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If you have sold or transferred all your shares in Chigo Holding Limited, you should at once hand this circular and the accompanying 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.



CHIGO HOLDING LIMITED
志高控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 449)

RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of Chigo Holding Limited to be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 8 August 2019 at 2:30 p.m. (the "Extraordinary General Meeting") is set out on pages 8 to 9 of this circular. A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular.

If you are not able to attend the Extraordinary General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment of it, if you so wish.

24 July 2019

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DEFINITIONS

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

“Articles”	the articles of association of the Company, approved and adopted on 19 June 2009 and as amended from time to time
“Board”	the board of Directors
“Company”	Chigo Holding Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 8 August 2019 at 2:30 p.m., or any adjournment thereof
“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 People’s Republic of China
“Latest Practicable Date”	19 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



CHIGO HOLDING LIMITED
志高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 449)

Executive Directors:

Mr. Li Xinghao (*Chairman and Chief Executive Officer*)

Ms. Li Xiuhui

Ms. Huang Guijian

Mr. Yang Xiangwen

Independent non-executive Directors:

Mr. Zhang Xiaoming

Mr. Wang Manping

Mr. Pan Mingjun

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Unit 01, 9th Floor

Greenfield Tower (South Tower)

Concordia Plaza

1 Science Museum Road

Tsimshatsui, Kowloon

Hong Kong

24 July 2019

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the Extraordinary General Meeting relating to the re-election of the retiring Directors in compliance with the Listing Rules to enable you to make an informed decision on whether to vote for or against the relevant resolutions at the forthcoming Extraordinary General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 83(3) of the Articles, each of Mr. Pan Mingjun and Mr. Wang Manping who was appointed as an independent non-executive Director on 10 July 2019, will be subject to re-election at the Extraordinary General Meeting and, being eligible, will offer themselves for re-election at the Extraordinary General Meeting. Details of the above Directors required to be disclosed under Rule 13.51 of the Listing Rules are set out in Appendix I to this circular.

At the Extraordinary General Meeting, ordinary resolutions will be proposed to re-elect Mr. Pan Mingjun and Mr. Wang Manping as independent non-executive Directors.

VOTING BY POLL AT THE EXTRAORDINARY GENERAL MEETING

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. Accordingly, the voting on all resolutions at the Extraordinary General Meeting will be conducted by way of poll.

EXTRAORDINARY GENERAL MEETING

The notice of the Extraordinary General Meeting, which contains, inter alia, ordinary resolutions to approve the re-election of Directors is set out on pages 8 to 9 of this circular.

A form of proxy for use at the Extraordinary General Meeting is enclosed. If you are not able to attend the Extraordinary General Meeting, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment of it, if you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 5 August 2019 to Thursday, 8 August 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for voting at the meeting, all transfers, accompanied by the relevant share certificates, must be

LETTER FROM THE BOARD

lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 2 August 2019.

RECOMMENDATION

The Directors consider that the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Extraordinary General Meeting.

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.

GENERAL INFORMATION

Your attention is drawn to the additional information as set out in the Appendix to this circular.

Yours faithfully,

On behalf of the Board

Li Xinghao

Chairman and Chief Executive Officer

The following are the particulars of the directors proposed to be re-elected at the Extraordinary General Meeting.

Mr. Pan Mingjun (潘俊明), aged 43, was appointed as an independent non-executive Director on 10 July 2019. He graduated from Nanjing Agricultural University (南京農業大學) in July 1995 and completed the professional course of financial accounting for township enterprises. He obtained the relevant qualification as a registered accountant from the Chinese Institute of Certified Public Accountants in the PRC in 2003. In December 2009, Mr. Pan completed the course of the EMBA Programme of the South China University of Technology (SMEs' listing cultivation and operation direction). Mr. Pan is also qualified as a Certified Tax Agent and as an Internationally Registered Internal Auditor in China. Mr. Pan has been the head of the management consulting department of 廣東南方天元會計師事務所 (普通合夥) (Guangdong Nanfang Tianyuan Certified Public Accountants (General Partnership)*) since November 2017. He served as the audit manager in 廣東立信嘉州會計師事務所 (Guangdong Lixin Jiazhou Certified Public Accountants*) from June 2013 to October 2017, in 廣州中信誠會計師事務所 (Guangzhou Zhongxincheng Certified Public Accountants*) from October 2010 to May 2013, in 廣州德永會計師事務所 (Guangzhou Deyong Certified Public Accountants*) from August 2009 to September 2010 and in 廣州市東方會計師事務所 (Guangzhou Oriental Accounting Firm*) from March 2002 to July 2009, respectively. Mr. Pan has long been engaged in the fields of internal auditing, internal control optimization, tax planning, corporate restructuring and listing, mergers and acquisitions, auditing and taxation consulting, and has extensive practical experience in finance and taxation.

As at the Latest Practicable Date, Mr. Pan was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Pursuant to his appointment letter, the term of the appointment of Mr. Pan as an independent nonexecutive Director is one year subject to retirement and re-election in the next annual general meeting. Mr. Pan is entitled to a director's remuneration of RMB120,000 per annum, which is determined with reference to the directors' experience, performance and the prevailing market conditions. Apart from being an independent non-executive Director, Mr. Pan has not held or did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Pan does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Wang Manping (王滿平), aged 53, had been an independent non-executive Director during the period from 13 July 2016 to 28 June 2019 and was re-appointed as an independent non-executive Director on 10 July 2019. He graduated from Tianjin University and obtained a bachelor's degree in engineering from the faculty of electrical engineering and automation in July 1987. Between July 1987 and September 1995, Mr. Wang taught at the department of computer science at North China Institute of Technology (now known as North University of China). During the period from September 1995 to December 2012, Mr. Wang worked as the deputy director of the press centre, the person-in-charge of the website and person-in-charge in Guangdong of Xinhua Monthly (新華月報). Since January 2013, Mr. Wang has served as the managing vice chairman and secretary of Guangdong Enterprise Brand Construction Promotion Association (廣東省企業品牌建設促進會) and the chief editor of Guangdong Brand New Media (廣東品牌新媒體).

As at the Latest Practicable Date, Mr. Wang was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Pursuant to his appointment letter, the term of the appointment of Mr. Wang as an independent non-executive Director is one year subject to retirement and re-election in the forthcoming general meeting. Mr. Wang is entitled to a director's remuneration of RMB120,000 per annum, which is determined with reference to the directors' experience, performance and the prevailing market conditions. Apart from being an independent non-executive Director, Mr. Wang has not held or did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Wang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2) of the Listing Rules in respect of each of Mr. Pan Mingjun, Wang Manping and there are no other matters that need to be brought to the attention of the Shareholders in relation to their re-election.

NOTICE OF EXTRAORDINARY GENERAL MEETING



CHIGO HOLDING LIMITED 志高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 449)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Chigo Holding Limited (the “Company”) will be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 8 August 2019 at 2:30 p.m. for the following purposes of considering and, if thought fit, passing the following resolutions (with or without modifications):

As Ordinary Resolutions

To re-elect the following retiring Directors and to authorise the board of Directors to fix their remuneration:

- (i) Pan Mingjun; and
- (ii) Wang Manping.

By order of the Board
Leung Hon Man
Company Secretary

Hong Kong, 24 July 2019

Head office and principal place of business in Hong Kong:

Unit 01, 9th Floor
Greenfield Tower (South Tower)
Concordia Plaza
1 Science Museum Road
Tsimshatsui, Kowloon
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- 1 Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. Any member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
- 2 Where there are joint holders of any share, any one of such joint holder may vote, either in person 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 the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 3 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- 4 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 notarially certified copy thereof, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- 5 The register of members of the Company will be closed from Monday, 5 August 2019 to Thursday, 8 August 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for voting at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 2 August 2019.

As at the date of this notice, the executive Directors are Li Xinghao, Li Xiuhui, Huang Guijian and Yang Xiangwen, and the independent non-executive Directors are Zhang Xiaoming, Wang Manping and Pan Mingjun.