

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

If you have sold or transferred all your shares in Kin Shing Holdings Limited, you should at once hand this supplemental circular, together with the accompanying second form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Kin Shing Holdings Limited

建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1630)

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR DATED 30 JUNE 2018
RELATING TO THE RE-ELECTION OF
ADDITIONAL RETIRING DIRECTOR
AT THE 2018 ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF
THE 2018 ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 30 June 2018 (the “**Circular**”) in relation to, among other things, adoption of Audited Consolidated Financial Statements and Reports of Directors and Auditors, Re-election of Retiring Directors, Re-appointment of Auditors, the granting of general mandates to issue shares and repurchase shares.

A supplemental notice convening the 2018 annual general meeting of Kin Shing Holdings Limited to be held at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong, on 31 July 2018 at 10:00 a.m. (the “**2018 AGM**”) is set out on pages 5 to 7 of this supplemental circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed new form of proxy (the “**New Proxy Form**”) in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22 Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not less than 48 hours (i.e. 10:00 a.m. on Sunday, 29 July 2018) before the time appointed for holding the 2018 AGM (or any adjourned meeting thereof). The New Proxy Form has also been published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.kinshingholdings.com.hk). Completion and return of the New Proxy Form will not preclude you from attending and voting at the 2018 AGM should you so wish and in such event, the proxy shall be deemed to be revoked.

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LETTER FROM THE BOARD

Kin Shing Holdings Limited

建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1630)

Executive Directors:

Mr. Leung Chi Kit (*Chairman*)

Ms. Tso Yuk Ching

Mr. Chow Dik Cheung (*Chief Executive Officer*)

Mr. Chan Sik Mau

Mr. Xiong Wei

Registered office:

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman

KY1-1108

Cayman Islands

Independent Non-executive Directors:

Mr. Chang Chun Pong

Mr. Tsui Leung Cho

Mr. Lam Kai Yeung

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

Unit D, 9/F

Billion Plaza 2

10 Cheung Yue Street

Cheung Sha Wan

Kowloon

Hong Kong

13 July 2018

Dear Shareholders

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR DATED 30 JUNE 2018
RELATING TO THE RE-ELECTION OF
ADDITIONAL RETIRING DIRECTOR
AT THE 2018 ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF
THE 2018 ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read together with the Circular in relation to, among other matters, information relating to the re-election of the retiring Directors at the 2018 AGM. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

Subsequent to the despatch of the Circular, the Company issued an announcement on 5 July 2018 relating to the appointment of Mr. Xiong Wei as an Executive Director of the Company with effect from 5 July 2018.

Pursuant to Article 112 of the Articles of Association, Mr. Xiong Wei shall hold his office until the 2018 AGM and being eligible, offer himself for re-election at the 2018 AGM.

In view of the above, a new resolution relating to the re-election of Mr. Xiong Wei will be proposed at the 2018 AGM and the first proxy form attached to the Circular (“**First Proxy Form**”) shall be revised to include the re-election of Mr. Xiong Wei as an Executive Director in the manner set out in the New Proxy Form.

The purpose of this supplemental circular is to provide you with further information in relation to the re-election of Mr. Xiong Wei, and to give you a supplemental notice of the 2018 AGM and the New Proxy Form.

2. RE-ELECTION OF ADDITIONAL RETIRING DIRECTOR

Pursuant to Article 112 of the Articles of Association, any Director appointed by the Board shall hold office until the following next annual general meeting of the Company and shall then be subject to re-election at such meeting. Accordingly, Mr. Xiong Wei shall hold his office as Director until the 2018 AGM and he shall be subject to re-election at the 2018 AGM. Mr. Xiong Wei, being eligible, offer himself for re-election at the 2018 AGM.

Particulars of Mr. Xiong Wei are set out below:

Mr. Xiong, aged 31, is experienced in corporate management in the People’s Republic of China. Since 2015, Mr. Xiong has been the chief executive officer of Shanghai Youhao International Trading Company Limited* (上海有昊國際貿易有限公司) (previously known as Shanghai Lingxian Financial Information Service Company Limited* (上海領鮮金融信息服務有限公司)), whose scope of service includes corporate management consultancy and computing technology development.

Mr. Xiong graduated from Soochow University in June 2008 with a Bachelor Degree of Software Engineering. Afterwards, during the period between July 2009 and May 2011, Mr. Xiong joined Web-Economy Technology Pte Ltd, an information technology solutions provider based in Singapore, as an analyst programmer, where his last held position was project head. During his period of service, Mr. Xiong was responsible for coding and testing of software programs. During July 2011 to March 2015, Mr. Xiong joined a company in Shanghai called Shanghai Infobase Information Technology Co., Ltd* (上海因貝信息技術有限公司) as senior project manager, where he was responsible for risk management and process management.

LETTER FROM THE BOARD

Mr. Xiong has entered into a service agreement with the Company with an initial fixed term of 3 years commencing from 5 July 2018 renewable automatically until terminated by not less than three months' notice served by either party on the other expiring at the end of the initial term or any time thereafter. The Company may terminate the service agreement with Mr. Xiong by giving not less than three months' notice in writing at any time during the service period and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of the Company. Mr. Xiong is entitled to a Director's emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK\$360,000 per annum, which is determined by reference to his duties and responsibilities in the Company, the Company's performance and prevailing market conditions and to be authorized by the Shareholders at the Annual General Meeting. In addition, Mr. Xiong is entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and his performance as an Executive Director, provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him.

As at the date of this supplemental circular and save as disclosed above, Mr. Xiong (i) has not held other positions in the Group; (ii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) has not held any other directorships in listed public companies in the past three years; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

To the best of knowledge, information and belief of the Directors and having made all reasonable enquiries, there is no other matter with respect to the re-election of Mr. Xiong as an Executive Director that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Xiong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

3. SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

As set out in the Circular, the 2018 AGM will be held on 31 July 2018 at 10:00 a.m. (or any adjournment thereof) at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong. Given the notice of the 2018 AGM and the First Proxy Form do not contain the proposed resolution in relation to the proposed re-election of Mr. Xiong Wei, (i) a supplemental notice of the 2018 AGM (the **"Supplemental 2018 AGM Notice"**) is set out on pages 5 to 7 of this supplemental circular; and (ii) a New Proxy Form has been prepared and is enclosed with this supplemental circular. Both the Supplemental 2018 AGM Notice and the New Proxy Form have been published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.kinshingholdings.com.hk) and contain the additional resolution for the proposed re-election of Mr. Xiong Wei as an Executive Director.

LETTER FROM THE BOARD

4. NEW PROXY FORM

The New Proxy Form for the 2018 AGM is enclosed herewith. Whether or not you are able to attend the 2018 AGM, you are requested to complete and return the enclosed New Proxy Form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited (the "**Branch Share Registrar**") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:00 a.m. on Sunday, 29 July 2018) before the time appointed for holding the 2018 AGM or any adjourned meeting thereof (the "**Closing Time**"). Completion and return of the New Proxy Form will not preclude you from attending and voting at the 2018 AGM or any adjournment thereof should you so wish. A Shareholder who has already lodged the First Proxy Form with the Branch Share Registrar is requested to lodge the New Proxy Form if he/she wishes to appoint proxy(ies) to attend the 2018 AGM on his/her behalf as the First Proxy Form previously lodged by him/her has already become invalid and ineffective. The New Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.

5. RECOMMENDATION

The Board considers that the re-election of Mr. Xiong Wei as an Executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the 2018 AGM in respect thereof.

Yours faithfully,
By order of the Board
Kin Shing Holdings Limited
Leung Chi Kit
Chairman and Executive Director

* *For identification purposes only*

SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

Kin Shing Holdings Limited

建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1630)

SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

Reference is made to the notice of 2018 annual general meeting of Kin Shing Holdings Limited (the “**Company**”) dated 30 June 2018 (the “**Initial Notice**”), by which the Company convenes the 2018 annual general meeting to be held at 5/F, Euro Centre, 13–14 Connaught Road Central, Hong Kong, on 31 July 2018 at 10:00 a.m. (the “**2018 AGM**”) and this supplemental notice shall be read together with the Initial Notice.

Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the circular of the Company dated 30 June 2018.

Apart from the amendments stated below, all the information contained in the Initial Notice remains valid and effective. Due to the matters set out in the supplemental circular of the Company dated 13 July 2018, the resolution numbered 2 stated in the Initial Notice should be deleted in its entirety and replaced by the following:

- (a) to re-elect Mr. Leung Chi Kit as Executive Director.
- (b) to re-elect Ms. Tso Yuk Ching as Executive Director.
- (c) to re-elect Mr. Chow Dik Cheung as Executive Director.
- (d) to re-elect Mr. Chan Sik Mau as Executive Director.
- (e) to re-elect Mr. Xiong Wei as Executive Director.
- (f) to re-elect Mr. Chang Chun Pong as Independent Non-executive Director.
- (g) to re-elect Mr. Tsui Leung Cho as Independent Non-executive Director.
- (h) to re-elect Mr. Lam Kai Yeung as Independent Non-executive Director.
- (i) to authorize the Board of Directors to fix the Directors’ remuneration.

By order of the Board
Kin Shing Holdings Limited
Leung Chi Kit
Chairman and Executive Director

Hong Kong, 13 July 2018

SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

As at the date of this supplemental notice, the Board comprises (i) five Executive Directors, namely Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung, Mr. Chan Sik Mau, Mr. Xiong Wei; and (ii) three Independent Non-executive Directors, namely Mr. Chang Chun Pong, Mr. Tsui Leung Cho, Mr. Lam Kai Yeung.

Registered office:

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

Principal place of business:

Unit D, 9/F
Billion Plaza 2
10 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

Notes:

- (1) The register of members of the Company will be closed from Wednesday, 25 July 2018 to Tuesday, 31 July 2018 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attendance at the 2018 AGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (the "**Branch Share Registrar**"), at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 24 July 2018.
- (2) Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint proxy to attend and vote in his/her stead in accordance with the Articles of Association of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent the member.
- (3) In order to be valid, the New Proxy Form must be deposited at the Branch Share Registrar, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power of attorney or authority, not less than 48 hours (i.e. 10:00 a.m. on Sunday, 29 July 2018) before the time fixed for holding the 2018 AGM or any adjournment thereof (the "**Closing Time**"). Completion and return of the New Proxy Form will not preclude a Shareholder from attending and voting at the Meeting or any adjournment thereof should he/she so wish.
- (4) A New Proxy Form for use in connection with the 2018 AGM is enclosed and such form of proxy has also been published on the websites of Hong Kong Exchange and Clearing Limited (www.hkexnews.hk) and the Company (www.kinshingholdings.com.hk).
- (5) Since the First Proxy Form sent together with the Initial Notice does not contain the resolution for the proposed re-election of Mr. Xiong Wei set out in the supplemental notice, a new proxy form (the "**New Proxy Form**") has been prepared and is enclosed with the Company's supplemental circular of which this supplemental notice of 2018 AGM forms part.
- (6) A Shareholder who has already lodged the First Proxy Form with the Branch Share Registrar should lodge with the Branch Share Registrar prior to the Closing Time the New Proxy Form as the First Proxy Form previously lodged by him/her has already become invalid and ineffective. The New Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.

SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

- (7) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time between 9:00 a.m. and 12:00 noon on the day of the 2018 AGM, then the 2018 AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the Company's website (www.kinshingholdings.com.hk) and the website of the Hong Kong Exchange and Clearing Limited (www.hkexnews.hk).

If Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal is cancelled at or before 8:00 a.m. on the day of the 2018 AGM, and where conditions permit, the 2018 AGM will be held as scheduled. The 2018 AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

Shareholders should decide on their own whether they would attend the 2018 AGM under bad weather conditions bearing in mind their own situations and, if they do so, they are advised to exercise care and caution.