHENGTONG DEVELOPMENT GROUP LIMITED**

**中國誠通發展集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 217)**

*Executive Directors:*

Yuan Shaoli (*Chairman*)  
Wang Hongxin (*Managing Director*)  
Wang Tianlin  
Zhang Bin

*Registered address and principal place of  
the business in Hong Kong:*

Suite 6406, 64th Floor  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

*Independent non-executive Directors:*

Chang Qing  
Lee Man Chun, Tony  
Chan Sheung Lai

26 May 2014

*To the Shareholders*

Dear Sir or Madam

**PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE  
SHARES AND TO ISSUE NEW SHARES OF THE COMPANY;  
AND  
RE-ELECTION OF DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issue Mandate to the Directors; (iii) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of Directors.

**2. PROPOSED GRANTING OF GENERAL MANDATES**

At the annual general meeting of the Company held on 27 June 2013, ordinary resolutions were passed to, among other things, grant the general mandates to the Directors (i) to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on 27 June 2013; and (ii) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on 27 June 2013.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, no Shares had been issued pursuant to the general issue mandate granted to the Board on 27 June 2013.

These general mandates will lapse at the conclusion of the Annual General Meeting.

### **Repurchase Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed in respect of the granting to the Directors of the Repurchase Mandate, in the terms set out in the notice of the Annual General Meeting, to purchase Shares on the Stock Exchange of an aggregate number of up to 10% of the number of shares in issue as at the date of passing of the relevant resolution.

### **Issue Mandate**

At the Annual General Meeting, an ordinary resolution will also be proposed to grant a general mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of shares in issue as at the date of passing of the relevant resolution, equivalent to 968,146,955 Shares based on the total issued share capital of the Company as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting.

### **Extension Mandate**

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

The Repurchase Mandate and the Issue Mandate will continue in force during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date upon which such authority is revoked or varied at a general meeting of the Shareholders; and (iii) the date by which the next annual general meeting of the Company is required to be held by laws or the Articles. With reference to the Repurchase Mandate and the Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase or issue any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### **3. RE-ELECTION OF DIRECTORS**

In accordance with Article 105 of the Articles and in compliance with code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. Wang Tianlin and Mr. Chang Qing will retire as Directors by rotation and shall be eligible for re-election. In accordance with Article 96 of the Articles, Mr. Lee Man Chun, Tony, Mr. Chan Sheung Lai and Mr. Zhang Bin will hold office only until the Annual General Meeting and shall then be eligible for re-election. Each of Mr. Wang Tianlin, Mr. Chang Qing, Mr. Lee Man Chun, Tony, Mr. Chan Sheung Lai and Mr. Zhang Bin being eligible, offers themselves for re-election as Directors at the Annual General Meeting. Brief biographical details of them are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. ACTIONS TO BE TAKEN

The notice for the Annual General Meeting is contained in this circular and a form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not Shareholders intend to attend the Annual General Meeting (or any adjournment thereof), they are requested to complete the accompanying form of proxy and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

No Shareholder is required to abstain from voting at the Annual General Meeting under the Listing Rules. All the resolutions put to vote at the Annual General Meeting will be decided by way of poll as required by the Listing Rules.

### 5. VOTING BY POLL

Pursuant to the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. After the conclusion of the Annual General Meeting, the results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.irasia.com/listco/hk/chengtong](http://www.irasia.com/listco/hk/chengtong)).

### 6. RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors are all in the interests of the Company and the Shareholders and so recommend the Shareholders to vote in favour of all resolutions to be proposed at the Annual General Meeting.

### 7. RESPONSIBILITY STATEMENT

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

Yours faithfully,  
By order of the Board  
**China Chengtong Development Group Limited**  
**Wang Hongxin**  
*Managing Director*

*The following explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.*

## **1.    LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules allow companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange or any other stock exchange on which the securities of the company may be listed and which have been recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by passing an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by specific approval granted to a particular transaction.

## **2.    SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 4,840,734,776 Shares in issue.

Subject to the passing of the proposed resolution concerning the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed to repurchase up to 484,073,477 Shares under the Repurchase Mandate.

## **3.    REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders which enables the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share repurchases may, depending on the then market conditions and funding arrangements, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

## **4.    FUNDING OF REPURCHASES**

Repurchases would be financed by the funds that are legally available for such purposes in accordance with the Articles and the laws of Hong Kong.



Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might materially impact on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2013, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company unless the Directors consider that such purchases are in the best interests of the Company.

## **5.    SHARE PRICES**

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

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2013</b>		
May	0.345	0.275
June	0.345	0.265
July	0.275	0.248
August	0.255	0.240
September	0.270	0.240
October	0.290	0.250
November	0.320	0.260
December	0.310	0.280
<b>2014</b>		
January	0.300	0.240
February	0.265	0.239
March	0.305	0.222
April	0.245	0.222
May (up to the Latest Practicable Date)	0.250	0.225

## **6.    THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT**

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

As at the Latest Practicable Date, World Gain Holdings Limited, the Company's holding company, was interested in 2,979,456,119 Shares, representing approximately 61.55% of the total issued share capital of the Company. The entire issued share capital of World Gain Holdings Limited is beneficially owned by China Chengtong Hong Kong Company Limited ("CCHK"), the entire issued share capital of which is beneficially owned by China Chengtong Holdings Group Limited ("CCHG"). On the basis that there are no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the beneficial interests of World Gain Holdings Limited in the issued share capital of the Company would be increased to approximately 68.39% if the Repurchase Mandate is exercised in full. The Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate, nor do the Directors intend to exercise the Repurchase Mandate in full.

In the event that the Repurchase Mandate to repurchase Shares is exercised in full, the number of Shares held by the public would not fall below 25%.

## **7. SHARE REPURCHASES BY THE COMPANY**

The Company did not purchase any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

## **8. GENERAL**

None of the Directors nor (to the best of their knowledge after having made all reasonable enquiries) any of their associates currently intend to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as relevant rules are applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

No connected person of the Company has notified the Company of his/her present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

*The biographical details and other particulars of the Directors who will retire at the Annual General Meeting and will offer themselves for re-election thereat according to the existing Articles are set out below:*

**MR. WANG TIANLIN, AGED 41, EXECUTIVE DIRECTOR****Length of service and remuneration**

Mr. Wang joined the Group in February 2007 and was appointed as an executive Director on 1 September 2009. Mr. Wang has signed a service contract with a specific term of one year with the Company but is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Wang is entitled to receive a monthly payment of HK\$20,000 as his director's fee and a performance-based bonus (if any). His remuneration is determined by the remuneration committee and the Board in accordance with his duties, market conditions and the Group's profit benchmark.

Apart from being an executive Director, Mr. Wang is also a director of several other subsidiaries of the Company.

**Qualification and experience**

Mr. Wang obtained his bachelor and master degrees from Beijing Institute of Technology. He obtained his MBA in Finance from The Chinese University of Hong Kong in 2003. Mr. Wang was previously the secretary to the board of Sihuan Pharmaceutical Company Limited whose shares are listed on the Shenzhen Stock Exchange, and was also the assistant to president for CCHK. Save as aforesaid, Mr. Wang did not hold any directorship in other listed companies in the last three years.

**Interests in Shares or underlying shares**

As at the Latest Practicable Date, Mr. Wang had a personal interest of 400,000 awarded Shares (a share award scheme of the Company adopted on 25 April 2012), representing 0.0083% of the total issued share capital of the Company. Other than the said interest, Mr. Wang was not interested or deemed to be interested in any other Shares or any shares of the Company's associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

**Relationship**

Save as disclosed herein, Mr. Wang did not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholder (as defined in Listing Rules).

**Others**

Mr. Wang does not have any information which is required to be disclosed under Rule 13.51(2) of the Listing Rules. Save as disclosed herein, there are no other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

**MR. ZHANG BIN, AGED 45, EXECUTIVE DIRECTOR****Length of service and remuneration**

Mr. Zhang joined the Group in July 2010 and was appointed as the executive Director on 30 January 2014. Mr. Zhang has signed a service contract with a specific term of one year with the Company but is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Zhang is entitled to receive a monthly payment of HK\$20,000 as his director's fee, plus a monthly remuneration of RMB16,400 in respect of the positions he holds in the wholly owned subsidiaries of the Company and a performance-based bonus (if any). His remuneration is determined by the remuneration committee and the Board in accordance with his duties and market conditions and the Group's profit benchmark.

Apart from being the executive Director of the Company, Mr. Zhang is also a deputy general manager of CCHK, the substantial Shareholder of the Company.

**Qualification and experience**

Mr. Zhang holds an EMBA degree from China Europe International Business School and a doctorate degree from Peking University. He also undertook post-doctoral research in Rutgers University and North Carolina State University in the United States. He has rich theoretical and practical experience in corporate management and risk control. Mr. Zhang did not hold any directorship in other listed companies in the last three years.

**Interests in shares or underlying shares**

As at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any Shares or any shares of the Company's associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

**Relationship**

Save as disclosed herein, Mr. Zhang did not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholder (as defined in Listing Rules).

**Others**

Mr. Zhang does not have any information which is required to be disclosed under Rule 13.51(2) of the Listing Rules. Save as disclosed herein, there are no other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

**MR. CHANG QING, AGED 56, INDEPENDENT NON-EXECUTIVE DIRECTOR****Length of service and remuneration**

Mr. Chang joined the Group in January 2013. Mr. Chang has signed a service contract with a specific term of one year with the Company but is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Chang is entitled to receive a monthly payment of HK\$20,000 as his director's fee. His remuneration is determined by the remuneration committee and the Board in accordance with his duties and market conditions.

Apart from being an independent non-executive Director and a member of the audit committee, Mr. Chang did not hold any other position in other members within the Group.

**Qualification and experience**

Mr. Chang studied Economics at Jilin University and obtained his Master degree in Economics from Jilin University in 1985 and PhD degree from Chinese Academy of Social Sciences. Mr. Chang has over 27 years of experience in economic and financial field. He is currently the chairman of Jinpeng International Futures Co., Ltd. (金鵬期貨經紀有限公司), a professor of China Agricultural University and the chairman of the expert committee of China Futures Association. Mr. Chang is also an independent director of Tianli Environmental Engineering Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange. He is also an independent director of Tibet Summit Industry Co., Ltd., the shares of which are listed on the Shanghai Stock Exchange. During the last three years, Mr. Chang was an independent director of Rongfeng Holding Group Co., Ltd. Save as aforesaid, Mr. Chang did not hold any directorship in other listed companies in the last three years.

**Interests in Shares or underlying shares**

As at the Latest Practicable Date, Mr. Chang was not interested or deemed to be interested in any Shares or any shares of the Company's associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

**Relationship**

As at the Latest Practicable Date, Mr. Chang did not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholder (as defined in Listing Rules).

**Others**

Mr. Chang does not have any information which is required to be disclosed under Rule 13.51(2) of the Listing Rules. Save as disclosed herein, there are no other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

**MR. LEE MAN CHUN, TONY, AGED 60, INDEPENDENT NON-EXECUTIVE DIRECTOR****Length of service and remuneration**

Mr. Lee joined the Group in November 2013. Mr. Lee has signed a service contract with a specific term of one year with the Company but is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Lee is entitled to receive a monthly payment of HK\$22,500 as his director's fee. His remuneration is determined by the remuneration committee and the Board in accordance with his duties and market conditions.

Apart from being an independent non-executive Director, the chairman of remuneration committee, a member of audit committee and a member of nomination committee, Mr. Lee did not hold any other position in other members within the Group.

**Qualification and experience**

Mr. Lee is an associate of the Hong Kong Institute of Certified Public Accountants. He has years of extensive experience in capital markets, corporate management, finance and banking. He is currently an executive director of Shenyin Wanguo (H.K.) Limited, the shares of which are listed on the Main Board of the Stock Exchange, since June 2000 and served as its chief executive officer from July 2000 to March 2012. Previously, he worked for and held senior positions with Standard Chartered Bank and Sanwa International Finance Ltd.. Save as aforesaid, Mr. Lee did not hold any directorship in other listed companies in the last three years.

**Interests in Shares or underlying shares**

As at the Latest Practicable Date, Mr. Lee was not interested or deemed to be interested in any Shares or any shares of the Company's associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

**Relationship**

As at the Latest Practicable Date, Mr. Lee did not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholder (as defined in Listing Rules).

**Others**

Mr. Lee does not have any information which is required to be disclosed under Rule 13.51(2) of the Listing Rules. Save as disclosed herein, there are no other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

**MR. CHAN SHEUNG LAI, AGED 51, INDEPENDENT NON-EXECUTIVE DIRECTOR****Length of service and remuneration**

Mr. Chan joined the Group in November 2013. Mr. Chan has signed a service contract with a specific term of one year with the Company but is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Chan is entitled to receive a monthly payment of HK\$22,500 as his director's fee. His remuneration is determined by the remuneration committee and the Board in accordance with his duties and market conditions.

Apart from being an independent non-executive Director, the chairman of audit committee, a member of remuneration committee and a member of nomination committee, Mr. Chan did not hold any other position in other members within the Group.

**Qualification and experience**

Mr. Chan is a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. He graduated with a bachelor's degree in social sciences from the University of Hong Kong in 1984. He has over 20 years of investment, real estate, corporate finance and business management experience, and long track record of building businesses in China. He is currently an executive director and the chief executive officer of Carrianna Group Holdings Company Limited, the shares of which are listed on the Main Board of the Stock Exchange. He was an executive director and the chief executive officer of Value Partners Group Limited, the shares of which are listed on the Main Board of the Stock Exchange. Mr. Chan was a partner of Deloitte Touche Tohmatsu. Save as aforesaid, Mr. Chan did not hold any directorship in other listed companies in the last three years.

**Interests in Shares or underlying shares**

As at the Latest Practicable Date, Mr. Chan was not interested or deemed to be interested in any Shares or any shares of the Company's associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

**Relationship**

As at the Latest Practicable Date, Mr. Chan did not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholder (as defined in Listing Rules).

**Others**

Mr. Chan does not have any information which is required to be disclosed under Rule 13.51(2) of the Listing Rules. Save as disclosed herein, there are no other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA CHENGTONG DEVELOPMENT GROUP LIMITED

中國誠通發展集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 217)**

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Chengtong Development Group Limited (“**Company**”) will be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 25 June 2014 at 10:00 a.m. for the following purposes:

#### ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (“**Directors**”) and the Company’s auditors (“**Auditors**”) for the year ended 31 December 2013.
2.
  - A. To re-elect Mr. Wang Tianlin as an executive Director.
  - B. To re-elect Mr. Zhang Bin as an executive Director.
  - C. To re-elect Mr. Chang Qing as an independent non-executive Director.
  - D. To re-elect Mr. Lee Man Chun, Tony as an independent non-executive Director.
  - E. To re-elect Mr. Chan Sheung Lai as an independent non-executive Director.
  - F. To authorise the board of Directors (“**Board**”) to fix the remuneration of its Directors.
3. To re-appoint Messrs. BDO Limited as Auditors and authorise the Board to fix their remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

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

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Companies Ordinance**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), 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 and deal with the shares of the Company (each, a “**Share**”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares), which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time (“**Articles**”); or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20% of the number of Shares in issue as at the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (“**Shareholders**”)) the aggregate number of Shares which may be purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of Shares in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;  
and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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, the Companies Ordinance or any applicable law of Hong Kong to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of 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, or the expense or delay which may be involved in determining the existence or extent of 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).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, or otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Ordinance and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined In paragraph (c) below) shall not exceed 10% of the number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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, the Companies Ordinance or any applicable law of Hong Kong to be held; or
  - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the Board  
**China Chengtong Development Group Limited**  
**Wang Hongxin**  
*Managing Director*

26 May 2014

Registered office in Hong Kong:  
Suite 6406, 64th Floor  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. If more than one proxy is so appointed, the form of proxy shall specify the number and class of Shares in respect of which each such proxy is appointed. A proxy need not be a member of the Company. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
2. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.
3. In relation to proposed resolutions numbered 4 and 6 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
4. In relation to proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.
5. Delivery of a form of proxy should not preclude a Shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
6. Voting by poll

Each of the above resolutions will be voted by way of poll as required by the Listing Rules.