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

If you have sold or transferred all your shares in Beautiful China Holdings Company Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED
美麗中國控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 706)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at 2/F., 35-45B Bonham Strand, Sheung Wan, Hong Kong at 10:00 a.m. on Thursday, 29 June 2017 is set out in pages 13 to 17 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed herein. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (no later than 10:00 a.m. on 27 June 2017 (Hong Kong time)) to the office of the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

27 April 2017

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened to be held at 2/F., 35-45B Bonham Strand, Sheung Wan, Hong Kong at 10:00 a.m. on Thursday, 29 June 2017, notice of which is set out in pages 13 to 17 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Beautiful China Holdings Company Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange, of up to 10% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share (s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder (s)”	holder(s) of the Share (s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED
美麗中國控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 706)

Executive Directors:

Sze Wai, Marco (*Chairman*)
Zhou Wei Feng
Tan Shu Jiang

Non-executive Directors:

Law Fei Shing
Chen Chun Tung, Jason

Independent non-executive Directors:

Chong Yiu Kan, Sherman
Lum Pak Sum
Liu Liyang

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Units 2003 and 2005, 20th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

27 April 2017

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purposes of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to, among other matters, (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate to the Directors; and (ii) the re-election of the Directors.

LETTER FROM THE BOARD

2. GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

By an ordinary resolution passed at the annual general meeting of the Company held on 23 June 2016, the Directors were granted a general mandate to repurchase the Shares and to allot, issue and deal with the Shares. These mandates will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares and to issue new Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange of up to 10% of the total number of issued Shares of the Company as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,251,084,922 Shares. Subject to the passing of the proposed resolution for the granting of the General Mandate and on the basis that no Shares are allotted and issued or repurchased prior to the Annual General Meeting, the Directors will be authorised to issue up to a maximum of 1,050,216,984 new Shares pursuant to the General Mandate.

In addition, subject to approval of the ordinary resolutions in relation to the General Mandate and the Repurchase Mandate, the number of Shares purchased by the Company under the Repurchase Mandate will also be added to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted under the General Mandate.

Each of the General Mandate and the Repurchase Mandate, if approved, will continue in force until the earlier of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) the end of the period within which the Company is required by the Companies Act or the Bye-laws to hold its next annual general meeting; or (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the Annual General Meeting.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant of the Repurchase Mandate to the Directors. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF THE DIRECTORS

Pursuant to Bye-law no. 111 (A) of the Bye-laws, each of Mr. Sze Wai, Marco, Mr. Zhou Wei Feng and Mr. Chong Yiu Kan, Sherman shall retire by rotation at the Annual General Meeting. Further, pursuant to Bye-law no. 115, the office of Mr. Chen Chun Tung, Jason will end at the Annual General Meeting. Each of Mr. Sze Wai, Marco, Mr. Zhou Wei Feng, Mr. Chong Yiu Kan, Sherman and Mr. Chen Chun Tung, Jason being eligible, will offer themselves for re-election at the Annual General Meeting. None of the above Directors to be re-elected has any relationship with any of the other Directors, senior management or substantial or controlling Shareholders of the Company.

Brief biographical details of the Directors offered themselves for re-election are set out in Appendix II to this circular.

4. CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders' right to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 26 June 2017 to Thursday, 29 June 2017, 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 completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30p.m. on Friday, 23 June 2017, for registration.

5. ACTIONS TO BE TAKEN

Set out on pages 13 to 17 of this circular is a notice convening the Annual General Meeting at which resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the re-election of the Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend and vote at such meeting, you are advised to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event no less than 48 hours before the time appointed for holding the Annual General Meeting (no later than 10:00a.m. on 27 June 2017 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate and the proposed re-election of the Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. All the resolutions set out in the notice of the Annual General Meeting will be decided by poll in accordance with the Listing Rules. The chairman of the Annual General Meeting would explain the detailed procedure for conducting a poll at the commencement of the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Beautiful China Holdings Company Limited
Sze Wai, Marco
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below. The Company is empowered by its memorandum of association and the Bye-laws to repurchase its own securities.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares comprised 5,251,084,922 Shares. Subject to the passing of the ordinary resolution for the grant of the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the Annual General Meeting, the Directors will be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 525,108,492 Shares, representing 10% of the total number of issued Shares as at the date of the Annual General Meeting.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases 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 and will only be made if the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the financial position as at 31 December 2016. However, the Directors do not intend to exercise the Repurchase Mandate to an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company.

5. SHARE PRICES

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

Month	Share Price (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	0.153	0.111
May	0.145	0.115
June	0.132	0.112
July	0.122	0.090
August	0.110	0.090
September	0.110	0.095
October	0.146	0.095
November	0.138	0.123
December	0.129	0.101
2017		
January	0.124	0.100
February	0.116	0.100
March	0.109	0.095
April (up to and including the Latest Practicable Date)	0.101	0.095

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the securities in the Company under the Repurchase Mandate if the Repurchase Mandate is approved at the Annual General Meeting.

The Company has not been notified by any connected person (as defined in the Listing Rules) of the Company that they have a present intention to sell to the Company or its subsidiaries any securities in the Company held by them if the Repurchase Mandate is approved in the Annual General Meeting.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of Bermuda and the regulations set out in the memorandum of association of the Company and the Bye-laws.

7. EFFECTS OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercise of its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Leading Value Industrial Limited ("**Leading Value**") and Global Prize Limited ("**Global Prize**") (which are, in turn, solely owned by Mr. Sze Wai, Marco, the chairman of the Company) held 2,427,809,906 Shares representing approximately 46.23% of the issued share capital of the Company. Based on 5,251,084,922 Shares in issue as at the Latest Practicable Date and assuming no further issue nor repurchase of Shares prior to the date of the Annual General Meeting, and that Leading Value and Global Prize would not dispose of their respective Shares or acquire additional Shares, if the Repurchase Mandate were exercised in full, the percentage shareholding of Leading Value and Global Prize would increase to approximately 51.37%. The Directors are not aware of any consequence which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting are set out below:

EXECUTIVE DIRECTORS**Mr. Sze Wai, Marco**

Mr. Sze, aged 51, is the Chairman and an executive Director of the Company. He joined the Group in February 2001. Mr. Sze has over 25 years of experience in investing in Hong Kong and China. His investment interests cover various sectors including information technology, industrial, property investment and development, transportation and trading. He is responsible for formulating the Group's business strategies. Save as disclosed, Mr. Sze had not held any directorship in public listed companies or other major appointment in the last three years.

Mr. Sze has entered into a service contract which is of a continuous term with the Company and each party may terminate the service contract by giving the other party not less than three months' written notice. He is entitled to an annual director's fee of HK\$1,920,000 and an annual housing allowance of HK\$1,548,000 which are determined based on the duties and responsibility of Mr. Sze in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Sze for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Apart from being an executive Director and the Chairman of the Company, Mr. Sze is also the director of all subsidiaries of the Company. Mr. Sze is the sole shareholder and director of Leading Value Industrial Limited, a substantial shareholder of the Company. Save as disclosed, Mr. Sze does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Sze was interested in 2,429,309,906 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters or information relating to the re-election of Mr. Sze as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51 (2) of the Listing Rules.

Mr. Zhou Wei Feng

Mr. Zhou, aged 47, is the Chief Executive Officer and an executive Director of the Company. He obtained a bachelor's degree in economics from The Peking University in 1991 and a master's degree in business administration from The University of Fordham in 2003 by way of distanced learning.

Mr. Zhou was the vice general manager of Shi Jia Zhuang Yin Real Estate Company* (石家莊銀房地產公司) and Qingdao Yin Du Real Estate Company* (青島銀都房地產公司), and the general manager of Qingdao Yin Du Property Management Company* (青島銀都物業管理公司) respectively between 1991

* For identification purposes only

and 1997. Between 1997 and 1999, he was the general manager of Qingdao Wei Xin Home Company Limited* (青島偉信置業有限公司). Between 1999 and 2005, he was the vice general manager of Beijing Sheng Shi Zhao Ye Real Estate Development Company Limited* (北京盛世兆業房地產開發有限公司). From 2005 to 2009, he was the president of AXA Investment Group Company Limited. Since 2009, he has been the vice president of the Company. Mr. Zhou has been appointed as an executive Director and the Chief Executive Officer of the Company on 11 April 2014 and 18 July 2014 respectively.

Mr. Zhou has not entered into any service contract with the Company. As determined by the Board, Mr. Zhou is entitled to an annual director's fee of HK\$1,920,000, by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. Save as disclosed herein, there are no other benefits provided to Mr. Zhou for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-Laws.

Save as disclosed above, (i) Mr. Zhou did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; (ii) Mr. Zhou did not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) Mr. Zhou did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under Rule 13.51 (2) of the Listing Rules relating to the re-election of Mr. Zhou as an executive Director and there is no other matter that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chong Yiu Kan, Sherman

Mr. Chong, aged 53, is an independent non-executive Director of the Company. He joined the Group in September 2004. Mr. Chong obtained a master degree in Business Administration from the University of Hong Kong. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants. He has over 29 years of working experience in auditing, accounting, taxation and management consultancy. He is the sole proprietor of Sherman Chong & Co. (CPA). Mr. Chong had been an independent non-executive director of China Solar Energy Holdings Limited (Stock Code: 155), and retired on 15 May 2015. He is currently an independent non-executive director of Zhi Cheng Holdings Limited (Stock Code: 8130) listed on the Growth Enterprise Market of the Stock Exchange. Saved as disclosed, Mr. Chong did not hold any directorship in any listed companies in the last three years nor have other major appointment and professional qualification.

Mr. Chong has not entered into any service contract with the Company. He is entitled to an annual director's fee of HK\$144,000 which was determined based on the duties and responsibility of Mr. Chong in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Chong for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Apart from being an independent non-executive Director, Mr. Chong does not hold any position in the Company or any subsidiary of the Company. Mr. Chong does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Chong was interested in 2,150,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, in relation to the re-election of Mr. Chong as an independent non-executive Director, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51 (2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Chen Chun Tung, Jason

Mr. Chen Chun Tung Jason, aged 33, is a non-executive Director of the Company. He joined the Group on 19 August 2016. He is currently responsible for direct investments at China Huarong International Holdings Limited. He was previously a director in Corporate Finance Department responsible for leading origination and execution of corporate finance transactions and providing strategic advice in Greater China at Standard Chartered Securities (Hong Kong) Limited from 2010 to 2015 and an associate at the Investment Banking Department of Citigroup Global Markets Asia Limited from 2006 to 2010. Mr. Chen holds a Bachelor of Science degree in Industrial Engineering Operations Research (cum laude) from Columbia University.

Mr. Chen has entered into a letter of appointment with the Company and is subject to retirement by rotation and re-election in accordance with the Bye-laws. As determined by the Board, Mr. Chen is entitled to an annual director's fee of HK\$144,000, by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. Save as disclosed herein, there are no other benefits provided to Mr. Chen for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-Laws.

Save as disclosed above, (i) Mr. Chen did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) Mr. Chen did not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) Mr. Chen did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under Rule 13.51 (2) of the Listing Rules relating to the re-election of Mr. Chen as a non-executive Director and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED 美麗中國控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 706)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Beautiful China Holdings Company Limited (“**Company**”) will be held at 2/F., 35-45B Bonham Strand, Sheung Wan, Hong Kong at 10:00 a.m. on Thursday, 29 June 2017 to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2016.
2. (a) To re-elect the following retiring directors of the Company (the “**Directors**”):
 - (i) Mr. Sze Wai, Marco as an executive Director;
 - (ii) Mr. Zhou Wei Feng as an executive Director;
 - (iii) Mr. Chen Chun Tung, Jason as a non-executive Director; and
 - (iv) Mr. Chong Yiu Kan, Sherman as an independent non-executive Director.
- (b) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint RSM Hong Kong as the Company’s auditor and to authorise the board of Directors to fix their remuneration.

and as special business, to consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

4. (A) “**THAT:**
 - (a) subject to paragraph (c) below and subject to and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, where applicable, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with new or additional shares of HK\$0.10 each in the share capital of the Company (“**Shares**”) and to make or grant offers, agreements and options,

NOTICE OF ANNUAL GENERAL MEETING

including warrants, bonds, debentures, notes or securities convertible into Shares which would or might require the exercise of such powers during or after the end of the Relevant Period (as defined below), 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 or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the total number of the issued Shares as at the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of issued Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued Shares as at the date of passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date 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 applicable law of Bermuda or the bye-laws of the Company (“**Bye-laws**”) to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (“**Shareholders**”) in general meeting; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (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 recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date 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 applicable law of Bermuda or the Bye-Laws to be held; or
- (iii) date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional on the passing of resolutions numbered 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4(A) above be and it is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of Shares purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 4(B) above.”

By order of the board
Beautiful China Holdings Company Limited
Sze Wai, Marco
Chairman

Hong Kong, 27 April 2017

As at the date of this notice, the board of Directors comprised of:

Executive Directors

Sze Wai, Marco (*Chairman*)
Tan Shu Jiang
Zhou Wei Feng

Non-executive Directors

Law Fei Shing
Chen Chun Tung, Jason

Independent non-executive Directors

Chong Yiu Kan, Sherman
Lum Pak Sum
Liu Liyang

Head office and principal place of business in Hong Kong:

Units 2003 and 2005, 20th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting (i.e. at or before 10:00 a.m. on Tuesday, 27 June 2017 (Hong Kong time)) or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he/she so wish.
3. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. Shareholders whose names appear on the register of members of the Company on Thursday, 29 June 2017 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Monday, 26 June 2017 to Thursday, 29 June 2017, both days inclusive, and during such period no share transfer will be registered. In order to qualify for attending and voting at the meeting convened by the above notice, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30p.m. on Friday, 23 June 2017, for registration.
5. The translation into Chinese language of the notice is for reference only. In case of any discrepancies, the English version shall prevail.