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## CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 8171)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of holders of ordinary shares of HK\$0.01 each of China Trends Holdings Limited (the “**Company**”) will be held at 26/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on 7 March 2016 at 4:30 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

#### ORDINARY RESOLUTIONS

1. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Bonus Shares (as defined below), the following be and is hereby approved:
  - (a) upon the recommendation of the directors (the “**Directors**”) of the Company, such amount standing to the credit of the share premium account of the Company be capitalised and the Directors be and are hereby authorised to apply such amount in paying up in full at par of such number of new shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company (“**Bonus Shares**”) on the basis of one (1) Bonus Share for every one (1) existing Share in issue on the Record Date (as defined below), and the Directors be authorised to allot, issue and distribute the Bonus Shares, which are credited as fully paid, to the members of the Company whose names appear on the register of members of the Company (the “**Register of Members**”) as at the close of business on Thursday, 17 March 2016 (or such other record date as the Directors may approve) (the “**Record Date**”), other than those members (the “**Non-Qualifying Shareholders**”) whose addresses as shown on the Register of Members at the close of business on the Record Date are in jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Shares Issue (as defined below) to be necessary or expedient upon enquiry pursuant to Rule 17.41(1) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“**GEM Listing Rules**”), on the basis of one (1) Bonus Share for every one (1) existing Share then held by them respectively (the “**Bonus Shares Issue**”);

- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum and articles of association of the Company and, rank pari passu in all respects with the existing issued Shares as at the date of passing this resolution;
  - (c) the Directors be and hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
  - (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”
2. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Bonus Warrants (as defined below) and the new shares of the Company which may fall to be issued upon the exercise of the subscription rights attaching to the Bonus Warrants (as defined below), the following be and is hereby approved:
- (a) the Directors be and are hereby authorised to create and issue warrants (the “**Bonus Warrants**”) conferring rights to subscribe for Shares exercisable at any time during a period of five years commencing from the date of issue of the Bonus Warrants, at an initial subscription price of HK\$0.0125 per Share, subject to adjustment and subject to the terms and conditions set out in the warrant instrument (a copy of which marked “A” has been produced to the meeting and signed for the purposes of identification by the Chairman of the meeting) (the “**Instrument**”) and to issue such Bonus Warrants by way of bonus to holders of Shares whose names appear on the Register of Members as at the close of business on the Record Date, other than the Non-Qualifying Shareholders whose addresses as shown on the Register of Members at the close of business on the Record Date are in jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Warrants Issue (as defined below) to be necessary or expedient upon enquiry pursuant to Rule 17.41(1) of the GEM Listing Rules, in the proportion of two (2) Bonus Warrants for every five (5) existing issued Shares held at such time (the “**Bonus Warrants Issue**”);
  - (b) no fractional entitlements to the Bonus Warrants shall be issued but the fractional entitlements shall be aggregated and sold for the benefit of the Company;

- (c) the Directors be and hereby authorised to arrange for the Bonus Warrants which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Warrants commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company;
- (d) as a specific mandate to the Directors, to allot and issue new Shares upon the exercise of the subscription rights attaching to the Bonus Warrants or any of them at an initial exercise price of HK\$0.0125 per Share in accordance with the terms and conditions of the Instrument; and
- (e) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Warrants.”

3. **“THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$300,000,000 divided into 30,000,000,000 Shares to HK\$1,000,000,000 divided into 100,000,000,000 Shares by the creation of an additional 70,000,000,000 new Shares (the **“Increase in Authorised Share Capital”**); and
- (b) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the Increase in Authorised Share Capital.”

By order of the Board  
**China Trends Holdings Limited**  
**Xiang Xin**  
*Chairman and Chief Executive Officer*

Hong Kong, 18 February 2016

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
26/F, No. 9 Des Voeux Road West  
Sheung Wan  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote on his behalf. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the EGM is enclosed herewith. Whether or not you are able to attend and vote at the EGM or at any adjournment (as the case may be) in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment (as the case may be) thereof should you so wish. In the event that you attend the EGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
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 notarially certified copy of such power or authority, must be lodged with the branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or at any adjournment (as the case may be) thereof.
4. In the case of joint registered holders of any share(s) of the Company, any one of such joint holders may attend and vote at the EGM or at any adjourned meeting thereof (as the case may be), either in person or by proxy, in respect of such share(s) as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the EGM or at any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the executive directors of the Company are Mr. Xiang Xin (Co-Chairman), Ms. Zhong Keying and Mr. Chan Cheong Yee; the non-executive directors of the Company are Mr. Sun Kuan Chi, Mr. Xin Luo Lin, Ms. Chen Jiajing (Co-Chairman), Ms. Jian Linlin and Mr. Wang Wei; the independent non-executive directors of the Company are Mr. Zhang Zhan Liang, Ms. An Jing, Mr. Chen Yicheng and Mr. Kwai Sze Kit. Ms. Kung Ching is an alternate director to Mr. Xiang Xin.*

*This announcement, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company website at [www.8171.com.hk](http://www.8171.com.hk).*