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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 China Leon Inspection Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 enquires, 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.

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**CHINA LEON INSPECTION HOLDING LIMITED****中国力鸿检验控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1586)**

**(1) PROPOSED CHANGE OF AUDITOR;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of China Leon Inspection Holding Limited to be held at Unit F, 16/F, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong on Friday, 27 September 2019 at 2:00 p.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.huaxialihong.com](http://www.huaxialihong.com)) respectively.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event no later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

6 September 2019

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## DEFINITIONS

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

“Appointment”	the proposed appointment of Deloitte as the new auditor of the Company, subject to the approval of the Shareholders at the EGM
“Articles”	the articles of association of the Company adopted on 18 June 2016
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Company”	China Leon Inspection Holding Limited (中國力鴻檢驗控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 29 July 2015
“Deloitte”	Deloitte Touche Tohmatsu
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit F, 16/F, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong on Friday, 27 September 2019 at 2:00 p.m.
“EY”	Ernst & Young, the existing auditor of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	2 September 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Change of Auditor”	the Removal and the Appointment

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## DEFINITIONS

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“Removal”	the proposed removal of EY as the auditor of the Company, subject to the approval of the Shareholders at the EGM
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

References to time and dates in this circular are to Hong Kong time and dates.

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**LETTER FROM THE BOARD**

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**CHINA LEON INSPECTION HOLDING LIMITED**

**中国力鸿检验控股有限公司**

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

**(Stock Code: 1586)**

*Executive Directors:*

Mr. LI Xiangli (*Chairman and CEO*)  
Ms. ZHANG Aiyang (*Vice President*)  
Mr. LIU Yi (劉翊) (*Vice President*)  
Mr. YANG Rongbing (*Vice Chairman*)

*Non-executive Director:*

Mr. WANG Gang

*Independent non-executive Directors:*

Mr. WANG Zichen  
Mr. ZHAO Hong  
Mr. LIU Hoi Keung

*Registered office:*

Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and principal place of  
business in the PRC:*

Building No. 78  
Zhuyuan Road  
No. 12 District  
Tianzhu Free Trade Zone  
Beijing

6 September 2019

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED CHANGE OF AUDITOR;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 23 August 2019 in relation to the Proposed Change of Auditor.

The purpose of this circular is to provide the Shareholders with further details of the Proposed Change of Auditor to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the EGM.

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## **LETTER FROM THE BOARD**

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### **2. PROPOSED CHANGE OF AUDITOR**

EY has been re-appointed as the auditor of the Company at the last annual general meeting of the Company held on 17 May 2019 to hold office until the conclusion of the next annual general meeting of the Company.

For the purpose of maintaining good corporate governance practice and improving its standard, the Audit Committee considers that the auditor of the Company should be rotated after an appropriate period of time and it would be in the best interest of the Company and its Shareholders as a whole in replacing EY with another sizeable accounting firm, and therefore made a recommendation to the Board to seek the approval of the Shareholders regarding the Removal. The Removal is subject to the passing of a special resolution at the EGM pursuant to the Articles.

The Board has confirmed that they are not aware of any matters in relation to the Removal that need to be brought to the attention of the Shareholders and creditors of the Company.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for an outgoing auditor to confirm whether or not there are any matters that need to be brought to the attention of the Shareholders. Therefore, EY has not issued such confirmation.

The Audit Committee has assessed and considered that Deloitte is eligible and suitable to act as auditor of the Group. The Board, with the recommendation of the Audit Committee, proposes to appoint Deloitte as the new auditor of the Group until the conclusion of the next annual general meeting of the Company. The Appointment will be subject to the Removal becoming effective and the passing of an ordinary resolution for the Appointment at the EGM.

### **3. COMPLIANCE WITH THE ARTICLES AND THE LISTING RULES**

Pursuant to Article 176(b) of the Articles, Shareholders may, at any general meeting convened and held in accordance with the Articles, remove the auditor by special resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new auditor in its place for the remainder of the term. In accordance with the Articles, the Removal will be proposed at the EGM as a special resolution and the Appointment will be proposed at the EGM as an ordinary resolution.

Pursuant to Rule 13.88 of the Listing Rules, the Company (a) must not remove its auditor before the end of the auditor's term of office without first obtaining the Shareholders' approval at a general meeting, (b) must send a circular proposing the removal of the auditor to the Shareholders with any written representations from the auditor not less than 10 business days before the general meeting, and (c) must allow the auditor to attend the general meeting and make written and/or verbal representations to the Shareholders at the general meeting. As at the Latest Practicable Date, the Company has not received any written representations from EY. In this respect, the EGM will be held and EY will be invited to attend the EGM to make written or verbal representations to the Shareholders.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be conducted by way of poll except where the chairman, 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. The chairman of the EGM will therefore demand a poll for the resolutions relating to the Removal and the Appointment at the EGM in accordance with the procedures set out in the Articles. The results of the poll shall be deemed to be the resolutions of the EGM in which the poll is demanded or required and the poll results will be published on the websites of the Stock Exchange and the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

#### **4. EXTRAORDINARY GENERAL MEETING**

The notice convening the EGM is set out on pages 7 to 8 of this circular.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolutions to be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.huaxialihong.com](http://www.huaxialihong.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially at the Company's branch 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 holding the EGM or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company's branch share registrar not later than 2:00 p.m. on Wednesday, 25 September 2019. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

#### **5. RECOMMENDATION**

The Board, including the independent non-executive Directors, considered that each of the Removal and the Appointment is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions at the EGM.

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## LETTER FROM THE BOARD

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### 6. GENERAL

Your attention is also drawn to the notice convening the EGM.

The English texts of this circular and the enclosed form of proxy shall prevail over the Chinese texts in case of inconsistency.

Yours faithfully,  
For and on behalf of the Board  
**China Leon Inspection Holding Limited**  
**YANG Rongbing**  
*Executive Director*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### CHINA LEON INSPECTION HOLDING LIMITED

中国力鸿检验控股有限公司

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

(Stock Code: 1586)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Leon Inspection Holding Limited (the “**Company**”) will be held at Unit F, 16/F, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong on Friday, 27 September 2019 at 2:00 p.m. for the shareholder of the Company to consider and, if thought fit, passing with or without modifications, the following resolutions, as resolutions of the Company:

#### **SPECIAL RESOLUTION**

“**THAT** Ernst and Young be and is hereby removed as the auditor of the Company with immediate effect.”

#### **ORDINARY RESOLUTION**

“**THAT** conditional upon the passing of the special resolution as contained in the notice convening this meeting, Deloitte Touche Tohmatsu be and is hereby appointed as the auditor of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.”

Yours faithfully,

For and on behalf of the Board

**China Leon Inspection Holding Limited**

**YANG Rongbing**

*Executive Director*

Beijing, PRC, 6 September 2019

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (a) All resolutions at the meeting will be taken by poll except where the chairman, 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 pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.huaxialihong.com](http://www.huaxialihong.com)) in accordance with the Listing Rules.
- (b) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend, speak and vote on behalf of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. On a poll, every member who is present in person or by proxy shall have one vote for every fully paid-up share held by him/her.
- On a show of hands, every member who is present in person or by proxy shall have one vote. If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.
- (c) In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
- (d) In order to be valid, the form of proxy and any authority under which it is executed or a copy of the authority certified notarially, must be deposited at the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company’s branch share registrar not later than 2:00 p.m. (Hong Kong Time) on Wednesday, 25 September 2019.
- (e) Deposit of the form of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it and, in such event, the form of proxy shall be deemed to be revoked.
- (f) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 24 September 2019 to Friday, 27 September 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the extraordinary general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar, 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. (Hong Kong Time) on Monday, 23 September 2019.
- (g) As at the date of this notice, the Board comprises eight Directors, namely Mr. Li Xiangli, Ms. Zhang Aiyong, Mr. Liu Yi and Mr. Yang Rongbing as executive Directors; Mr. Wang Gang as non-executive Director; and Mr. Wang Zichen, Mr. Zhao Hong and Mr. Liu Hoi Keung as independent non-executive Directors.