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

If you have sold or transferred all your shares in China Trustful Group Limited, you should at once hand this circular and the accompanying 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 TRUSTFUL GROUP LIMITED

中國之信集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8265)

**REFRESHMENT OF THE SCHEME MANDATE LIMIT
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the Special General Meeting to be held on Tuesday, 8 May 2018 at Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong at 11:30 a.m. is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the Special General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, 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 holding the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof (as the case maybe) should you so wish.

This circular will remain on the GEM website with the domain name of www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at www.irasia.com/listco/hk/chinatrustful.

20 April 2018

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Company”	China Trustful Group Limited (Stock Code: 8265), a company incorporated in Bermuda with limited liability and the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing committee appointed by the Stock Exchange for considering applications for listing and the granting of listing of securities on the Stock Exchange
“Option(s)”	the share option(s) to subscribe for Shares granted or to be granted under the Share Option Scheme
“Overall Limit”	has the same meaning as it is defined in the section headed “Letter from the Board” in this circular
“Remaining Options”	has the same meaning as it is defined in the section headed “Letter from the Board” in this circular
“Scheme Mandate Limit”	has the same meaning as it is defined in the section headed “Letter from the Board” in this circular
“Share(s)”	the ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 22 December 2010
“Share Subdivision”	the subdivision of each issued and unissued ordinary share of HK\$0.10 each in the share capital of the Company into five Shares which became effective as from 4 May 2016
“Special General Meeting”	the special general meeting of the Company to be held at Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Tuesday, 8 May 2018 at 11:30 a.m., the notice of which is set out on pages 7 to 8 of this circular, or any adjournment thereof
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.



CHINA TRUSTFUL GROUP LIMITED

中國之信集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8265)

Executive Directors:

Mr. Fei Jie (*Chairman*)
Mr. Ng Chin Ming Stephen
(Chief Executive Officer)
Mr. Zhang Genjiang

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent Non-executive Directors:

Mr. Jim Yiu Ming
Mr. Sit Sai Hung, Billy
Mr. Shen Ruolei

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

Units 610–611
Tower Two, Lippo Centre
89 Queensway
Hong Kong

20 April 2018

To the Shareholders,

Dear Sir/Madam,

**REFRESHMENT OF THE SCHEME MANDATE LIMIT
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is (i) to provide you with information relating to the proposed refreshment of the Scheme Mandate Limit; and (ii) to give you notice of the Special General Meeting.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Board proposes to seek the approval of the Shareholders at the Special General Meeting to refresh the existing Scheme Mandate Limit.

LETTER FROM THE BOARD

The Share Option Scheme was adopted on 22 December 2010 and is set up for the purpose of attracting and retaining quality personnel and other persons to provide incentive to them to contribute to the businesses and operations of the Group. Save and except for the Share Option Scheme, the Company had no other share option scheme in force as at the Latest Practicable Date. Pursuant to the terms of the Share Option Scheme, among other things, the total number of Shares which may be issued pursuant to the exercise of Options to be granted under the Share Option Scheme and other share option scheme(s) of the Company shall not exceed 10% of the issued share capital of the Company at the date of commencement of dealings of Shares on the Stock Exchange on 26 January 2011 (the “**Scheme Mandate Limit**”) provided that:

- (1) the Company may seek approval by Shareholders in general meeting to refresh the Scheme Mandate Limit up to 10% of the issued share capital of the Company at the date of the shareholders’ approval to refresh the limit; and
- (2) the Company may seek separate Shareholders’ approval in general meeting to grant Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to participants specifically identified by the Company before such approval is sought,

subject to the limitation that the maximum number of Shares which may be issued or issuable upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the issued share capital of the Company from time to time (the “**Overall Limit**”).

The existing Scheme Mandate Limit allowed the Company to grant Options entitling the holders thereof to subscribe for shares not exceeding 10% of the issued share capital of the Company as at the date of commencement of dealings of Shares on the Stock Exchange on 26 January 2011 which amounted to 15,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (or 75,000,000 Shares following the Share Subdivision becoming effective). On 27 May 2015, the Company had granted 75,000,000 Options (as adjusted), of which 37,500,000 Options were exercised and 37,500,000 Options remained outstanding as at the Latest Practicable Date (the “**Remaining Options**”). Accordingly, the existing Scheme Mandate Limit has been fully utilised.

In order to enable the Company to continue achieving the purpose of the Share Option Scheme to attract and retain quality personnel and other persons and to provide incentive to them to contribute to the businesses and operations of the Group, the Board proposes to seek the Shareholders’ approval at the Special General Meeting to refresh the Scheme Mandate Limit.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,151,209,327 Shares. Assuming that there are no changes in the issued share capital of the Company between the Latest Practicable Date and the date of the Special General Meeting, upon the passing of the resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the Special General Meeting, the Scheme Mandate Limit will be refreshed to 215,120,932 Shares, representing 10% of the Shares in issue as at the Latest

LETTER FROM THE BOARD

Practicable Date, and the Company will be allowed to grant further Options under the Share Option Scheme carrying the rights to subscribe for a maximum of 215,120,932 Shares which, together with the Remaining Options, comprises 252,620,932 Shares representing approximately 11.74% of the Shares in issue as at the Latest Practicable Date. On the basis of 2,151,209,327 Shares in issue as at the Latest Practicable Date, the Overall Limit represents a total of 645,362,798 Shares. Accordingly, the maximum number of Shares which may be issued or issuable upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company arising from the Scheme Mandate Limit (as refreshed) and the Remaining Options would not exceed the Overall Limit as at the Latest Practicable Date.

The Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as it provides more flexibility for the Company to provide incentive and reward to encourage the participants to perform their best in achieving the goals of the Company and allow the participants to enjoy the results of the Company attained through their efforts and contributions.

To the extent that there are any unutilised Options under the Scheme Mandate Limit as initially approved by the Shareholders at the time of adoption of the Share Option Scheme on 20 December 2010, all such unutilised Options will be considered as lapsed upon the approval of the refreshment of the Scheme Mandate Limit at the Special General Meeting and the Company will not be allowed to grant any further Options pursuant thereto.

To the best of the Directors' knowledge information and belief having made reasonable enquiries, as at the Latest Practicable Date, none of the grantees under the Share Option Scheme has been granted with Options which exceed the limit of 1% of the Shares in issue in any 12-month period as set out in Rule 23.03(4) of the GEM Listing Rules and none of the Directors, chief executive or substantial shareholders (as defined under the GEM Listing Rules) of the Company, or any of their respective associates has been granted with Options which would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing an aggregate over 0.1% of the Shares in issue and having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million as set out in Rule 23.04(1) of the GEM Listing Rules.

The refreshment of the Scheme Mandate Limit is conditional upon (i) the passing by the Shareholders of an ordinary resolution at the Special General Meeting to approve the refreshment of the Scheme Mandate Limit and (ii) the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of Options granted under the Scheme Mandate Limit as refreshed. Application will be made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the Shares to be issued upon exercise of Options granted under the Scheme Mandate Limit as refreshed.

LETTER FROM THE BOARD

SPECIAL GENERAL MEETING

The Special General Meeting will be convened and held for the purpose of considering, and, if thought fit, approving, with or without amendments, an ordinary resolution relating to the refreshment of the Scheme Mandate Limit.

The notice of the Special General Meeting is set out on pages 7 to 8 of this circular. A form of proxy for use at the Special General Meeting is enclosed. Whether or not you are able to attend the Special General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, 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 holding the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof (as the case maybe) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

No Shareholder will be required to abstain from voting at the Special General Meeting in respect of the resolution relating to the refreshment of the Scheme Mandate Limit.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the resolution to be proposed at the Special General Meeting will be voted on by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATION

The Board is of the opinion that the refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole and recommends Shareholders to vote in favour of the resolution to be proposed at the Special General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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,
On behalf of the Board
China Trustful Group Limited
Fei Jie
Chairman and Executive Director

NOTICE OF SPECIAL GENERAL MEETING



CHINA TRUSTFUL GROUP LIMITED

中國之信集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8265)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that special general meeting of China Trustful Group Limited (the “**Company**”) will be held on Tuesday, 8 May 2018 at 11:30 a.m. at Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in 10 per cent of the shares of the Company in issue as at the date of passing this resolution to be issued upon the exercise of options to be granted under the share option scheme adopted by the Company on 22 December 2010 (the “**Share Option Scheme**”, a copy of which marked “**A**” is produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and any other share option schemes of the Company, and pursuant to paragraph 3.1 of the Share Option Scheme, the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other share option schemes of the Company) shall not exceed 10 per cent of the shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the directors of the Company be and are hereby authorised, from time to time and subject to compliance with the GEM Listing Rules and the terms of the Share Option Scheme, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purposes.”

By order of the Board
China Trustful Group Limited
Fei Jie
Chairman and Executive Director

Hong Kong, 20 April 2018

NOTICE OF SPECIAL GENERAL MEETING

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Headquarter and Principal Place of
Business in Hong Kong:*
Units 610–611
Tower Two, Lippo Centre
89 Queensway
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled one or more than one person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the company.
2. Where there are joint registered holders of any shares of the company, any one of such joint holders may vote at the meeting either personally or by proxy, in respect of such share as if he were solely entitled thereof; but if more than one of such joint holders be present at the meeting personally or by proxy, that the person whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. Completion and return of the form of proxy will not be preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's branch share register and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. The Directors of the Company as at the date of this notice are Mr. Fei Jie, Mr. Ng Chin Ming Stephen and Mr. Zhang Genjiang, being Executive Directors, and Mr. Jim Yiu Ming, Mr. Sit Sai Hung, Billy and Mr. Shen Ruolei, being Independent Non-executive Directors.