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

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

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TIMES CHINA HOLDINGS LIMITED

時代中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1233)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Suites 3905-3908, 39/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 31 May 2024 (Friday) at 10:00 a.m. is set out on pages 14 to 18 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 the Stock Exchange at www.hkexnews.hk and the Company at www.timesgroup.cn. Whether or not you are able to attend the Annual General Meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 shall not preclude any Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such event the form of proxy shall be deemed to be revoked.

25 April 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Suites 3905-3908, 39/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 31 May 2024 (Friday) at 10:00 a.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Asiaciti”	Asiaciti Enterprises Ltd. (豐亞企業有限公司), a company incorporated in the BVI with limited liability on 8 November 2007 and wholly owned by Super Reach
“Board”	board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting such mandate
“BVI”	British Virgin Islands
“Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented and/or otherwise modified from time to time
“Company”	Times China Holdings Limited (時代中國控股有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands on 14 November 2007
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, refers to the controlling shareholders of the Company, being Mr. Shum, Ms. Li, Renowned Brand, East Profit, Super Reach and Asiaciti
“Director(s)”	the director(s) of the Company
“East Profit”	East Profit Management Limited, a company incorporated in the BVI with limited liability on 9 July 2007 and wholly owned by Ms. Li

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal in additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Mr. Shum”	Mr. Shum Chiu Hung (岑釗雄), one of the executive Directors and the spouse of Ms. Li
“Ms. Li”	Ms. Li Yiping (李一萍), the spouse of Mr. Shum
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Renowned Brand”	Renowned Brand Investments Limited (佳名投資有限公司), a company incorporated in the BVI with limited liability on 22 March 2006 and wholly owned by Mr. Shum
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Super Reach”	Super Reach Ventures Limited (超達創投有限公司), a company incorporated in the BVI with limited liability on 16 April 2020 and 60% owned by Renowned Brand and 40% owned by East Profit
“Sweetland Real Estate”	廣州市翠逸房地產開發有限公司 (Guangzhou Sweetland Real Estate Development Company Limited), a company established in the PRC with limited liability on 1 March 1999, an independent third party
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“Times Group”	廣州市時代控股集團有限公司 (Guangzhou Times Holdings Group Co., Ltd.) (formerly known as Guangzhou Times Property Group Co., Ltd. (廣州市時代地產集團有限公司), Guangzhou Times Mingyuan Real Estate Development Co., Ltd. (廣州市時代名苑房地產開發有限公司)), a company established in the PRC with limited liability on 9 May 2001 and an indirect wholly-owned subsidiary of the Company
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



时代中国

TIMES CHINA

TIMES CHINA HOLDINGS LIMITED

時代中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1233)

Executive Directors:

Mr. Shum Chiu Hung
(Chairman and Chief Executive Officer)

Mr. Guan Jianhui

Mr. Bai Xihong

Mr. Li Qiang

Mr. Shum Siu Hung

Mr. Niu Jimin

Independent non-executive Directors:

Mr. Jin Qingjun

Ms. Sun Hui

Mr. Wong Wai Man

Registered office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters in the PRC:

36-38/F, Times Property Center
410-412 Dongfeng Zhong Road
Guangzhou
Guangdong Province
PRC

Principal place of business in Hong Kong:

Suites 3905-3908, 39/F
Two Exchange Square
8 Connaught Place
Central, Hong Kong

25 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and further information in relation to, among other matters, the following proposals to be put forward at the Annual General Meeting: (a) to approve the re-election of the retiring Directors; (b) to grant to the Directors of the Issue Mandate and the Buy-back Mandate; and (c) to extend the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles of Association, Mr. Guan Jianhui, Mr. Bai Xihong and Mr. Li Qiang will retire by rotation and being eligible, will offer themselves for re-election as the Directors at the Annual General Meeting.

In reviewing the structure, size and composition of the Board, the nomination committee of the Company will consider the Board diversity from a number of aspects, including but not limited to gender, age, race, language, cultural and educational background, industry and professional experience, and skills and knowledge. It shall recommend suitable candidates who are in and outside of the Group's circle of contacts. The candidates identified will be considered against criteria including character and integrity, business experience, compliance, willingness to devote sufficient time to discharge duties, diversity, contribution to the Board, and independence as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Biographical details of the above retiring Directors who are standing for re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares or resell treasury shares of the Company, an ordinary resolution 4(A) will be proposed at the Annual General Meeting to grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares and/or resell treasury shares of the Company (if permitted under the Listing Rules) up to 20% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation thereto.

As at the Latest Practicable Date, the issued Shares comprised 2,101,816,039 Shares. Subject to the passing of the ordinary resolution 4(A) and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the Annual General Meeting and the Company does not have any treasury shares, the Company will be allowed to issue new Shares and/or resell treasury shares of the Company (if permitted under the Listing Rules) involving a maximum of 420,363,207 Shares under the Issue Mandate.

In addition, subject to a separate approval of the ordinary resolutions 4(B) and 4(C), the number of Shares bought back by the Company under ordinary resolution 4(B) will also be added to extend the 20% limit of the Issue Mandate as mentioned in the ordinary resolution 4(A) provided that such additional amount shall not exceed 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing the resolutions in relations to the Issue Mandate and the Buy-back Mandate.

BUY-BACK MANDATE

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise all powers of the Company to buy back Shares representing up to 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation to the Buy-back Mandate.

LETTER FROM THE BOARD

Subject to the approval of the above proposals by the Shareholders at the Annual General Meeting, the Issue Mandate and the Buy-back Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Act or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is the notice of the Annual General Meeting containing, inter alia, the ordinary resolutions in relation to approving the re-election of the retiring Directors and granting the Directors the Issue Mandate and the Buy-back Mandate.

For determining eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 28 May 2024 (Tuesday) to 31 May 2024 (Friday), both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 27 May 2024 (Monday).

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.timesgroup.cn. Whether or not you are able to attend the Annual General Meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

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.

RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, granting to the Directors of the Issue Mandate and the Buy-back Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully
By Order of the Board
Times China Holdings Limited
Shum Chiu Hung
Chairman

The following are the particulars of the retiring Directors (as required by the Listing Rules) standing for re-election at the Annual General Meeting.

Executive Directors

Mr. Guan Jianhui (關建輝) (“**Mr. Guan**”), aged 59, was appointed as the Director in January 2008 and was re-designated as the executive Director in February 2008. He has been a vice president of Times Group from January 2002 to January 2018. He has also been the chairman of standard and innovation management committee since 2018. Mr. Guan assisted Mr. Shum to found Sweetland Real Estate in 1999 and joined Times Group in May 2001. He was the head of capital operation center in charge of finance, funding and cost management from 2002 to 2006; the head of operation management center in charge of project management center, design center and materials center from 2007 to 2013; and the head of corporate management center in charge of human resources center, information management center and administration services center from 2014 to 2017. He has over 20 years of experience in real estate corporate management. Mr. Guan graduated from South China Normal University (華南師範大學) with a bachelor’s degree in arts in December 1994, and obtained an EMBA from Peking University (北京大學) in July 2009. Mr. Guan was a member of the 14th Guangzhou Yuexiu District Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議第十四屆廣州市越秀區委員會) and a member of the 15th People’s Congress of Guangzhou (廣州市第十五屆人民代表大會).

Save as disclosed above, Mr. Guan has not held any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Guan is also a director of other members of the Group. Save as disclosed above, Mr. Guan does not have any relationship with any Director, senior management or substantial Shareholders or the Controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Guan was deemed to be interested in 46,350,000 Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Guan was deemed to be interested in 20,833,173 shares of Times Neighborhood Holdings Limited (a company listed on the Stock Exchange, stock code: 9928) under the SFO.

Mr. Guan has entered into a service agreement with the Company for a term of three years commencing from 11 December 2022. He is entitled to an annual remuneration of RMB1,222,800 and discretionary bonus. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His remuneration package was determined by the Board as recommended by the remuneration committee of the Company with reference to his duties and responsibilities, the Company’s performance, prevailing market conditions and remuneration benchmarks in the industry.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Guan that need to be brought to the attention of the Shareholders.

Mr. Bai Xihong (白錫洪) (“**Mr. Bai**”), aged 56, was appointed as the Director in January 2008 and was designated as the executive Director in February 2008. He has been a vice president of Times Group since January 2002. He has also been the general manager of the Guangzhou regional office of Times Group since January 2002 whereby he is primarily responsible for project development, marketing and project management in Guangzhou. He is currently the chairman of strategy and resources management committee. Mr. Bai joined Sweetland Real Estate in 1999 and joined Times Group in May 2001. Mr. Bai has over 20 years of experience in real estate corporate management. Mr. Bai also serves as non-executive director and vice chairman of Times Neighborhood Holdings Limited (a company listed on the Stock Exchange, stock code: 9928). He graduated from Guangdong Radio & Television University (廣東廣播電視大學) in industrial enterprise operation management in 1990 and obtained an EMBA from Sun Yat-Sen University (中山大學) in December 2009. In 2005, Mr. Bai was recognised as an “Outstanding Contributor to Guangzhou Real Estate in the Past 20 years” (“廣州地產二十年傑出貢獻名人”) by the Guangzhou Real Estate in the Past 20 Years’ event organizing committee (廣州地產二十年大型活動組委會), Guangzhou Real Estate Organization (廣州市房地產業協會) and Guangzhou Real Estate Guide Union (房地產導刊社). He was awarded the “2006 Outstanding CEO (Diamond Award) in Mainstream Real Estate in China” (“2006中國主流地產金鑽獎傑出貢獻CEO”) in 2006 by China Mainstream Real Estate Economy Summit (中國地產經濟主流峰會), “Innovative and Meritorious Individual in China’s Real Estate Industry in the 60 years since the Founding of the PRC” (“建國60年中國房地產營銷創新功勳名人”) in 2009 by the 7th China Real Estate Economy Summit (第七屆中國地產經濟主流峰會) and “Real Estate Pioneers Award” (“地產先鋒人物獎”) in 2010 by Xin Kuai News (新快報). Mr. Bai was a member of the Guangzhou Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議廣州市委員會). Mr. Bai is currently the chairman of Guangzhou Nansha New District Association of Real Property (廣州市南沙新區房地產協會).

Save as disclosed above, Mr. Bai has not held any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Bai is also a director of other member(s) of the Group. Save as disclosed above, Mr. Bai does not have any relationship with any Director, senior management or substantial Shareholders or the Controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Bai was interested and deemed to be interested in 45,091,000 Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Bai was interested and deemed to be interested in 21,074,484 shares of Times Neighborhood Holdings Limited (a company listed on the Stock Exchange, stock code: 9928) under the SFO.

Mr. Bai has entered into a service agreement with the Company for a term of three years commencing from 11 December 2022. He is entitled to an annual remuneration of RMB1,222,800 and discretionary bonus. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His remuneration package was determined by the Board as recommended by the remuneration committee of the Company with reference to his duties and responsibilities, the Company’s performance, prevailing market conditions and remuneration benchmarks in the industry.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Bai that need to be brought to the attention of the Shareholders.

Mr. Li Qiang (李強) (“Mr. Li”), aged 49, was appointed as the Director in January 2008 and was designated as the executive Director in February 2008. He has been a vice president of Times Group from July 2009 to April 2020. He is thereafter the senior vice president and general manager of the risk management center of Times Group and is primarily responsible for audit, supervision and legal matters. Mr. Li joined Times Group in July 2005 as an assistant to the president. Mr. Li has over 15 years of experience in real estate corporate management. Mr. Li also serves as a non-executive director of Times Neighborhood Holdings Limited (a company listed on the Stock Exchange, stock code: 9928). Mr. Li obtained a master’s degree in law from Hunan Normal University (湖南師範大學) in June 2000, and an EMBA degree from Sun Yat-Sen University (中山大學) in December 2007. He was admitted as a lawyer in the PRC in June 1998. Mr. Li is an arbitrator of China Guangzhou Arbitration Commission (中國廣州仲裁委員會) and was a member of the 15th People’s Congress of Guangzhou Yuexiu District (廣州市越秀區第十五屆人民代表大會).

Save as disclosed above, Mr. Li has not held any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Li is also a director of other members of the Group. Save as disclosed above, Mr. Li does not have any relationship with any Director, senior management or substantial Shareholders or the Controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Li did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Li has entered into a service agreement with the Company for a term of three years commencing from 11 December 2022. He is entitled to an annual remuneration of RMB1,285,200 and discretionary bonus. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His remuneration package was determined by the Board as recommended by the remuneration committee of the Company with reference to his duties and responsibilities, the Company’s performance, prevailing market conditions and remuneration benchmarks in the industry.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Li that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued Shares comprised 2,101,816,039 Shares with nominal value of HK\$0.1 each. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting and the Company does not have any treasury shares, the Company will be allowed to buy back a maximum of 210,181,603 Shares which represent 10% of the number of issued Shares (excluding treasury shares) during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS AND FUNDING OF BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek the Buy-back Mandate from the Shareholders to enable the Company to buy back its Shares. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the memorandum and articles of association of the Company, and the applicable laws of the Cayman Islands. Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

Buy-backs of Shares will be financed out of funds legally available for the purpose and in accordance with the memorandum and articles of association of the Company, the Listing Rules, the Companies Act and any other applicable laws. Any buy-back by the Company of its own shares may be made out of the profits of the Company or out of a fresh issue of shares of the Company made for the purpose of the buy-back or, subject to the Companies Act, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Act, out of capital.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Buy-back Mandate was to be exercised in full, it may have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date on which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

STATEMENT FROM THE DIRECTORS

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the Buy-back Mandate to make purchases in accordance with the Listing Rules, the memorandum and articles of association of the Company and applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed Buy-back Mandate is approved by the Shareholders.

EFFECT OF TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Shum is deemed to be interested in 1,244,877,716 Shares under the SFO, representing approximately 59.23% of the issued Shares. Such 1,244,877,716 Shares were held by Asiatici, which is wholly owned by Super Reach, which is in turn 60% and 40% owned by Renowned Brand and East Profit, respectively. Renowned Brand is wholly owned by Mr. Shum and East Profit is wholly owned by Ms. Li, the spouse of Mr. Shum. Ms. Li, therefore, is also deemed to be interested in 1,244,877,716 Shares under the SFO. In the event that the Directors should exercise in full the Buy-back Mandate, such interests will be increased to approximately 65.81% of the issued Shares.

In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any other consequences which arise under the Takeovers Code as a result of any buy-back of its Shares by the Company.

As the exercise of the Buy-back Mandate may result in the Company's public float falling below the prescribed minimum percentage level as required under the Listing Rules, the Directors have no present intention to exercise the power to buy back Shares.

SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any Shares on the Stock Exchange during the six months period immediately preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2023		
April	0.820	0.590
May	0.670	0.450
June	0.790	0.465
July	0.790	0.480
August	0.710	0.450
September	0.730	0.400
October	0.440	0.320
November	0.430	0.340
December	0.395	0.239
2024		
January	0.300	0.206
February	0.275	0.195
March	0.260	0.204
April (up to the Latest Practicable Date)	0.255	0.116

UNUSUAL FEATURES

Neither this explanatory statement nor the proposed share buy-back has any unusual features.

NOTICE OF ANNUAL GENERAL MEETING



TIMES CHINA HOLDINGS LIMITED

時代中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1233)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Times China Holdings Limited (the “**Company**”) will be held at Suites 3905-3908, 39/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 31 May 2024 (Friday) at 10:00 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 and independent auditor of the Company for the year ended 31 December 2023;
2. (A) to re-elect the following retiring directors of the Company (the “**Directors**”):
 - (i) Mr. Guan Jianhui as executive Director;
 - (ii) Mr. Bai Xihong as executive Director; and
 - (iii) Mr. Li Qiang as executive Director;(B) to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. to re-appoint Ernst & Young as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2024;
4. to consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company (the “**Shares**”), or options, warrants or similar rights to subscribe for Shares or other securities convertible into Shares and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable for or convertible into Shares) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable or convertible into Shares) which may require the exercise of such power either during and after the end of the Relevant Period;

- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) together with the treasury shares of the Company resold (if permitted by the Listing Rules) by the Directors during the Relevant Period (as hereunder defined) pursuant to paragraph (i) of this resolution 4(A) above, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined);

 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;

 - (3) any scrip dividend or similar arrangement 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; or

 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed the aggregate of:

- (a) 20% of the number of issued Shares (excluding treasury shares) as at the date of passing this resolution 4; and

- (b) (if the Board is so authorised by resolution 4(C)) the aggregate number of issued Shares bought back by the Company subsequent to the passing of resolution 4(B) (up to a maximum equivalent to 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing resolution 4(B)),

and the approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (iv) for the purpose of this resolution 4(A):
- (a) **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earlier of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) **“Rights Issue”** means an offer of Shares, or an offer or issue of warrants, options or other securities which carry a right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their 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 any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws, the Hong Kong Code on Share Buy-backs and the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Shares, which may be bought back pursuant to the approval in paragraph (i) above of this resolution 4(B) shall not exceed 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of this resolution 4(B), and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution 4(B), any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution 4(B) which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**That** conditional upon resolutions 4(A) and 4(B) set out in this notice being passed, the aggregate number of Shares which are bought back by the Company after the date of passing of resolution 4(B) (up to a maximum of 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of resolution 4(B)) shall be added to the aggregate number of Shares that may be (or agreed conditionally or unconditionally to be) allotted, issued and otherwise dealt with together with the treasury shares of the Company which may be resold (if permitted by the Listing Rules) by the Directors pursuant to resolution 4(A).”

By Order of the Board
Times China Holdings Limited
Shum Chiu Hung
Chairman

Hong Kong, 25 April 2024

Registered office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters in the People's

Republic of China:
36-38/F, Times Property Center
410-412 Dongfeng Zhong Road
Guangzhou
Guangdong Province
PRC

*Principal place of business
in Hong Kong:*

Suites 3905-3908, 39/F
Two Exchange Square
8 Connaught Place
Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder.
- (ii) In the case of joint registered holders of any Share(s), any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from 28 May 2024 (Tuesday) to 31 May 2024 (Friday), both days inclusive, to determine the entitlement of shareholders to attend and vote at the Annual General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 27 May 2024 (Monday).
- (v) In respect of ordinary resolution 2 above, Mr. Guan Jianhui, Mr. Bai Xihong and Mr. Li Qiang will retire and be eligible to stand for re-election at the Annual General Meeting. Biographical details of the above retiring Directors standing for re-election are set out in Appendix I to the circular dated 25 April 2024 containing this notice.
- (vi) In respect of the ordinary resolution 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares or to resell treasury shares of the Company. Approval is being sought from shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of ordinary resolution 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to buy back shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 25 April 2024 containing this notice.