
THIS CIRCULAR IS IMPORTANT AND REQUESTS 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 a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

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

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**CW GROUP HOLDINGS LIMITED****創達科技控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 1322)**

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

Resolutions will be proposed at the AGM (as defined on page 1 of this circular) of CW Group Holdings Limited to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Friday, 18 May 2018 at 2:00 p.m. to approve the matters referred to in this circular.

The notice convening the AGM together with the form of proxy for use at the AGM are enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the commencement 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 should you so wish.

3 April 2018

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Friday, 18 May 2018 at 2:00 p.m. or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company adopted by special resolution passed on 29 June 2015 which became effective upon the Company’s listing on the Stock Exchange, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Company”	CW Group Holdings Limited, a limited liability company incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“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”	29 March 2018, being the latest practicable date for ascertaining certain information referred to in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China
“Proposed Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of the issued shares of the Company as at the date of passing of the Share Repurchase Resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of a nominal value of HK\$0.01 each in the share capital of the Company
“Share Repurchase Resolution”	the ordinary resolution as referred to in item 9 of the notice of AGM
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs of the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time

LETTER FROM THE BOARD



CW GROUP HOLDINGS LIMITED
創達科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1322)

Executive Directors:

Mr. Wong Koon Lup (*Chairman and
Chief Executive Officer*)

Mr. Wong Mun Sum

Mr. Lee Tiang Soon

Non-executive Director:

Mr. Zhang Bing Cheng

Independent Non-executive Directors:

Mr. Kuan Cheng Tuck

Mr. Ong Su Aun, Jeffrey (Wang Ci'An, Jeffrey)

Mr. Liu Ji

Registered Office:

Appleby Trust (Cayman) Ltd.

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

**Principal Place of Business
in Hong Kong:**

Unit 5, 7/F

No. 9 Queen's Road Central
Hong Kong

3 April 2018

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of AGM and more information regarding certain ordinary resolutions to be proposed at the AGM, including but not limited to (a) the proposed re-election of the retiring Directors; and (b) the grant to the Directors of general mandates to issue new Shares and repurchase Shares.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Mr. Wong Mun Sum and Mr. Lee Tiang Soon are subject to retirement from the Board by rotation at the AGM in accordance with Article 108 of the Articles of Association.

In accordance with Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Mr. Liu Ji, who is an independent non-executive Director and was appointed on 12 July 2017, shall hold office until the AGM and be subject to re-election at the AGM.

All of the three retiring Directors, being eligible, offer themselves for re-election at the AGM. Particulars of the retiring Directors required to be disclosed pursuant to Rule 13.74 of the Listing Rules are set out in Appendix I to this circular. The relevant resolutions regarding the proposed re-election of the retiring Directors are set out as proposed resolution nos. 2 to 4 in the notice of AGM.

3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

An ordinary resolution will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing the relevant ordinary resolution which will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the proposed resolution no. 8 in the notice of AGM. An ordinary resolution to extend such general mandate by adding to it the number of Shares repurchased by the Company under the Proposed Share Repurchase Mandate will be proposed at the AGM as referred to in proposed resolution no. 10. Based on 718,992,897 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled 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 143,798,579 Shares, being 20% of the total number of issued shares of the Company as at the date of passing the resolution in relation thereto if such general mandate is granted at the AGM. The Board wishes to state that it has no immediate plans to issue any new Shares pursuant to such general mandate.

4. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to approve the grant of the Proposed Share Repurchase Mandate to the Directors to repurchase Shares representing up to 10% of the total number of issued shares of the Company as at the date of passing the relevant resolution. The Proposed Share Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the proposed resolution no. 9 in the notice of AGM. Based on 718,992,897 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the

LETTER FROM THE BOARD

Company would be allowed to repurchase a maximum of 71,899,289 Shares, being 10% of the total number of issued shares of the Company as at the date of passing the resolution in relation thereto if such general mandate is granted at the AGM. Shareholders should refer to the explanatory statement contained in Appendix II to this circular, which sets out further information in relation to the Proposed Share Repurchase Mandate.

5. VOTING BY POLL

All the resolutions set out in the notice of AGM will be decided by poll in accordance with the Listing Rules and the Articles of Association. The chairman of the AGM will explain the detailed procedures for conducting a poll at the commencement of the AGM.

The poll results will be published on the Company's website at www.cwgroup-int.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the conclusion of the AGM.

6. AGM

The notice of AGM is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the re-election of retiring Directors, the general mandate to issue new Shares and the Proposed Share Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event, not later than 48 hours before the commencement of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

The register of members of the Company will be closed from Tuesday, 15 May 2018 to Friday, 18 May 2018, 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, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 14 May 2018.

7. RECOMMENDATION

The Directors consider that the proposed resolutions regarding, inter alia, the proposed re-election of the retiring Directors, the grant to the Directors of the general mandate to issue new Shares and the Proposed Share Repurchase Mandate as set out respectively in the notice of AGM, are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

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

By Order of the Board
CW Group Holdings Limited
Wong Koon Lup
Chairman

The following are the biographical details of the three retiring Directors proposed to be re-elected at the AGM. Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of the following Directors who stand for re-election at the AGM.

EXECUTIVE DIRECTORS**Mr. WONG MUN SUM**

Mr. Wong Mun Sum (“**Mr. Wong**”), aged 58, is an executive Director. Mr. Wong has also been the chief operating officer of the Group since April 2013. Prior to taking the position of chief operating officer of the Group, Mr. Wong was the director of operations and marketing for the Group’s business in the PRC. Mr. Wong is the elder brother of our chairman and chief executive officer, Mr. Wong Koon Lup.

Mr. Wong joined the Group in 2004 and he has been appointed as our executive Director since 11 June 2010. Prior to his appointment assuming the duties of chief operating officer in April 2013, Mr. Wong was responsible for the day-to-day operations of the Group’s business in the PRC and also assisted our chief executive officer in the marketing, strategic planning and business development of the Group in Southern PRC.

Mr. Wong obtained a Technician Diploma in Production Engineering from Singapore Polytechnic in 1979 and a Graduate Diploma in Marketing Management from Singapore Institute of Management in 1992.

Save as disclosed above, Mr. Wong does not have any relationship with any Directors, member of senior management or substantial or controlling shareholder of the Company, and did not hold any other positions in the Company or in any other subsidiaries of the Group as at the Latest Practicable Date. During the three years preceding the Latest Practicable Date, Mr. Wong did not hold any directorship in any other listed public companies or any major appointments.

The Company has entered into a service agreement with Mr. Wong for a term of three years commencing on 13 April 2012 which was subsequently renewed on 1 July 2015 and either he or the Company may terminate such appointment at any time by giving at least three months’ written notice to the other. Save as disclosed above, there is no other service contract entered into between Mr. Wong and the Company. Mr. Wong is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association and the Listing Rules. Mr. Wong is entitled to a salary of S\$286,780 per year. The remuneration of all Directors is determined by the Board having regard to the recommendations of the remuneration committee of the Company and with reference to Director’s contributions, experience and relevant duties and responsibilities within the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong was interested, or deemed to be interested in, 37,928,340 Shares within the meaning of Part XV of the SFO, which included the 8,218,894 share options granted to him pursuant to the share option scheme adopted by the Company on 14 March 2012, with a right to subscribe for a total of 8,218,894 Shares. Save as disclosed herein, Mr. Wong was not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Wong's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. LEE TIANG SOON

Mr. Lee Tiang Soon ("**Mr. Lee**"), aged 47, is an executive Director and is responsible for the overall finance and business development of our Group. He joined the Group in April 2008 as the chief financial officer and he was appointed as an executive Director on 3 April 2013. Mr. Lee is assigned with the tasks of corporate development, business strategy and overall finance function of the Group which include developing the Group's strategy, sourcing and managing new business opportunities, profiling and evaluating potential acquisition targets in terms of fit with the Group's strategy and value creation potential.

In January 2016, Mr. Lee was appointed as the chief financial officer of Zheng Li Holdings Limited (Stock Code: 8283), a company listed on GEM of the Stock Exchange and is responsible for its corporate finance function and matters relating to accounting, financial administration and its compliance and reporting obligations.

Mr. Lee graduated from Murdoch University, Australia in 1996 with a Bachelor of Commerce. Mr. Lee is a Certified Practising Accountant of CPA Australia since 2006. Mr. Lee has also been a member of the Institute of Singapore Chartered Accountants since 2013 which he has been a non-practicing member since 2007. Prior to joining the Group, Mr. Lee worked in Ernst & Young LLP from 1996 to 2003 where he left as a manager. During this period, he controlled the audits allocated to him and the audit teams working on his engagements and his responsibilities included covering audits of clients in various industries. From 2003 to 2006, Mr. Lee served as a senior manager at Alvarez & Marsal (SE Asia) Pte. Ltd. (formerly known as RSM Nelson Wheeler Tan Pte. Ltd) in the areas of insolvency and advisory services, and he served as an associate director at Tay Swee Sze & Associates from 2006 to April 2008.

Save as disclosed above, Mr. Lee did not hold any other directorships in listed public companies in the last three years. Mr. Lee does not have any relationship with any Director, member of senior management or substantial or controlling shareholder of the Company. Mr. Lee did not hold any other positions in the Company or in any other subsidiaries of the Group as at the Latest Practicable Date.

The Company has entered into an appointment with Mr. Lee for a term of three years commencing on 3 April 2013 which was subsequently renewed on 1 July 2015 and either he or the Company may terminate such appointment at any time by giving at least three month's written notice to the other. Save as disclosed, there is no other service contract entered into between Mr. Lee and the Company. Mr. Lee is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association of the Company. Mr. Lee is entitled to a salary of S\$286,780 per year. The remuneration of all Directors is determined by the Board having regard to the recommendations of the remuneration committee of the Company and with reference to Director's contributions, experience and relevant duties and responsibilities within the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lee was interested in 6,164,170 share options of the Company, with a right to subscribe for 6,164,170 Shares, which was granted to him pursuant to the share option scheme adopted by the Company on 14 March 2012. Save as disclosed herein, Mr. Lee was not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters related to the appointment that needs to be brought to the attention of the Shareholders in connection with Mr. Lee's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LIU JI

Mr. Liu Ji ("**Mr. Liu**"), aged 38, has been appointed as our independent non-executive Director since 12 July 2017. Mr. Liu has over 14 years of experience in auditing and financial advisory. He is currently the chief financial officer of JLogo Holdings Limited. Mr. Liu has been the independent non-executive director of Zheng Li Holdings Limited (Stock Code: 8283), a company listed on GEM of the Stock Exchange since November 2016. From September 2011 to October 2016, Mr. Liu worked at Ellis Botsworth Advisory Pte. Ltd., with his last position as the senior executive director and head of corporate advisory services where he is primarily responsible for corporate advisory, fund raising and provision of other capital market solutions to private and public companies in the PRC and Southeast Asian region. From May 2003 to September 2011, Mr. Liu worked at Deloitte & Touche LLP, with his last position as an audit manager, where he was primarily responsible for providing audit, financial reporting and internal control review related assurance services.

Mr. Liu obtained a bachelor of science degree in applied accounting from Oxford Brookes University in association with The Association of Chartered Certified Accountants in 2003. He has been qualified as a Chartered Accountant of Singapore and is currently a member of the Institute of Singapore Chartered Accountants.

Save as disclosed above, Mr. Liu has not been a director of any other listed companies in Hong Kong or overseas in the last three years. Mr. Liu does not hold any other position in the Company or in any other subsidiary of the Group.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years, subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association and the Listing Rules. Mr. Liu is entitled to director's fees of S\$60,000 per annum which has been determined by the Board on the recommendation of the remuneration committee of the Company with reference to his duties and responsibilities with the Company, his experience, and the prevailing practice in the market.

As at the Latest Practicable Date, Mr. Liu was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO and does not have any relationships with any Director, senior management, substantial or controlling shareholder of the Company. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Liu's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The following is the explanatory statement required to be sent to the Shareholders under Rule 10.06 (1) (b) of the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Proposed Share Repurchase Mandate to be proposed at the AGM.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid-up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 718,992,897 Shares in issue. Subject to the passing of the Share Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Proposed Share Repurchase Mandate to repurchase a maximum of 71,899,289 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the Share Repurchase Resolution during the proposed repurchase period.

3. SOURCE OF FUNDS

In repurchasing the Shares, the Company may only apply funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

The Directors propose that such repurchases of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities. In the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2017 and taking into account the financial position of the Company as at the Latest Practicable Date. However, the Directors do not propose to exercise the Proposed Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share 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 when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

5. DIRECTORS' UNDERTAKING AND CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the exercise of the power of the Company to make repurchases pursuant to the Proposed Share Repurchase Mandate will be in accordance with the Listing Rules, the Companies Law and the regulations set out in the Articles of Association.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates (as defined in the Listing Rules) have a present intention, in the event that the Share Repurchase Resolution is approved by Shareholders, to sell Shares to the Company.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares held by them to the Company, or have undertaken not to do so, in the event that Share Repurchase Resolution is approved by the Shareholders.

6. SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
January	1.61	1.50
February	1.60	1.35
March	1.65	1.31
April	1.59	1.33
May	1.65	1.27
June	1.38	1.18
July	1.35	1.20
August	1.97	1.23
September	1.65	1.29
October	1.57	1.25
November	1.45	1.27
December	1.37	1.24
2018		
January	1.76	1.32
February	1.44	1.07
March up to the Latest Practicable Date	1.35	1.19

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Proposed Share 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 group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

According to the register of interests and short positions in Shares maintained by the Company under Section 336 of the SFO, as at the Latest Practicable Date, the following Shareholders were interested or deemed to be interested in 5% or more of the issued Shares:

Name of Shareholders	Nature of interest	Number of Shares interested*	Approximate percentage of interest in the issued share capital of the Company	Immediately after full exercise of the Proposed Share Repurchase Mandate
WMS Holding Pte. Ltd. ⁽¹⁾	Beneficial owner	161,300,000	22.43%	24.93%
Mr. Wong Koon Lup ⁽¹⁾⁽²⁾	Interest in controlled corporation	161,300,000	22.43%	24.93%
	Beneficial owner	39,440,425	5.49%	6.10%
Ms. Lou Swee Lan ⁽²⁾	Family interest	200,740,425	27.92%	31.02%
Mr. Wong Mun Sum ⁽³⁾	Beneficial owner	37,928,340	5.28%	5.86%
New South Group Limited	Beneficial owner	112,885,747	15.70%	17.45%
Shenzhen Hua Hang Xin Investment Centre Limited Partnership [#] 深圳市華航鑫投資中心(有限合夥) ⁽⁴⁾	Beneficial owner	107,848,935	15.00%	16.67%
AVIC Trust Co., Ltd [#] 中航信託股份有限公司 ⁽⁴⁾	Interest in controlled corporation	107,848,935	15.00%	16.67%
AVIC Capital Co., Ltd. [#] 中航資本控股股份有限公司 ⁽⁴⁾	Interest in controlled corporation	107,848,935	15.00%	16.67%

Notes:

- (1) Mr. Wong Koon Lup and Mr. Wong Mun Sum, both the executive Directors, owned 80% and 20% of the shares in WMS Holding Pte. Ltd., respectively. Mr. Wong Koon Lup is deemed to be interested in the 161,300,000 Shares held by WMS Holding Pte. Ltd., under Part XV of the SFO. Also as part of the long position held by him in the Shares, Mr. Wong Koon Lup held 10,725,656 unexercised share options pursuant to the share option scheme of the Company adopted on 14 March 2012, under which he is entitled to subscribe for an aggregate of 10,725,656 Shares at an exercise price of HK\$2.09 in accordance with the relevant terms of the grant. For details, please refer to the Company's announcements dated 18 December 2014 and 19 December 2014.
- (2) Ms. Lou Swee Lan is the spouse of Mr. Wong Koon Lup. Ms. Lou Swee Lan is deemed to be interested in all the Shares and the underlying Shares in which Mr. Wong Koon Lup has interests in under Part XV of the SFO.
- (3) As part of the long position held by him in the Shares, Mr. Wong Mun Sum held 8,218,894 unexercised share options pursuant to the share option scheme of the Company adopted on 14 March 2012, under which he is entitled to subscribe for an aggregate of 8,218,894 Shares at an exercise price of HK\$2.09 in accordance with the relevant terms of the grant. For details, please refer to the Company's announcements dated 18 December 2014 and 19 December 2014.

- (4) AVIC Trust Co., Ltd[#] (中航信託股份有限公司) owned 99.77% of the shares in Shenzhen Hua Hang Xin Investment Centre Limited Partnership[#] (深圳市華航鑫投資中心(有限合夥)). AVIC Capital Co., Ltd.[#] (中航資本控股股份有限公司) owned 67% of the shares in AVIC Trust Co., Ltd[#] (中航信託股份有限公司). Both AVIC Trust Co., Ltd[#] (中航信託股份有限公司) and AVIC Capital Co., Ltd.[#] (中航資本控股股份有限公司) are deemed to be interested in the Shares held by Shenzhen Hua Hang Xin Investment Centre Limited Partnership[#] (深圳市華航鑫投資中心(有限合夥)) under Part XV of the SFO.

* *The respective Shareholders held long position in such shares as at the Latest Practicable Date*

[#] *For identification purposes only*

As at the Latest Practicable Date and to the best knowledge of the Directors, the controlling shareholders of the Company, namely WMS Holding Pte. Ltd., Mr. Wong Koon Lup and Mr. Wong Mun Sum, control the exercise of approximately 30.56% of the voting rights in general meeting of the Company (without taking into account any unexercised share options held by each of Mr. Wong Koon Lup and Mr. Wong Mun Sum).

In the event that the Directors should exercise in full their power to repurchase Shares which is proposed to be granted pursuant to the Proposed Share Repurchase Mandate, the controlling shareholders of the Company would control the exercise of (i) approximately 33.96% of the voting rights in the general meeting of the Company prior to the exercise of any share options held by each of Mr. Wong Koon Lup and Mr. Wong Mun Sum, and (ii) approximately 36.88% of the voting rights in the general meeting of the Company assuming each of Mr. Wong Koon Lup and Mr. Wong Mun Sum exercises their respective share options in full. As a result, WMS Holding Pte. Ltd., Mr. Wong Koon Lup and Mr. Wong Mun Sum (and persons acting in concert with them) may be required to make a mandatory offer under Rule 26 of the Takeovers Code. The Company has no present intention to repurchase Shares to such extent as such that an obligation to make a general offer under the Takeovers Code will be triggered. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Proposed Share Repurchase Mandate.

The Directors will not exercise the Proposed Share Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING



CW GROUP HOLDINGS LIMITED

創達科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1322)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of CW Group Holdings Limited (the “Company”) will be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong at 2:00 p.m. on Friday, 18 May 2018 to consider and, if thought fit, transact the following businesses:

1. to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditors of the Company for the year ended 31 December 2017;
2. To re-elect Mr. Wong Mun Sum as an executive director of the Company and to authorize the board of directors of the Company to fix his remuneration;
3. to re-elect Mr. Lee Tiang Soon as an executive director of the Company and to authorize the board of directors of the Company to fix his remuneration;
4. to re-elect Mr. Liu Ji as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his remuneration;
5. to authorize the board of directors of the Company to fix the remuneration of the Company’s directors;
6. to re-appoint Ernst & Young as the Company’s auditors and to authorize the board of directors of the Company to fix their remuneration; and
7. to declare a final dividend of HK2.36 cents per share for the year ended 31 December 2017.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification);

8. **“THAT:**

- (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or

NOTICE OF ANNUAL GENERAL MEETING

- (v) a specified authority granted by the shareholders of the Company in general meeting,

shall not exceed 20 per cent. of the total number of the issued shares of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 or the applicable laws to be held; or
- (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 of the Company by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the directors of the Company 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

9. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to make repurchase of its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange (as the case may be) and the Code on Takeovers and Mergers and Share Buy-backs of the Securities and Futures Commission of Hong Kong be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of issued shares of the Company at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 expiry of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (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 of the Company by this resolution.”

10. “**THAT** conditional upon the passing of resolution nos. 8 and 9, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted by the resolution set out as resolution no. 9 provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
CW Group Holdings Limited
Wong Koon Lup
Chairman

Hong Kong, 3 April 2018

As at the date hereof, the executive directors of the Company are Mr. WONG Koon Lup, Mr. WONG Mun Sum and Mr. LEE Tiang Soon; the non-executive director of the Company is Mr. ZHANG Bing Cheng; and the independent non-executive directors of the Company are Mr. KUAN Cheng Tuck, Mr. ONG Su Aun, Jeffrey (alias Mr. WANG Ci'An, Jeffrey) and Mr. LIU Ji.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint holders of shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting 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 share will alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the above meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Tuesday, 15 May 2018 to Friday, 18 May 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the forthcoming annual general meeting of the Company to be held on Friday, 18 May 2018, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 14 May 2018.

To ascertain shareholder's entitlement to the proposed final dividend upon passing of resolution 7 set out in this notice, the register of members will be closed from Thursday, 31 May 2018 to Friday, 4 June 2018, both days inclusive, during which period no share transfers of the Company will be registered. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by not later than 4:30 p.m. on Wednesday, 30 May 2018.

5. In relation to proposed resolutions numbered 8 and 10 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorize the allotment and issue of shares under the Listing Rules. The directors have no immediate plans to issue any new shares of the Company.
6. In relation to proposed resolution numbered 9 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company 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 of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix II to the circular of which this notice of the annual general meeting forms part.
7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. All the proposed resolutions set out in this notice shall be decided by poll.
9. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect after 12:00 noon on the date of the above meeting, the meeting will be postponed. HKEx will post an announcement on the HKEx website (www.hkex.com.hk) and HKExnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.
11. References to times and dates in this notice are to Hong Kong times and dates.