

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Bozza Development Holdings Limited (the “**Company**”), you should at once hand this circular with the accompanying 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 the transferee.

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中國寶沙發展控股有限公司
China Bozza Development Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01069)

**PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND TO BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at Rooms 1002–1003, 10/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, at 10:30 a.m. on Monday, 15 June 2020 is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

14 May 2020

CONTENTS

| | <i>Page</i> |
|---|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | |
| Introduction | 3 |
| General Mandate to Issue New Shares | 4 |
| General Mandate to buy back Shares | 4 |
| Extend General Mandate to Issue Shares | 4 |
| Proposed re-election of Retiring Directors | 4 |
| Annual General Meeting | 5 |
| Responsibility Statement | 6 |
| Recommendation | 6 |
| General Information | 6 |
| APPENDIX I — Explanatory Statement | 7 |
| APPENDIX II — Details of Directors Proposed to be Re-elected | 11 |
| NOTICE OF THE AGM | 17 |

DEFINITIONS

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

| | |
|---------------------------|---|
| “2019 Annual Report” | the annual report of the Company which comprises, among other things, the audited financial statements, the environmental, social and governance report, and the reports of the Directors and of the auditors of the Company for the year ended 31 December 2019 |
| “AGM” | the annual general meeting of the Company to be held at Rooms 1002–1003, 10/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on Monday, 15 June 2020 or any adjournment thereof to consider and, if thought fit, to pass the ordinary resolutions as set out in the notice of the AGM |
| “Articles of Association” | the articles of association of the Company |
| “associate(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Board” | the board of Directors |
| “Company” | China Bozza Development Holdings Limited (stock code: 01069), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange |
| “connected person(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution for approving such issue mandate |
| “Latest Practicable Date” | 8 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |

DEFINITIONS

| | |
|------------------------------|--|
| “PRC” | the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| “Share buy back Mandate” | the buy back mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to buy back Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving such buy back mandate |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time |
| “Share(s)” | ordinary share(s) of nominal value of HK\$0.002 each in the share capital of the Company |
| “Shareholder(s)” | registered holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholder(s)” | has the same meaning ascribed thereto under the Listing Rules |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

LETTER FROM THE BOARD

中國寶沙發展控股有限公司
China Bozza Development Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01069)

Executive Directors:

Professor Fei Phillip (*Chairman*)

Mr. Li Wenjun

Ms. Lu Wei

Ms. Feng Jiamin

Mr. Wang Yue

Mr. Wong Hiu Tung

Registered Office:

PO Box 1350

Clifton House

75 Fort Street

Grand Cayman

KY1-1108

Cayman Islands

Independent Non-Executive Directors:

Ms. Tian Guangmei

Mr. Liang Guoxin

Mr. Liu Zhaoxiang

Principal Place of Business

in Hong Kong:

Rooms 1002–1003, 10/F

Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

14 May 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND TO BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM to be held at Rooms 1002–1003, 10/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on Monday, 15 June 2020, ordinary resolutions will be proposed to consider and, if thought fit, to approve, inter alia, (i) the Issue Mandate; (ii) the Share buy back Mandate; (iii) the extension of the Issue Mandate; and (iv) the proposed re-election of the Directors.

The purpose of this circular is to provide you with information relating to the ordinary resolutions to be proposed at the AGM for the grant of the Issue Mandate, the Share buy back Mandate; the extension of the Issue Mandate and the proposed re-election of the Directors and to give you the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 11,024,220,415 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with up to a total of 2,204,844,083 Shares if the Issue Mandate is granted at the AGM, which will remain in effect until 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 Articles of Association, or any applicable law of the Cayman Islands to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution will be proposed at the AGM to grant the Share buy back Mandate to the Directors. The Share buy back Mandate, if granted, shall be effective 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 Articles of Association, or any applicable law of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

EXTEND GENERAL MANDATE TO ISSUE SHARES

Subject to conditional on the passing of the resolutions to grant the Issue Mandate and the Share buy back Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors, pursuant to such general mandates of an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company and pursuant to the Share buy back Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal amount of the issued share capital of the Company on the date of passing the resolution for approving the Issue Mandate.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises six executive Directors, namely Professor Fei Phillip, Mr. Li Wenjun, Ms. Lu Wei, Ms. Feng Jiamin, Mr. Wang Yue and, Mr. Wong Hiu Tung, and three independent non-executive Directors, namely, Ms. Tian Guangmei, Mr. Liang Guoxin and Mr. Liu Zhaoxiang.

In accordance with article 108 of the Articles of Association, Ms. Tian Guangmei and Mr. Liu Zhaoxiang will retire from office by rotation and, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

In accordance with article 112 of the Articles of Association, Mr. Li Wenjun, Ms. Lu Wei, Ms. Feng Jiamin and Mr. Wong Hiu Tung will hold office until the AGM and, being eligible, will offer themselves for re-election at the AGM.

At the forthcoming AGM, ordinary resolutions will be put forward to the shareholders of the Company in relation to the proposed re-election of Mr. Li Wenjun, Ms. Lu Wei, Ms. Feng Jiamin, Mr. Wong Hiu Tung, Ms. Tian Guangmei and Mr. Liu Zhaoxiang as Directors.

Brief biographical and other details of the Directors offering themselves for re-election, which are required to be disclosed under the Listing Rules, are set out in Appendix II to this circular.

Save as disclosed above and Appendix II in relation to the Directors, there are no other matters that need to be brought to the attention of the Shareholders regarding their re-election.

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 17 to 21 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and Share buy back Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares bought back pursuant to the Share buy back Mandate and the proposed re-election of retiring Directors. A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Results of the poll voting will be published on the Company's website at www.chinacafcl.com and the website of Stock Exchange at www.hkexnews.hk after the AGM.

In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she/it so wishes.

The register of members of the Company will be closed from Wednesday, 10 June 2020 to Monday, 15 June 2020, both days inclusive, during which period no transfer of shares will be registered for the purpose of determining who will be entitled to attend and vote at the AGM. In order to be entitled to attend and vote at the AGM to be held on Monday, 15 June 2020, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 9 June 2020.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must 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. Therefore all resolutions proposed at the AGM shall be voted by poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this document is accurate and complete in all material aspects and not misleading or deceptive; and there are no other matters the omission of which would make any statement in this circular misleading.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Share buy back Mandate, the extension of the Issue Mandate, and the proposed re-election of the Directors are in the interests of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM on pages 17 to 21 of this circular.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of the circular shall prevail over the Chinese text.

Yours faithfully
By order of the Board
China Bozza Development Holdings Limited
Fei Phillip
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to the Shareholders for the consideration of the Share buy back Mandate.

1. STOCK EXCHANGE RULES FOR BUY BACK OF SHARES

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

The Listing Rules provide that all proposed buy backs of share by a company with a primary listing on the Stock Exchange must be approved by Shareholders in advance by an ordinary resolution, either by way of a general mandate or, by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

2. BUY BACK OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Share buy back Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 11,024,220,415 fully paid Shares.

Subject to the passing of the ordinary resolution for the approval of the Share buy back Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to buy back up to a maximum of 1,102,422,041 Shares, representing 10% of the issued Shares as at the Latest Practicable Date during the period up to (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 Articles of Association, or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the Share buy back Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

4. REASONS FOR THE BUY BACK

The Directors have no present intention to buy back any Share but consider that the Share buy back Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Share buy back Mandate may, depending on market conditions and funding

arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share, and will only be made when the Directors believe that a buy back will benefit the Company and the Shareholders as a whole.

5. FUNDING OF SHARE BUY BACKS

Pursuant to the Share buy back Mandate, buy backs would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of Cayman Islands, the memorandum, the Articles of Association and the Listing Rules for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Share buy back Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 December 2019, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any buy back in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

7. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange. In each of the previous twelve months before the Latest Practicable Date were as follows:

| | Share Price | |
|---|-----------------|----------------|
| | Highest HK\$ | Lowest HK\$ |
| 2019 | | |
| April | 0.058 | 0.053 |
| May | 0.060 | 0.051 |
| June | 0.061 | 0.053 |
| July | 0.055 | 0.020 |
| August | 0.019 | 0.010 |
| September | 0.012 | 0.010 |
| October | 0.012 | 0.010 |
| November | 0.011 | 0.010 |
| December | 0.013 | 0.010 |
| 2020 | | |
| January | 0.012 | 0.010 |
| February | 0.011 | 0.010 |
| March | 0.010 | 0.010 |
| April | 0.010 | 0.010 |
| May (up to and including the Latest Practicable Date) | 0.010 | 0.010 |

8. DIRECTORS AND THEIR ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, has any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Share buy back Mandate is approved at the AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy back pursuant to the Share buy back Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and the Articles of Association of the Company.

10. EFFECT OF TAKEOVERS CODE

If as a result of buy back of Shares pursuant to the Share buy back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the 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.

| Name | Capacity | Number of Share held as at the Latest Practicable Date | Approximate percentage of holding as at the Latest Practicable Date | Approximate percentage of holding if the Share buy back Mandate is exercised in full |
|--|------------------|--|---|--|
| Mr. Wang Yue (<i>Note 1</i>) | Beneficial owner | 3,197,023,920 | 28.99% | 32.22% |
| Number of share issued after buy back of 10% shares by the Company | | | | 9,921,798,374 |

Note 1: Mr. Wang Yue is an Executive Director of the Company.

In the event that the Directors exercise the Share buy back Mandate in full and assuming there is no change in the issued share capital of the Company as at the date of passing of the relevant resolution granting the Share buy back Mandate, the interest of the above Shareholders would be increased to approximately the percentage shown in the last column above and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making a buy back of shares on the Stock Exchange if the buy back would result in less than 25% (or such other prescribed percentage as determined by the Stock Exchange to constitute the minimum public float of a company) of the issued share capital in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

Save as aforesaid and as at the Latest Practicable Date, the Directors were not aware of any consequence which the exercise in full of the Share buy back Mandate would have under the Takeovers Code.

11. SHARE BUY BACK MADE BY THE COMPANY

No buy backs of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The following are the brief biographies of the proposed Directors to be re-elected at the AGM:

(1) Mr. Li Wenjun (“Mr. Li”)

Executive Director and Chief Executive Officer

Mr. Li, aged 60, is an executive Director and the chief executive officer of the Company. He graduated with a Bachelor’s Degree in Chemical Engineering from the Department of Chemical Machinery at South China University of Technology, the People’s Republic of China in July 1982. Mr. Li formerly served as (i) an executive director of Kiu Hung International Holdings Limited (stock code: 00381) during March 2017 to June 2017; (ii) an executive director of Nine Express Limited (formerly known as Cheung Wo International Holdings Limited) (stock code: 0009) during October 2015 to December 2016; (iii) the executive director and deputy general manager of China Water Industry Group Limited (stock code: 1129) during June 2009 to August 2011, shares of the above companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); (iv) the executive director of Chinese Energy Holdings Limited (formerly known as iMerchants Limited) (stock code: 8009) during March 2008 to September 2011, shares of which are listed on the GEM of the Stock Exchange. Mr. Li has accumulated over 30 years working experience in chemical engineering, corporate and project management and mergers and acquisitions.

Mr. Li has been appointed as an executive Director and he is subject to retirement and eligible for re-election at the AGM in accordance with the Articles of Association. As at Latest Practicable Date, Mr. Li is entitled to an annual salary of HKD600,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions.

Save as disclosed above, (i) Mr. Li did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular; (ii) he does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) he does not have or was not deemed to have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iv) there is no information required to be disclosed in relation to Mr. Li pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (v) there is no other matter concerning Mr. Li that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

(2) Mr. Wong Hiu Tung (“Mr. Wong”)

Executive Director

Mr. Wong, aged 50, is an executive Director of the Company. He has over 15 years of extensive experience in various sectors of the financial industry, including venture capital, direct investment, mergers & acquisitions, capital financing and share placement with focuses on the Mainland China and Hong Kong. Mr. Wong served as executive director and financial controller of Pearl Oriental Oil Limited (stock code: 0632) from March 2013 to August 2017. From 2012 to 2013, he worked for Karrie International Holdings Limited (stock code: 1050) as the chief financial officer. Mr. Wong was an executive director, chief financial officer and an authorised representative of China Billion Resources Limited (stock code: 0274) during the period from September 2009 to January 2011, and was the chief financial officer at China Youzan Limited (stock code: 8083, previously known as SYSCAN Technology Holdings Limited) from 2007 to 2009. Mr. Wong held various positions in WI Harper Group and JP Morgan Chase Bank before. Mr. Wong holds a Bachelor Degree in Laws and a Master Degree of Business Administration (Financial Management) from the University of Exeter, U.K.

Mr. Wong has been appointed as an executive Director and he is subject to retirement and is eligible for re-election at the AGM in accordance with the Articles of Association. As at Latest Practicable Date, Mr. Wong is entitled to an annual salary of HKD600,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions.

Save as disclosed above, (i) Mr. Wong did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular; (ii) he does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) he does not have or was not deemed to have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iv) there is no information required to be disclosed in relation to Mr. Wong pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (v) there is no other matter concerning Mr. Wong that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

(3) Ms. Lu Wei (“Ms. Lu”)

Executive Director

Ms. Lu, aged 54, is an executive Director of the Company. Ms. Lu is a legal study graduate student of Southwest University of Political Science & Law and Hunan University in the People’s Republic of China. She is the partner, practicing lawyer of Beijing Bomeng Law Firm. She has been worked in administrative management, legal and legal study for several years and has organized several legal events for exchange for the PRC and Hong Kong Macau legal matters. She has engaged to teach the civil and commercial laws at Beijing Diaoyutai State Guesthouse at fixed interval. Ms. Lu was the executive director of Shenzhen Space Park Group Limited (listed on main board of the Stock Exchange with stock code: 692) during the period from 12 December 2017 to 22 March 2019. Ms. Lu was the executive vice president of a listed company, Chenzhou City Jingui Silver Industry Co., Ltd (SZ002716) and the executive director of Shenzhen Haobang Investment Company. Ms. Lu possesses extensive experience in internal control management and civil and commercial operation coordination.

Ms. Lu has been appointed as an executive Director and she is subject to retirement and is eligible for re-election at the AGM in accordance with the Articles of Association. As at Latest Practicable Date, Ms. Lu is eligible to receive monthly director’s fee and discretionary bonus, subject to her/Company’s performance and her individual contribution. Her director’s fee would be payable on a time pro-rata basis for any non-full month’s service. The remuneration of Ms. Lu was determined with reference to her roles and responsibilities and the prevailing market conditions.

Save as disclosed above, (i) Ms. Lu did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular; (ii) she does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) she does not have or was not deemed to have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iv) there is no information required to be disclosed in relation to Ms. Lu pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (v) there is no other matter concerning Ms. Lu that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

(4) Ms. Feng Jiamin (“Ms. Feng”)

Executive Director

Ms. Feng, aged 34, is an Executive Director of the Company. Ms. Feng graduated from University of California, Irvine in 2010 with Master’s degree in Business Administration. In 2008, she served as an assistant to Chief Operating Officer for China Region of Pacific Asia Media, participated in the coordination for the organization of Fortune Forum (財富論壇) in China (e.g. Tianjin, Guangzhou), and assisted in the coordination and administration for the first World Mind Sports Games. She later worked as an representative in China Region for Global Strategy Group (環球策略集團) and engaged in the preparation of “Sino-Singapore Tianjin Eco-city” project. She was appointed as vice chairman of supply security and president of China Baosha Group* in 2013, responsible for offshore supply platform project development. Later she served as chief operating officer of China Baosha Group* and was involved in largescale urban comprehensive development such as Jing Kai Meng Du* in Zhengzhou, the coordination of Zhangjiakou super-large photovoltaic power generation project, and the planning for and operation of industrial parks, ecological parks, forestry and other forms of business. Ms. Feng has extensive experience in public relations and investor relations.

Ms. Feng has been appointed as an executive Director and she is subject to retirement and is eligible for re-election at the AGM in accordance with the Articles of Association. As at Latest Practicable Date, Ms. Feng is eligible to receive monthly director’s fee and discretionary bonus, subject to her/Company’s performance and her individual contribution. Her director’s fee would be payable on a time pro-rata basis for any non-full month’s service. The remuneration of Ms. Feng was determined with reference to her roles and responsibilities and the prevailing market conditions.

Save as disclosed above, (i) Ms. Feng did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular; (ii) she does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) she does not have or was not deemed to have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iv) there is no information required to be disclosed in relation to Ms. Feng pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (v) there is no other matter concerning Ms. Feng that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

(5) Ms. Tian Guangmei (“Ms. Tian”)

Independent non-executive Director

Ms. Tian, aged 58, is an independent non-executive Director. She graduated in accounting at Beijing Trade Finance and Commerce College (北京財貿金融學院) in 1988. Subsequently in 1999, Ms. Tian was awarded the certificate to certify the middle level of specialty in economics — finance by Shenzhen Zhi Cheng Guan Li Office (深圳市職稱管理辦公室). Since 1983, Ms. Tian has held positions in various commercial firms. She is currently the finance manager of Shenzhen Urban Construction Company Limited (深圳市城建集團有限公司).

Ms. Tian has been appointed as an independent non-executive director and she is subject to retirement and eligible for re-election at the AGM in accordance with the Articles of Association. As at Latest Practicable Date, Ms. Tian is entitled to an annual salary of HKD234,684 which was determined with reference to her roles and responsibilities and the prevailing market conditions.

Save as disclosed above, (i) Ms. Tian did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular; (ii) she does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) she does not have or was not deemed to have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iv) there is no information required to be disclosed in relation to Ms. Tian pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (v) there is no other matter concerning Ms. Tian that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

(6) Mr. Liu Zhaoxiang (“Mr. Liu”)

Independent non-executive Director

Mr. Liu, aged 72, is an independent non-executive Director. He graduated with a Bachelor degree in industrial economics and management at the Economics Management and Journal Union University (經濟管理刊授聯合大學) of the PRC in 1986. Mr. Liu has been a member of the Chinese Institute of Certified Public Accountants since 18 March 2000. He has more than 42 years of experience in accounting and auditing, and worked at various stated-owned enterprises, government departments at municipal level and an accounting firm in Hubei Province of the PRC. From 2005 to 2012, Mr. Liu had been a partner of Wongga Partners Certified Public Accountants (SZ) (深圳皇嘉會計師事務所) and since 2012, he has been a chief auditor of the said accounting firm.

Mr. Liu has been appointed as an independent non-executive director and he is subject to retirement and eligible for re-election at the AGM in accordance with the Articles of Association. As at Latest Practicable Date, Mr. Liu is entitled to an annual salary of HKD 36,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions.

Save as disclosed above, (i) Mr. Liu did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular; (ii) he does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) he does not have or was not deemed to have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iv) there is no information required to be disclosed in relation to Mr. Liu pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (v) there is no other matter concerning Mr. Liu that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

NOTICE OF THE AGM

中國寶沙發展控股有限公司 China Bozza Development Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01069)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Bozza Development Holdings Limited (the “**Company**”) will be held at Rooms 1002–1003, 10/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on Monday, 15 June 2020 for the following purposes:

1. to receive, consider and adopt the audited financial statements, the environmental, social and governance report, and reports of the directors and auditors of Company for the year ended 31 December 2019;
2.
 - A. to re-elect Mr. Li Wenjun as an executive Director;
 - B. to re-elect Mr. Wong Hiu Tung as an executive Director;
 - C. to re-elect Ms. Lu Wei as an executive Director;
 - D. to re-elect Ms. Feng Jiamin as an executive Director;
 - E. to re-elect Ms. Tian Guangmei as an independent non-executive Director; and
 - F. to re-elect Mr. Liu Zhaoxiang as an independent non-executive Director.
3. to authorise the board of Directors of the Company to fix the Directors’ remuneration;
4. to re-appoint CCTH CPA Limited, the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration;

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

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (a) subject to paragraph (c) below, 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 of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital

NOTICE OF THE AGM

of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme adopted of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association 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 aggregate nominal amount of the issued share capital of the Company in issue on the date of passing this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue in issue on the date of the passing of this resolution),

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

- (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 articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands (the “**Companies Law**”), or any other applicable law of the Cayman Islands to be held; and

NOTICE OF THE AGM

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company 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 articles of association of the Company, the Companies Law, any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF THE AGM

7. “**THAT** conditional upon ordinary resolutions no. 5 and 6 above being passed, the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of resolution no. 5 above.”

By Order of the Board
China Bozza Development Holdings Limited
Fei Phillip
Chairman and Executive Director

Guangdong Province, The People’s Republic of China,
14 May 2020

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

*Principal Place of Business
in Hong Kong:*
Rooms 1002–1003, 10/F
Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. In relation to proposed Resolutions no. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.

NOTICE OF THE AGM

6. In relation to proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in appendix I to this circular.