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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 or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Come Sure Group (Holdings) Limited (the “Company”), you should at once hand this circular with the enclosed 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 the transferee.

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**COME SURE GROUP (HOLDINGS) LIMITED**

**錦勝集團(控股)有限公司\***

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

**(Stock Code: 00794)**

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

A notice convening an annual general meeting of the Company to be held on 11 September 2017 (Monday) at 10:00 a.m. at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

\* *for identification purpose only*

28 July 2017

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 11 September 2017 (Monday) at 10:00 a.m. at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“CHONG Family Trust”	an irrevocable discretionary trust set up by Mr. CHONG Kam Chau as settlor and HSBC International Trustee Limited as trustee on 2 February 2009. The beneficiaries of which include Mr. CHONG Kam Chau, Ms. CHAN Po Ting, Mr. CHONG Wa Pan, Mr. CHONG Wa Ching and Mr. CHONG Wa Lam and Mr. CHONG Kam Shing, who is the son of Mr. CHONG Wa Pan. Ms. CHAN Po Ting is the spouse of Mr. CHONG Kam Chau whereas Mr. CHONG Wa Pan, Mr. CHONG Wa Ching and Mr. CHONG Wa Lam are the sons of Mr. CHONG Kam Chau;
“close associates”	has the same meaning described thereto under the Listing Rules;
“Company”	Come Sure Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person”	has the same meaning described thereto under the Listing Rules;
“Director(s)”	the director or directors of the Company;
“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 and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 4 in the Notice of the AGM;
“Latest Practicable Date”	21 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“Notice of the AGM”	the notice convening the AGM set out on pages 14 to 18 of this circular;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 5 in the Notice of the AGM;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs.



**COME SURE GROUP (HOLDINGS) LIMITED**

**錦勝集團(控股)有限公司\***

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

**(Stock Code: 00794)**

*Executive Directors:*

Mr. CHONG Kam Chau (*Chairman*)

Mr. CHONG Wa Pan

*(Chief Executive Officer and President)*

Mr. CHONG Wa Ching

*Independent non-executive Directors:*

Mr. CHAU On Ta Yuen

Ms. TSUI Pui Man

Mr. LAW Tze Lun

*Registered Office:*

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Head Office and Principal Place*

*of Business in Hong Kong:*

Units 8–10, 8th Floor

Cornell Centre

50 Wing Tai Road

Chai Wan

Hong Kong

28 July 2017

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares which may be repurchased pursuant to the

\* for identification purpose only

## LETTER FROM THE BOARD

Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of retiring Directors; and (iv) give you the notice of the AGM.

### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors the following general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 362,300,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Share will be issued and/or repurchased by the Company prior to the AGM, the Company would be allowed to issue a maximum of 72,460,000 Shares, representing 20% of the issued share capital of the Company as at the date of the AGM. The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate (as the case may be) up to the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

## **LETTER FROM THE BOARD**

### **RETIREMENT OF DIRECTORS AND PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

Each of Mr. CHONG Wa Pan, Mr. CHAU On Ta Yuen, Ms. TSUI Pui Man and Mr. LAW Tze Lun will retire from office as Directors by rotation at the AGM. All of them, being eligible, offer themselves for re-election pursuant to Article 108(a) of the Articles. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **RE-APPOINTMENT OF AUDITORS**

The Board (which has agreed with the recommendation of the audit committee of the Company) has recommended that, subject to the approval of the Shareholders at the AGM, HLM CPA LIMITED be re-appointed as the auditors of the Company for the year of 2017.

### **AGM**

A notice convening the AGM to be held on 11 September 2017 (Monday) at 10:00 a.m. at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 14 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Under Rule 13.39(4) of the Listing Rules, all resolutions set out in the Notice of the AGM will be decided by poll. The chairman of the AGM will demand, pursuant to Article 72(a) of the Articles, that all resolutions set out in the Notice of the AGM be decided by poll.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 6 September 2017 to 11 September 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on 5 September 2017.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the Notice of the AGM at the forthcoming AGM.

Yours faithfully,  
By order of the Board  
**Come Sure Group (Holdings) Limited**  
**CHONG Kam Chau**  
*Chairman*



*This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.*

## **1. LISTING RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## **2. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2017 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

## **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **4. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised of 362,300,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 36,230,000 Shares, being 10% of the issued share capital of the Company.

## 5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and the Articles.

## 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, 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 and insofar the Directors are aware of, the only controlling Shareholder was Perfect Group Version Limited ("**Perfect Group**"), which owned 229,476,000 Shares (representing approximately 63.33% of the issued share capital of the Company). In the event that the Repurchase Mandate was exercised in full, the total interests of Perfect Group would be increased to approximately 70.37%. On the basis of the aforesaid increase of shareholding held by Perfect Group, the Directors are not aware of any consequences of such repurchases of Shares that would result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. If the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

## 7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

**9. SHARE PRICES**

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

	Shares prices (per share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2016</b>		
July	0.68	0.61
August	0.68	0.62
September	0.75	0.64
October	0.74	0.70
November	0.74	0.68
December	0.72	0.68
<b>2017</b>		
January	0.87	0.67
February	0.83	0.75
March	0.79	0.72
April	0.76	0.66
May	0.71	0.65
June	0.70	0.65
July (till the Latest Practicable Date)	0.67	0.60

Set out below are details of the proposed Directors to be retired and proposed to be re-elected at the AGM.

**Mr. CHONG Wa Pan** (莊華彬先生), aged 45, is the eldest son of Mr. CHONG, the elder brother of Mr. CHONG Wa Ching and Mr. CHONG Wa Lam, all of whom are executive Directors except Mr. CHONG Wa Lam, and is the Chief Executive Officer and President of the Group. He joined the Group in December 1991 and is responsible for the Group's overall management. Mr. CHONG Wa Pan is a director of Central Dragon Limited, Central Master Limited, Cheer Fame Holdings Limited, Cheer Power (China) Limited, Huizhou Come Sure Paper Industrial Company Limited, Come Sure Development Limited, Come Sure Group Limited — Macao Commercial Offshore, Come Sure Holdings Limited, Come Sure Packing Products (Shenzhen) Company Limited, Huizhou Come Sure Packing Products Company Limited, Jiangxi Come Sure Packing Products Company Limited, Luck Sea Investment Limited, Mass Linker Limited, Smart Profit Capital Investment Limited (all of which are subsidiaries of the Company). Mr. CHONG Wa Pan obtained a post-graduate certificate in June 2002 and a professional certificate in March 2006 both in Enterprise Management from Shanxi University of Finance and Economics (山西財經大學). Mr. CHONG Wa Pan is a member of the Political Consultative Conference of Jiangxi Province (江西省政協委員), an executive director of the Shanxi Association of Overseas Liaison (山西省海外聯誼會常務理事), a director of the Jiangxi Association of Overseas Liaison (江西省海外聯誼會理事), the Vice-President of Taiyuan Charity Association (太原慈善總會副會長), the Vice-President of Shenzhen Enterprise Confederation and Shenzhen Entrepreneur Association (深圳市企業聯合會及深圳市企業家協會副會長), and the Permanent Honorary President of the Eastern District Industries & Commerce Association (香港東區工商業聯會永遠名譽會長). Mr. CHONG Wa Pan has over 20 years' experience in the daily operation of the Group and sales and marketing of corrugated paper products in Hong Kong and the PRC, which are gained within the Group.

Save as disclosed above, Mr. CHONG did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. CHONG is deemed, or taken to be, interested in 229,476,000 Shares (representing 63.33% of the issued share capital of the Company), all of which are held by Perfect Group. The entire issued shares of Perfect Group are held by Jade City Assets Limited, which is in turn held by HSBC International Trustee Limited acting as the trustee of the CHONG Family Trust. As Mr. CHONG is one of the beneficiaries of the CHONG Family Trust, he is deemed, or taken to be, interested in all the interest in the Shares which are beneficially owned by Perfect Group for the purposes of the SFO.

Mr. CHONG also holds 1,200,000 options granted pursuant to the share option scheme of the Company which carry rights to be allotted 1,200,000 Shares upon exercise.

Save as disclosed above, Mr. CHONG does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, he does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. CHONG has entered into a director's service agreement with the Company for an initial term of two years commencing on 26 February 2017, which may be terminated by either party giving to the other party not less than three months' prior written notice and is entitled to receive a basic annual salary of HK\$1,560,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. CHONG is also entitled to a discretionary year end bonus subject to the determination of the Board.

Save as disclosed above, there are no other matters relating to the re-election of Mr. CHONG that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. CHAU On Ta Yuen (周安達源先生) ("Mr. CHAU")**, aged 70, was appointed as an independent non-executive Director on 5 February 2009. He graduated from Xiamen University, majoring in Chinese language and literature. Mr. CHAU is currently a non-executive director and the honorary chairman of the board of directors of China Ocean Industry Group Limited (formerly known as China Ocean Shipbuilding Industry Group Limited) (Stock Code: 651), an executive director and the chairman of the board of directors of ELL Environmental Holdings Limited (Stock Code: 1395), an independent non-executive director of Good Resources Holdings Limited (formerly known as Good Fellow Resources Holding Limited) (Stock Code: 109) and an independent non-executive director of Redco Properties Group Limited (Stock Code: 1622), the shares of all of which are listed on the Main Board of the Stock Exchange. He had resigned as an independent non-executive director of Leyou Technologies Holdings Limited (Stock Code: 1089) on 4 May 2016. He is a member of the Chinese People's Political Consultative Conference of the PRC (全國政協委員) and the vice chairman of Hong Kong Federation of Fujian Associations (香港福建社團聯會副主席). Mr. CHAU is awarded with a Bronze Bauhinia Star (BBS) and Silver Bauhinia Star (SBS) by the Government of HKSAR on 1 July 2010 and 1 July 2016, respectively.

Save as disclosed above, Mr. CHAU does not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

Mr. CHAU holds 500,000 options granted pursuant to the share option scheme of the Company which carry rights to be allotted 500,000 Shares upon exercise.

Save as disclosed above, Mr. CHAU does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. CHAU does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. CHAU has entered into a director's service agreement with the Company for a term of one year commencing on 26 February 2017, which may be terminated by either party giving to the other party not less than one month's prior written notice and is entitled to receive a basic annual fee of HK\$120,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the re-election of Mr. CHAU that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

**Ms. TSUI Pui Man** (徐珮文女士), aged 60, was appointed as an independent non-executive Director on 5 February 2009. She is a practising lawyer in Hong Kong. Ms. TSUI holds a Bachelor's degree in Arts and a Bachelor's degree in Law from the University of Hong Kong. Ms. TSUI is a qualified solicitor in Hong Kong (admitted in 1988), England and Wales, Australia and Singapore. She is also a Notary Public and a China-Appointed Attesting Officer. Ms. TSUI was a member of Disciplinary Panel of Hong Kong Certified Public Accountants. She is a member of Political Consultative Conference of Shanxi Province (山西省政協委員) and a council member of Association for the Promotion of Peaceful National Reunification of China (中國和平統一促進會理事).

Save as disclosed above, Ms. TSUI did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. TSUI holds 500,000 options granted pursuant to the share option scheme of the Company which carry rights to be allotted 500,000 Shares upon exercise.

Save as disclosed above, Ms. TSUI does not have any interest in the Shares within in the meaning of Part XV of the SFO.

Save as disclosed above, Ms. TSUI does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Ms. TSUI has entered into a director's appointment agreement with the Company for a term of two years commencing on 26 February 2017, which may be terminated by either party giving to the other party not less than one month's prior written notice and is entitled to receive an annual fee of HK\$120,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, her duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the re-election of Ms. TSUI that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

**Mr. LAW Tze Lun** (羅子璘先生), aged 45, was appointed as an independent non-executive Director on 5 February 2009. He is a Practising Certified Public Accountant in Hong Kong and is a director of ANSA CPA Limited. Mr. LAW holds a Bachelor of Commerce (Accounting) from the Curtin University of Technology. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. Mr. LAW has over 24 years of experience in auditing, accounting and finance gained from various accounting firms in Hong Kong.

Mr. LAW is currently an independent non-executive director of Gemini Investment (Holdings) Limited (stock code: 174) (formerly named Gemini Property Investments Limited and Kee Shing (Holdings) Limited), a company listed on the Main Board of the Stock Exchange. On 12 December 2013, Mr. LAW is appointed as an independent non-executive director of National Investment Fund Limited (stock code: 1227), a company listed on the Mainboard of the Stock Exchange.

Save as disclosed above, Mr. LAW does not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group, and save as disclosed, he does not have other major appointments and professional qualifications.

Mr. LAW holds 500,000 options granted pursuant to the share option scheme of the Company which carry rights to be allotted 500,000 Shares upon exercise.

Save as disclosed above, Mr. LAW does not have any interest in the Shares within in the meaning of Part XV of the SFO.

Save as disclosed above, Mr. LAW does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. LAW has entered into a director's service agreement with the Company for a term of two years commencing on 26 February 2017, which may be terminated by either party giving to the other party not less than one month's prior written notice and is entitled to receive a basic annual fee of HK\$120,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the re-election of Mr. LAW that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING



### COME SURE GROUP (HOLDINGS) LIMITED

錦勝集團(控股)有限公司\*

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

**(Stock Code: 00794)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Come Sure Group (Holdings) Limited (the “**Company**”) will be held on 11 September 2017 (Monday) at 10:00 a.m. at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong (and at any adjournment thereof) (the “**Meeting**”) for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2017.
2. To re-appoint HLM CPA LIMITED as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3.
  - (a) To re-elect Mr. CHONG Wa Pan as an executive director of the Company.
  - (b) To re-elect Mr. CHAU On Ta Yuen as an independent non-executive director of the Company.
  - (c) To re-elect Ms. TSUI Pui Man as an independent non-executive director of the Company.
  - (d) To re-elect Mr. LAW Tze Lun as an independent non-executive director of the Company.
  - (e) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. **“THAT:**
  - (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company

\* for identification purpose only



## NOTICE OF ANNUAL GENERAL MEETING

to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the issued share capital of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or

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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).”

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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6. “**THAT** conditional upon the passing of Resolutions No. 4 and No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution No. 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the issued share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the issued share capital of the Company as at the date of passing this Resolution.”

By order of the Board  
**Come Sure Group (Holdings) Limited**  
**CHONG Kam Chau**  
*Chairman*

Hong Kong, 28 July 2017

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member 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 Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the Meeting.
4. To be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
6. Where there are joint registered holders of any shares, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

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8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the Ordinary Resolution No. 5 as set out in this notice is enclosed in Appendix I to this circular.
9. For the purposes of determining shareholders' eligibility to attend and vote at the Meeting, the transfer books and Register of Members of the Company will be closed. Details of such closures are as follows:

Latest time to lodge transfer documents for registration      4:00 p.m. on 5 September 2017 (Tuesday)

Closure of register of members      6 September 2017 (Wednesday) to 11 September 2017 (Monday), both days inclusive

Record date      11 September 2017 (Monday)

During such closure periods, no share transfers will be effected. To be eligible to attend and vote at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than the aforesaid latest time to lodge transfer documents for registration.

10. With regard to resolution no. 3 above Mr. CHONG Wa Pan, Mr. CHAU On Ta Yuen, Ms. TSUI Pui Man and Mr. LAW Tze Lun are proposed to be re-elected as an executive Director and independent non-executive Directors respectively at the Meeting. The biographical details and interests in the securities of the Company (if any) of Mr. CHONG Wa Pan, Mr. CHAU On Ta Yuen, Ms. TSUI Pui Man and Mr. LAW Tze Lun are set out in Appendix II to this circular.
11. A form of proxy for use at the Meeting is enclosed.