
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Apex Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國恒泰
CHINA APEX

China Apex Group Limited
中國恒泰集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
PROPOSED GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Apex Group Limited to be held at Suite 510, Chater House, 8 Connaught Road Central, Hong Kong on Wednesday, 17 June 2020 at 11:00 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<https://www.irasia.com/listco/hk/chinaapex/index.htm>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The Company will implement the following precautionary measures at the Annual General Meeting against the coronavirus disease to protect the Shareholders or proxies from the risk of infection, including but not limited to:

- compulsory body temperature check;
- mandatory use of surgical face masks; and
- no distribution of gifts and no refreshments will be served.

Any attendee who does not comply with the precautionary measures or is subject to quarantine, with any flu-like symptoms, who has had close contact with any person under quarantine, or has travelled overseas within 14 days immediately before the Annual General Meeting shall not be permitted to enter the venue. The Company strongly recommends Shareholders to exercise their voting rights by appointing the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Suite 510, Chater House, 8 Connaught Road Central, Hong Kong on Wednesday, 17 June 2020 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	China Apex Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“close associate(s)”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and the subsidiaries or, where the context so requires, in respect of the period prior to the Company becoming the holding company of the present subsidiaries, the present subsidiaries of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board of this circular;
“Latest Practicable Date”	4 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	the stock market operated by the Stock Exchange, which excludes the GEM and the options market;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Buy-back Mandate”	as defined in paragraph 3(a) of the Letter from the Board of this circular;
“Shareholder(s)”	holder(s) of issued Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Codes on Takeovers and Mergers and Shares Buy-backs issued by the Securities and Futures Commission in Hong Kong.

* *English translation or transliteration of the Chinese names in this circular, where indicated, is for information purpose only, and should not be regarded as the official English names of such Chinese names.*



中國恒泰
CHINA APEX

China Apex Group Limited
中國恒泰集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2011)

Executive Directors:

Mr. Zhuang Weidong (*Chairman*)
Mr. Qiu Chuanzhi (*President*)
Mr. Wu David Hang (*Vice Chairman*)
Mr. Mak Yung Pan Andrew (*Vice President*)

Non-executive Director:

Ms. Lin Ping

Independent Non-executive Directors:

Mr. Leung Ka Tin
Mr. Cheng Hong Kei
Mr. Liew Fui Kiang

Registered Office:

4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Suite 510, Chater House
8 Connaught Road Central
Hong Kong

8 May 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
PROPOSED GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Buy-back Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 86(3) of the Articles of Association, any Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and 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. Accordingly, two executive Directors, namely Mr. Qiu Chuanzhi and Mr. Mak Yung Pan Andrew and one non-executive Director, namely Ms. Lin Ping shall retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

In accordance with Articles 87(1) and (2) of the Articles of Association, one-third of the existing Directors shall retire at the Annual General Meeting. One executive Director namely Mr. Wu David Hang and one independent non-executive Director namely Mr. Leung Ka Tin shall retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, skills, knowledge and experience, and potential time commitment for the Board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company. The Nomination Committee had also taken into account the respective contributions of Mr. Qiu Chuanzhi, Mr. Mak Yung Pan Andrew, Mr. Wu David Hang, Ms. Lin Ping and Mr. Leung Ka Tin to the Board and their commitment to their roles.

The Nomination Committee considered that in view of their diverse and difference educational backgrounds and professional knowledge and experience as set out in Appendix I to this circular, Mr. Qiu Chuanzhi, Mr. Mak Yung Pan Andrew, Mr. Wu David Hang, Ms. Lin Ping and Mr. Leung Ka Tin will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business.

The Nomination Committee also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of Mr. Leung Ka Tin, and re-affirmed his independence.

Brief biographical details of Mr. Qiu Chuanzhi, Mr. Mak Yung Pan Andrew, Mr. Wu David Hang, Ms. Lin Ping and Mr. Leung Ka Tin which is required to be disclosed by the Listing Rules are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of a general and unconditional mandate (the “**Share Buy-back Mandate**”) to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on page 18 of this circular (i.e. a total of 46,480,400 Shares on the basis that the total number of issued Shares remains unchanged during the period from the Latest Practicable Date to the date of the Annual General Meeting);
- (b) the granting of a general and unconditional mandate (the “**Issuance Mandate**”) to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting as set out on pages 18 and 19 of this circular (i.e. a total of 92,960,800 Shares on the basis that the total number of issued Shares remains unchanged during the period from the Latest Practicable Date to the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate (the “**Extension Mandate**”) by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate.

With reference to the Share Buy-back Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

Pursuant to the Articles of Association, any vote of Shareholders at a general meeting must be taken by 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.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited

LETTER FROM THE BOARD

(<https://www.hkexnews.hk>) and the Company (<https://www.irasia.com/listco/hk/chinaapex/index.htm>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. no later than 11:00 a.m. on Monday, 15 June 2020) before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 12 June 2020 to Wednesday, 17 June 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 11 June 2020.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate, the Issuance Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Share Buy-back Mandate) to this circular.

LETTER FROM THE BOARD

8. 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,
For and on behalf of the Board
China Apex Group Limited
Zhuang Weidong
Chairman

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

(1) Mr. Wu David Hang, aged 57

Position and Experience

Mr. Wu was appointed as an executive Director and chairman of the Board, chief executive officer and authorised representative of the Company with effect from 17 February 2016. Mr. Wu has been resigned as the chief executive officer of the Company and re-designated from the chairman to the vice chairman of the Board with effect from 19 November 2019. Mr. Wu was a president of overseas business development of Zhonghong International Holdings Limited. Prior to this, he was a senior investment banker, with a focus on cross-border transactions in Asia markets. From 1996 to 2004, Mr. Wu served as a vice president of the Corporate Finance and Investment Banking group at Citigroup. From 2004 to 2007, Mr. Wu worked as a principal at Marco Polo Partners in New York. From 2007 to 2009, he worked at China Power Development Corp. New York, a renewable energy development firm, as one of the founding members. From 2009 to 2015, Mr. Wu served as a managing director of Herakles Capital International, a New York based investment banking firm. Mr. Wu obtained his MBA degree from University of District of Columbia, USA and his Bachelor of Science degree from University of Electronic Science and Technology of China.

As at the Latest Practicable Date, Mr. Wu has not entered into any service agreement with the Company in relation to his appointment as an executive Director. Mr. Wu is not appointed for a specific term but he is subject to retirement by rotation and re-election in accordance with Articles of Association.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Wu does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) Mr. Wu has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Wu 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 which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to the re-election of Mr. Wu that needs to be brought to the attention to the Shareholders nor is there any information relating to Mr. Wu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(2) Ms. Lin Ping, aged 61*Position and Experience*

Ms. Lin was appointed as a non-executive Director with effect from 19 November 2019. Ms. Lin has joined 深圳市卓永實業發展有限公司 (Shenzhen Zhuoyong Industrial Development Company Limited*) as its director and general manager in 1995, a company established in the PRC with limited liability, which is principally engaged in real estate development and investment.

Ms. Lin is a substantial shareholder of the Company, who holds 60% of the issued share capital of Golden Diamond Inc., which holds 82,342,606 Shares, representing approximately 17.72% of the issued share capital of the Company as at the Latest Practicable Date.

Ms. Lin has not entered into any service contract with the Company and has no fixed term of service with the Company. Ms. Lin will not be entitled to any remuneration for her office as a non-executive Director. Ms. Lin's appointment will be subject to normal retirement and re-election pursuant to the Articles of Association.

Save as disclosed herein, as at the Latest Practicable Date, (i) Ms. Lin does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) Ms. Lin has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Ms. Lin 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 which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to the appointment of Ms. Lin that needs to be brought to the attention to the shareholders of the Company nor is there any information relating to Ms. Lin that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(3) Mr. Qiu Chuanzhi, aged 49*Position and Experience*

Mr. Qiu was appointed as an executive Director and president of the Company with effect from 19 November 2019. Mr. Qiu is also the president of 深圳市合泰地產集團有限公司 (Shenzhen City Hetai Real Estate Group Company Limited*), a company established in the PRC with limited liability, which is principally engaged in property development, investment, business operation and hotel management.

Mr. Qiu is a substantial shareholder of the Company, who holds 100% of the issued share capital of China Sun Corporation, which holds 133,706,331 Shares, representing approximately 28.77% of the issued share capital of the Company as at the Latest Practicable Date.

The Company has entered into a service agreement with Mr. Qiu for an initial term of one year commencing from 19 November 2019, which is terminable by either party by giving to the other one month's prior notice in writing. Mr. Qiu is entitled to a director's remuneration of HK\$2,400,000 per annum. The remuneration of Mr. Qiu was determined with reference to the prevailing market conditions, director's duties and responsibilities and performance. Given the uncertain environment of global markets due to the recent outbreak of the COVID-19, Mr. Qiu had agreed to waive his emoluments as executive Director, started from 1 April 2020 until further notice. Mr. Qiu is subject to normal retirement and re-election pursuant to the Articles of Association.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Qiu does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) Mr. Qiu has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Qiu 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 which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to the re-election of Mr. Qiu that needs to be brought to the attention to the Shareholders nor is there any information relating to Mr. Qiu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(4) Mr. Mak Yung Pan Andrew, aged 30*Position and Experience*

Mr. Mak was appointed as an executive Director and vice president of the Company with effect from 19 November 2019. Mr. Mak is the founding partner and chief marketing officer of Rockpool Capital Limited (“Rockpool”) which he joined in 2017. Rockpool is an integrated asset management company holding licenses to engage in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. Prior to joining Rockpool, he was a graduate associate at the Standard Chartered Bank from July 2010 to March 2011. Mr. Mak then worked at JPMorgan Chase Bank, N.A. as a global investment specialist from March 2011 to June 2016. Mr. Mak has been a director of Apex Insurance (Holdings) Limited, a local insurance brokers in Hong Kong since August 2016, being primarily responsible for overall management and investment strategy. Mr. Mak obtained a Bachelor of Business Administration (double major in marketing and management) at Hong Kong University of Science and Technology in 2010. Mr. Mak is a representative of Rockpool licensed under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities.

Mr. Mak holds 25% of the issued share capital of Golden Diamond Inc., which is a substantial shareholder of the Company and holds 82,342,606 Shares, representing approximately 17.72% of the issued share capital of the Company as at the Latest Practicable Date.

The Company has entered into a service agreement with Mr. Mak for an initial term of one year commencing from 19 November 2019, which is terminable by either party by giving to the other one month’s prior notice in writing. Mr. Mak is entitled to a director’s remuneration of HK\$1,800,000 per annum. The remuneration of Mr. Mak was determined with reference to the prevailing market conditions, director’s duties and responsibilities and performance. Mr. Mak is subject to normal retirement and re-election pursuant to the Articles of Association.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Mak does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) Mr. Mak has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Mak 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 which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to the re-election of Mr. Mak that needs to be brought to the attention to the Shareholders nor is there any information relating to Mr. Mak that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(5) Mr. Leung Ka Tin, aged 66

Position and Experience

Mr. Leung was appointed as an independent non-executive Director with effect from 17 February 2016. Mr. Leung holds a Diploma in Management Studies. Mr. Leung has over 35 years of management experience in banking, treasury operation, project finance, logistics and human resource management. Mr. Leung was a senior management team member of various financial institutions including First Pacific Group, Nedcor Asia (previously known as Nedfinance), BfG Germany and Delta Asia Financial Group as well as companies in the logistics and telecommunication sectors including EAS Da Tong Group and Trident Telecom Ventures Limited. Mr. Leung also has extensive experience in the corporate finance field. Mr. Leung served as director for the following companies listed on the Stock Exchange, namely China Kingstone Mining Holdings Limited (stock code: 1380) and National Agricultural Holdings Limited (stock code: 1236) as an executive director, China International Development Corporation Limited (stock code: 264), Narnia (Hong Kong) Group Company Limited (stock code: 8607), Wealth Glory Holdings Limited (stock code: 8269) and Rentian Technology Holdings Limited (Stock Code: 885) as an independent non-executive director. Mr. Leung is currently serving as an independent non-executive director for PanAsialum Holdings Company Limited (stock code: 2078) which is listed on the Stock Exchange.

Pursuant to a letter of appointment entered into between the Company and Mr. Leung dated 17 February 2016, the Company appointed Mr. Leung as an independent non-executive Director for an initial term of one year commencing from 17 February 2016 unless terminated in accordance with the terms of the letter of appointment. Pursuant to a letter of appointment entered into between the Company and Mr. Leung dated 17 February 2017, the Company appointed Mr. Leung as an independent non-executive Director for an initial term of three years commencing from 17 February 2017 unless terminated in accordance with the terms of the letter of appointment. Pursuant to a letter of appointment entered into between the Company and Mr. Leung dated 17 February 2020, the Company appointed Mr. Leung as an independent non-executive Director for an initial term of one year commencing from 17 February 2020 unless terminated in accordance with the terms of the letter of appointment. Mr. Leung is entitled to a Director's remuneration of HK\$144,000 per annum. He is subject to normal retirement and re-election pursuant to the Articles of Association.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Leung does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) Mr. Leung has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Leung 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 which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to the re-election of Mr. Leung that needs to be brought to the attention to the Shareholders nor is there any information relating to Mr. Leung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares is 464,804,000 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the total number of issued Shares remains unchanged during the period from the Latest Practicable Date to the date of the Annual General Meeting, i.e. being 464,804,000 Shares, the Directors would be authorised under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 46,480,400 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy-back Shares on the Stock Exchange.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

The Share Buy-back Mandate will only be exercised when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole. The Directors have no present intention to buy-back any Shares.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. The Company will not buy-back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Share Buy-back Mandate was exercised in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	1.36	0.67
May	1.37	1.09
June	1.45	1.12
July	1.75	1.66
August	1.68	1.66
September	1.68	1.65
October (<i>Note</i>)	–	–
November (<i>Note</i>)	–	–
December	3.00	1.45
2020		
January	2.29	1.60
February	1.80	1.53
March	2.11	1.55
April	2.35	1.93
May (up to the Latest Practicable Date)	1.99	1.91

Note: Trading of the Shares had been suspended from 9:00 a.m. on 23 September 2019 to 19 December 2019.

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates has any present intention to sell any Shares to the Company or its subsidiaries in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Mr. Zhuang Weidong, Mr. Qiu Chuanzhi and Ms. Lin Ping and parties acting in concert with each of them were interested in 346,946,600 Shares representing approximately 74.64% of the total number of issued Shares. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Mr. Zhuang Weidong, Mr. Qiu Chuanzhi and Ms. Lin Ping and parties acting in concert with each of them would be increased to approximately 82.94% of the issued share capital of the Company and such increase will not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



中國恒泰
CHINA APEX

China Apex Group Limited
中國恒泰集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

Notice is hereby given that an annual general meeting (the “**Annual General Meeting**”) of China Apex Group Limited (the “**Company**”) will be held at Suite 510, Chater House, 8 Connaught Road Central, Hong Kong on Wednesday, 17 June 2020 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2019;
2. To re-elect Mr. Qiu Chuanzhi, a retiring Director, as an executive Director;
3. To re-elect Mr. Mak Yung Pan Andrew, a retiring Director, as an executive Director;
4. To re-elect Mr. Wu David Hang, a retiring Director, as an executive Director;
5. To re-elect Ms. Lin Ping, a retiring Director, as a non-executive Director;
6. To re-elect Mr. Leung Ka Tin, a retiring Director, as an independent non-executive Director;
7. To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration;
8. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the date on which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; and
- (iii) the date on which such authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.”

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

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme 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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the date on which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; and
- (iii) the date on which such authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

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

NOTICE OF ANNUAL GENERAL MEETING

11. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition thereto an amount representing the aggregate number of shares which have been repurchased by the Company pursuant to the mandate referred to in resolution set out in item 10 of the Notice, provided that such number shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

By Order of the Board
China Apex Group Limited
Zhuang Weidong
Chairman

Hong Kong, 8 May 2020

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours (i.e. no later than 11:00 a.m. on Monday, 15 June 2020) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 12 June 2020 to Wednesday, 17 June 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 11 June 2020.

NOTICE OF ANNUAL GENERAL MEETING

5. Precautionary measures for the Annual General Meeting

In view of the ongoing development of coronavirus epidemic and recent requirements for prevention and control of its spread by the Hong Kong Government, the Company strongly recommends Shareholders to exercise their voting rights by appointing the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person. Shareholders are reminded that physical attendance at the Annual General Meeting is not necessary for the purpose of exercising the voting rights. Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach our share registrar not less than 48 hours before the time fixed for holding the Annual General Meeting.

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement the following precautionary measures at the Annual General Meeting including, but not limited to:

- compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue and anyone with abnormal body temperature may be denied entry into the venue;
- every Shareholder or proxy is mandatorily required to use of surgical face masks during their attendance of the Annual General Meeting; and
- no distribution of corporate gifts and no refreshments will be served.

In the light of continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the Annual General Meeting in person, and advises Shareholders to appoint the Chairman of the Annual General Meeting or any Director or company secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the Annual General Meeting in person.

Shareholders are in any event asked (a) to consider carefully the risk of attending the Annual General Meeting, which will be held in an enclosed environment; (b) to follow any requirements or guidelines of the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the Annual General Meeting; and (c) not to attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.