

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Ceneric (Holdings) Limited, you should at once hand this circular and 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 transferee.

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CENERIC (HOLDINGS) LIMITED

新嶺域 (集團) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 24 APRIL 2017 IN RELATION TO PROPOSED RE-ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read in conjunction with the circular of Ceneric (Holdings) Limited (the “**Company**”) dated 24 April 2017 (the “**First Circular**”) in relation to, among other things, the proposed re-election of directors of the Company at the forthcoming annual general meeting (the “**AGM**”) of the Company to be held at the Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 26 May 2017 at 11:30 a.m. and the notice of AGM included in the First Circular. A supplemental notice of AGM is set out on pages 7 and 8 of this supplemental circular. A revised form of proxy (the “**Revised Form of Proxy**”) is also enclosed with this supplemental circular for use at the AGM. The form of proxy despatched with the First Circular (the “**Original Form of Proxy**”) is superseded by the Revised Form of Proxy enclosed herewith.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying Revised Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the AGM (or any adjournment thereof) to the office of the Company’s share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

9 May 2017

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Supplemental Notice of Annual General Meeting	7

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened on Friday, 26 May 2017 at 11:30 a.m. at the Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Ceneric (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company from time to time
“First Circular”	the circular of the Company dated 24 April 2017 in relation to, among other things, the proposed re-election of directors of the Company at the AGM
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	5 May 2017, 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
“Original Form of Proxy”	the proxy form which has been sent to the Shareholders on 24 April 2017 together with the First Circular and the accompanying Original Notice of AGM
“Original Notice of AGM”	the notice dated 24 April 2017 for convening the AGM as set out on pages 10 to 12 of the First Circular
“PRC”	the People’s Republic of China and for the purpose of this circular, exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Revised Form of Proxy”	the revised proxy form enclosed with this supplemental circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Notice of AGM”	the supplemental notice for convening the AGM as set out on pages 7 to 8 of this supplemental circular
“%” or “per cent”	percentage

CENERIC (HOLDINGS) LIMITED
新嶺域(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

Executive Directors:

Mr. WONG Kui Shing, Danny

(Chief Executive Officer)

Mr. CHI Chi Hung, Kenneth

Mr. YANG Lijun

Mr. WAN Jianjun

Registered Office:

The Offices of Sterling

Trust (Cayman) Limited

Whitehall House

238 North Church Street

George Town, Grand Cayman

Cayman Islands

Independent Non-executive Directors:

Ms. CHAN Hoi Ling

Ms. SO Wai Lam

Mr. SUNG Yat Chun

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

7/F., Guangdong Finance Building

88 Connaught Road West

Sheung Wan

Hong Kong

9 May 2017

To the Shareholders,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO
SHAREHOLDERS DATED 24 APRIL 2017
IN RELATION TO PROPOSED RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the First Circular which contains, among other matters, information relating to the re-election of the Directors at the AGM.

On 4 May 2017, the Company announced, among other things, the appointment of Mr. Yang Lijun (“**Mr. Yang**”) and Mr. Wan Jianjun, (“**Mr. Wan**”) as Executive Directors and members of Executive Committee of the Company with effect from 4 May 2017. As such appointments were subsequent to the despatch of the First Circular, the purpose of this supplemental circular is to provide the Shareholders with information relating to the re-election of Mr. Yang and Mr. Wan as Directors at the AGM and the Supplemental Notice of AGM. A Revised Form of Proxy for use at the AGM is enclosed with this supplemental circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF EXECUTIVE DIRECTORS

Pursuant to the Articles of Association, Mr. Yang and Mr. Wan, who were appointed as Executive Directors of the Company on 4 May 2017, will hold office until the AGM and, being eligible, have offered themselves for re-election at the AGM.

The biographical details of Mr. Yang and Mr. Wan are set out below:

Mr. Yang, aged 42, has experience in investment in and development of property in the PRC for more than 10 years. Mr. Yang was one of the founders of 中山大南集團有限公司 (Zhongshan Danan Group Limited*), a limited company established in the PRC in 2004, which scope of business included property development. Mr. Yang was also appointed as its managing director in 2004. In 2014, Mr. Yang was appointed as the chairman of 中山富元控股集團有限公司 (Zhongshan Fuyuan Holdings Group Limited*) (“**Zhongshan Fuyuan**”), a limited company established in the PRC in 2014, which engaged in the investment in commercial and residential properties in Zhongshan, Guangdong province, the PRC.

As at the Latest Practicable Date, All Great International Holdings Limited held 1,580,000,000 Shares, representing approximately 27.81% of the total issued share capital of the Company. All Great International Holdings Limited is a company owned as to 45%, 35% and 20% by Jade Leader International Investment Limited, Honor Huge Investment Holdings Limited and Ever Star International Investment Limited respectively. Mr. Yang is the sole beneficial owner of Jade Leader International Investment Limited and Honor Huge Investment Holdings Limited and therefore he was deemed to be interested in the 1,580,000,000 Shares held by All Great International Holdings Limited pursuant to the SFO.

Mr. Wan, aged 38, graduated from 西安財經學院 (Xian University of Finance and Economics) with a bachelor’s degree in management. During the period from 2010 to 2013, he was the deputy general manager of 廣州奧譽房地產開發有限公司 (Guangzhou Aoyu Real Estate Development Co. Ltd*), a subsidiary of China Aoyuan Property Group Limited, the issued shares of which are listed on the main board of the Stock Exchange (stock code: 3883). In 2014, Mr. Wan joined Zhongshan Fuyuan as president and was responsible for its daily management and operations.

Save as disclosed above, as at the Latest Practicable Date, each of Mr. Yang and Mr. Wan did not hold any position in the Company or any of its subsidiary, nor did they have any other directorship in other public companies which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, there was no service contract entered into between the Company and each of Mr. Yang and Mr. Wan. Each of Mr. Yang and Mr. Wan was not appointed for a specific term and they are subject to retirement by rotation and re-election in accordance with the Articles of Association. Each of Mr. Yang and Mr. Wan shall receive no director’s fee but shall be entitled to year end discretionary bonus.

As at the Latest Practicable Date, save as disclosed above, each of Mr. Yang and Mr. Wan did not have any relationship with any director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. Save

LETTER FROM THE BOARD

as disclosed above, as at the Latest Practicable Date, each of Mr. Yang and Mr. Wan did not have any interests in any other securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang and Mr. Wan were not aware of any other matters that need to be brought to the attention of the Shareholders nor was there any information to be disclosed to the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED FORM OF PROXY

A supplemental notice of the AGM to be held as originally scheduled at the Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 26 May 2017 at 11:30 a.m. is set out on pages 7 to 8 of this supplemental circular and the Original Form of Proxy despatched with the First Circular is superseded by the Revised Form of Proxy enclosed herewith. Please refer to the First Circular and the Original Notice of AGM for details of the other resolutions to be proposed at the AGM, the voting arrangements, the poll procedure at the AGM and other related matters.

A Shareholder who has not yet completed and returned the Original Form of Proxy is required to complete and return the Revised Form of Proxy if you wish to appoint a proxy to attend the AGM. In this case, the Original Form of Proxy should not be returned.

A Shareholder who has already completed and returned the Original Form of Proxy properly should note that:

- (i) if the Revised Form of Proxy is not completed and returned properly or if the Revised Form of Proxy is returned later than 48 hours before the time fixed for holding the AGM, the Original Form of Proxy will be treated as a valid form of proxy returned by you if it is correctly completed and returned. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on the additional resolution(s) duly put to the AGM as indicated in this supplemental notice; and
- (ii) if the Revised Form of Proxy is completed and returned not less than 48 hours before the time fixed for holding the AGM, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously returned by you. The Revised Form of Proxy will be treated as a valid form of proxy returned by you if it is correctly completed.

Completion and return of the Revised Form of Proxy will revoke and supersede the Original Form of Proxy but will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

Whether or not you intend to attend the AGM, you are requested to complete the Revised Form of Proxy and return it to the branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM.

RECOMMENDATIONS

The Directors consider that the proposals for the re-election of Mr. Yang and Mr. Wan as Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolution(s) to be proposed at the AGM.

By order of the Board
Ceneric (Holdings) Limited
WONG Kui Shing, Danny
Executive Director

CENERIC (HOLDINGS) LIMITED
新嶺域 (集團) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

This notice is supplemental to the notice of the annual general meeting (the “**Original Notice of AGM**”) dated 24 April 2017 by Ceneric (Holdings) Limited (the “**Company**”) to convene the annual general meeting (the “**Meeting**”) on Friday, 26 May 2017 at 11:30 a.m. Details of the proposed resolutions to be considered at the Meeting were stated in the Original Notice of AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Meeting will be held as originally scheduled at the Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 26 May 2017 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution(s). Due to the matters as set out in the supplemental circular of the Company dated 9 May 2017 (the “**Supplemental Circular**”), the following resolution numbered 2 stated in the Original Notice of AGM should be deleted in its entirety and replaced by the following:

ORDINARY RESOLUTIONS

2. (a) To re-elect Mr. CHI Chi Hung, Kenneth as Executive Director
- (b) To re-elect Ms. CHAN Hoi Ling as Independent Non-Executive Director
- (c) To re-elect Mr. YANG Lijun as Executive Director
- (d) To re-elect Mr. WAN Jianjun as Executive Director
- (e) To authorize the Board of Directors to fix their remuneration.

Save as set out above, all resolutions contained in the Original Notice of AGM shall remain to have full force and effect.

By order of the Board
Ceneric (Holdings) Limited
WONG Kui Shing, Danny
Executive Director

Hong Kong, 9 May 2017

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order for such appointment to be valid, the form of proxy, and, if required, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
3. As at the date of this notice, the Board comprises Mr. WONG Kui Shing, Danny, Mr. CHI Chi Hung, Kenneth, Mr. YANG Lijun and Mr. WAN Jianjun being the Executive Directors; and Ms. CHAN Hoi Ling, Ms. SO Wai Lam and Mr. SUNG Yat Chun being the Independent Non-Executive Directors.