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

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

CHIGO HOLDING LIMITED

志高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 449)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Chigo Holding Limited to be held at Unit 1603-1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong, on Wednesday, 29 September 2021 at 2:30 p.m. (the "Annual General Meeting") is set out on pages 13 to 17 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

If you are not able to attend the Annual 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 Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment of it, if you so wish.

10 September 2021

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of the Shareholders, as well as the staff and stakeholders of the Company is of paramount importance to the Company. Please refer to the notice of Annual General Meeting for the measures which will be taken to try to protect attending shareholders, staff and Stakeholders from the risk of infection at the Annual General Meeting, including:

- **no distribution of corporate gift or refreshment**
- **compulsory body temperature checks and health declarations**
- **wearing of a medical face mask for each attendee**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government's prescribed quarantine will be denied entry into the meeting venue. The Company reminds the Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

DEPENDING ON THE DEVELOPMENT OF THE COVID-19, THE COMPANY MAY BE REQUIRED TO CHANGE THE ANNUAL GENERAL MEETING ARRANGEMENTS AT SHORT NOTICE. SHAREHOLDERS SHOULD CHECK THE COMPANY'S WEBSITE FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE ANNUAL GENERAL MEETING ARRANGEMENTS.

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DEFINITIONS

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

“2019 Annual Report”	the Company’s annual report for the year ended 31 December 2019
“2019 Annual Results”	the Company’s audited annual results for the year ended 31 December 2019
“2020 Annual Report”	the Company’s annual report for the year ended 31 December 2020
“2020 Annual Results”	the Company’s audited annual results for the year ended 31 December 2020
“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 1603-1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Wednesday, 29 September 2021 at 2:30 p.m., or any adjournment thereof
“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
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“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
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Guangdong Chigo”	廣東志高空調有限公司 (Guangdong Chigo Air-conditioning Co., Limited*), a company established in the People’s Republic of China with limited liability and an indirect wholly-owned subsidiary of the Company
“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

* *The English translation is provided for identification purpose only*

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with Shares in the manner as set out in the notice of the Annual General Meeting
“Latest Practicable Date”	7 September 2021, 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
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares in the manner as set out in the notice of the Annual General Meeting
“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
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	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

Independent non-executive Directors:

Mr. Wang Manping

Mr. Pan Mingjun

Ms. Peng Ciguang

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 1111, 11th Floor

Delta House

3 On Yiu Street, Sha Tin

New Territories, Hong Kong

10 September 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting relating to (i) the granting to the Directors the Issue Mandate; (ii) the granting to the Directors the Repurchase Mandate; (iii) the extension of the Issue Mandate to issue additional Shares repurchased under the Repurchase Mandate; and (iv) 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 Annual General Meeting. Please also note the additional information set out in this circular on the proposed arrangements in respect of the approval of the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2020.

GENERAL MANDATE TO ISSUE SHARES

In order to give flexibility to the Directors to issue Shares in the event that it is in the interests of the Company and its Shareholders to do so, an ordinary resolution will be proposed to the Shareholders at the Annual General Meeting (i) to grant to the Directors a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total issued share capital of the Company (i.e. 1,686,835,600 Shares on the basis of 8,434,178,000 Shares in issue as at the Latest Practicable Date) as at the date of passing the ordinary resolution in relation to the Issue Mandate; and (ii) to extend the Issue Mandate to issue, allot and deal with any Shares in an amount not exceeding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate.

GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed to the Shareholders at the Annual General Meeting to grant to the Directors a general and unconditional mandate to repurchase Shares with the aggregate nominal amount not exceeding 10% of the total issued share capital of the Company as at the date of the passing of the relevant resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to provide the required information concerning the Repurchase Mandate is set out in Appendix II to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 83(3) of the Articles, Ms. Peng Ciguang who was appointed as an independent non-executive Director on 1 February 2021, will be subject to re-election at the Annual General Meeting and, being eligible, will offer herself for re-election at the Annual General Meeting.

In accordance with article 84(1) of the Articles, each of Ms. Li Xiuhui and Ms. Huang Guijian will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual 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.

LETTER FROM THE BOARD

The Nomination Committee and the Board have taken into account the nomination policy and the board diversity policy of the Company in proposing the re-election of the retiring Directors. The Nomination Committee nominates candidates based on criteria such as reputation, experience, talents, skills and knowledge of the air-conditioning industry, perspectives the candidates may bring to the Board, time the candidates may be able to devote to the Company, independence, and the diversity of the Board (including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and terms of office).

Having assessed the confirmation of independence of the retiring independent non-executive Director, namely, Ms. Peng Ciguang, the Board considers that Ms. Peng is independent in accordance with the criteria set out in Rule 3.13 of the Listing Rules. Further, the Board considers that the educational background and diversity of experience of Ms. Peng have enabled her to provide valuable and diverse views, as well as insights to the Board and contribution to the diversity of the Board. In view of the above, the Board is of the view that the retiring Directors, in particular, the independent non-executive Director, are suitable candidates to be re-elected as Directors. Accordingly, the Board has endorsed the recommendations of the nomination committee of the Company and recommended all the retiring Directors to stand for re-election at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Ms. Peng Ciguang as an independent non-executive Director and Ms. Li Xiuhui and Ms. Huang Guijian as executive Directors.

VOTING BY POLL AT THE ANNUAL 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 Annual General Meeting will be conducted by way of poll.

ANNUAL GENERAL MEETING AND THE DELAY IN CONSIDERING AND APPROVING THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE TWO YEARS ENDED 31 DECEMBER 2020

References are made to Articles 56 and 153 of Articles of the Company, which provide that:

Article 56: *“An annual general meeting of the Company shall be held in each year other than the year of the Company’s adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.”*

Article 153: *“Subject to the Law the accounts of the Company shall be audited at least once in every year.”*

LETTER FROM THE BOARD

References are further made to the announcements of the Company dated 14 May 2020, 14 August 2020, 1 September 2020, 31 March 2021 and 31 August 2021 in relation to, among other things, the suspension of trading in the shares of the Company and the delay in the issue of the Company's audited annual results for the two years ended 31 December 2019 and 2020 and the despatch of the Company's annual reports for the two years ended 31 December 2020.

As disclosed in the abovementioned announcements, Elite Partners CPA Limited (being the current auditors of the Company) will require time to review supporting documents (including the result of the relevant independent investigations when it becomes available) and to complete the relevant audit process and review work, hence, publication of the 2019 Annual Results and the 2020 Annual Results will be delayed. Further, at the annual general meeting held on 25 September 2020, the Shareholders had, by way of an ordinary resolution, resolved that the consideration and approval of the audited consolidated financial statements and the reports of the Directors of the Company and the auditors of the Company for the year ended 31 December 2019 be delayed to a separate general meeting to be convened at such time and place as may be determined by the board of directors of the Company after the relevant audit work has been completed.

Having taken into account the circumstances and the advice of the Company's Cayman Islands legal advisers, the Board takes the view that it is in the best interests of the Company to convene the Annual General Meeting to consider all of the resolutions set out in the notice of the Annual General Meeting, and that in respect of the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2020, the Board proposes that they be put before the shareholders at a separate general meeting for consideration and approval as soon as possible when they become available.

The notice of the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate to issue additional shares repurchased under the Repurchase Mandate, the re-election of Directors and the delay in considering the audited financial statement of the Company for the year ended 31 December 2020 is set out on pages 13 to 17 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed. If you are not able to attend the Annual 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 Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment of it, if you so wish.

The Company will publish further announcement(s) to inform the shareholders of the Company of the date of the release of the audited 2019 Annual Results and 2020 Annual Results and the date of despatch of the 2019 Annual Report and the 2020 Annual Report as and when appropriate, and a notice of general meeting in respect of the consideration and approval of the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company for the two years ended 31 December 2020 will also be issued as and when appropriate.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate to issue additional Shares repurchased under the Repurchase Mandate, the re-election of Directors and the delay in considering the audited financial statement of the Company for the year ended 31 December 2020 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 Annual 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 Appendices to this circular.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 15 May 2020. Pending the fulfillment of the Stock Exchange's resumption guidance, the trading in the shares of the Company will continue to be suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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 Annual General Meeting.

Ms. Peng Ciguang (彭慈光), aged 56, graduated from the Department of Finance of Inner Mongolia Finance and Economics College* (內蒙古財經學院, now known as Inner Mongolia University of Finance and Economics (內蒙古財經大學)) with a bachelor's degree in Economics in July 1987. After graduation, Ms. Peng joined the Industrial and Commercial Bank of China Limited ("ICBC") in August 1987, and had served until her retirement in October 2019, with her last position as the Deputy General Manager of Guangdong Branch of ICBC. During her tenure in the bank, she successively served as senior management of various provincial branches or sub-branches of ICBC and responsible for various businesses including credit work, post-loan management, risk control, internal management and risk management. Ms. Peng also worked as a lecturer for the Eastern China Area in ICBC. Because of her outstanding work performance, she had received many recognitions and awards from the bank. Ms. Peng was also appraised as a senior economist by the Appraisal and Approval Committee for Professional and Technical Competence of ICBC in August 2003.

After retiring from the bank, Ms. Peng mainly participates in and conducts research work on certain wastewater and waste oil treatment facilities projects.

As Ms. Peng had worked for many years in a prestigious international financial institution, she has extensive practical experience in internal management and control, and risk management.

As at the Latest Practicable Date, Ms. Peng 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 her appointment letter, the term of the appointment of Ms. Peng as an independent non-executive Director is one year subject to retirement and re-election in the forthcoming AGM. The amount paid by the Company to Ms. Peng in consideration of her services to the Group will be approximately RMB120,000 per annum. Such remuneration is determined with reference to the directors' experience, performance and the prevailing market conditions. Apart from being an independent non-executive Director, Ms. Peng 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, Ms. Peng does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Li Xiuhui (李秀慧), aged 35, graduated from Neusoft Institute of Information, Nanhai (now known as Neusoft Institute, Guangdong) in 2008, majoring in financial information management. After graduation, she joined the Group in June 2009 and is currently the director of the Company's subsidiaries, Chigo (Hong Kong) Investment Limited and Guangdong Chigo respectively. Ms. Li has extensive experience in materials procurement and supply chain management. Ms. Li is the daughter of Mr. Li Xinghao, who is the Chairman, an executive Director and the controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Li beneficially owned 25,256,000 Shares, representing approximately 0.30% of the issued share capital of the Company. Save as disclosed above, Ms. Li was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Li has not entered into any service contract with the Company, nor is she appointed for a specific term, but is subject to retirement by rotation, and eligible for re-election at the annual general meetings of the Company in accordance with the Articles. During 2020, no emolument was payable by the Company and its subsidiaries to Ms. Li by mutual agreement. Apart from being an executive Director, Ms. Li 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, Ms. Li does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Huang Guijian (黃貴建), aged 47, graduated from the Correspondence Institute of the Central Party School of C.P.C. (中共中央黨校函授學院) in December 2002, majoring in economic management. She also holds the occupational qualifications as a senior logistician in China. Ms. Huang joined the Group in March 1999. She is also the director of the Company's subsidiary, Guangdong Chigo Kechuang Copper Co., Limited (廣東志高科創銅業有限公司). Before joining the Group, Ms. Huang worked in Chongqing Three Gorges Investment Co., Ltd. (重慶三峽投資有限公司). Ms. Huang has extensive experience in business administration, investment management and project coordination.

As at the Latest Practicable Date, Ms. Huang beneficially owned 2,700,000 Shares, representing approximately 0.03% of the issued share capital of the Company. Save as disclosed above, Ms. Huang was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Huang has not entered into any service contract with the Company, nor is she appointed for a specific term, but is subject to retirement by rotation, and eligible for re-election at the annual general meetings of the Company in accordance with the Articles. During 2020, no emolument was payable by the Company and its subsidiaries to Ms. Huang by mutual agreement. Apart from being an executive Director, Ms. Huang 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, Ms. Huang 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 Ms. Peng Ciguang, Ms. Li Xiuhui and Ms. Huang Guijian and there are no other matters that need to be brought to the attention of the Shareholders in relation to their re-election.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the information as required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules for Shareholders to consider the Repurchase Mandate.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total issued share capital of the Company comprised 8,434,178,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to purchase a maximum of 843,417,800 Shares, being 10% of the entire issued share capital of the Company.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Repurchases of Shares made under the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's net assets and/or its earnings per share and will only be made when the Directors consider that such repurchases will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital paid up on the repurchase Shares, profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from profits of the Company or from the Company's share premium account. The repurchase of Shares made out of capital will be conditional upon the fact that immediately following the date on which payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements for the year ended 31 December 2018) in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse affect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares of the Company were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	Per Share	
	Highest HK\$	Lowest HK\$
2020		
September*	N/A	N/A
October*	N/A	N/A
November*	N/A	N/A
December*	N/A	N/A
2021		
January*	N/A	N/A
February*	N/A	N/A
March*	N/A	N/A
April*	N/A	N/A
May*	N/A	N/A
June*	N/A	N/A
July*	N/A	N/A
August*	N/A	N/A
September* (up to and including 7 September 2021, being the Latest Practicable Date)	N/A	N/A

* Trading in the Share of the Company has been suspended as from 15 May 2020.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of the Cayman Islands and in accordance with the memorandum of association and the Articles of the Company.

7. EFFECT OF THE TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Chigo Group Holding Limited (“Chigo Group Holding”), is interested in 4,322,234,210 Shares representing approximately 51.25% of the total issued share capital of the Company. Chigo Group Holding is ultimately owned by Mr. Li Xinghao and Mr. Li Longyi as to approximately 99.46% and 0.54%, respectively. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, and assuming there is no change to the share capital of the Company and shareholding of Chigo Group Holding between the Latest Practicable Date and the date of such exercise, the shareholding of Chigo Group Holding in the Company would be increased to approximately 56.94% of the total issued share capital of the Company. Such increase would not give rise to an obligation on Chigo Group Holding to make a mandatory offer pursuant to Rule 26 of the Takeovers Code. The Directors are also not aware of any Shareholder, or group of Shareholders acting in concert, who will become obliged to make a mandatory offer as a result of repurchases of Shares.

Any purchase of Shares which results in the number of Shares held by the public being reduced to less than 25% of Shares then in issue could only be implemented with the agreement of the Stock Exchange to waive the requirements of the Listing Rules regarding the public shareholding referred to above. In the event that the Company exercised in full the power to repurchase shares of the Company in accordance with the terms of the ordinary resolution no. 5 to be proposed at the forthcoming Annual General Meeting, it will not result in less than 25% of the issued share capital of the Company being held by the public. The Directors do not have any present intention to repurchase Shares to an extent which will result in the amount of Shares held by the public being reduced to less than 25%.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their respective close associates, have a present intention, in the event that the proposal is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Chigo Holding Limited (the “Company”) will be held at Unit 1603-1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong, on Wednesday, 29 September 2021 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 Business

1. To re-elect the following retiring Directors and to authorise the board of Directors to fix their remuneration:
 - (i) Ms. Peng Ciguang;
 - (ii) Ms. Li Xiuhui; and
 - (iii) Ms. Huang Guijian
2. To appoint Elite Partners CPA Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of Directors to fix its remuneration.

As Special Business

3. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** the consideration and approval of the audited consolidated financial statements and the reports of the Directors of the Company and the auditors of the Company for the year ended 31 December 2020 be delayed to a separate general meeting to be convened at such time and place as may be determined by the board of directors of the Company after the relevant audit work has been completed”.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph 4(c) below, 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 of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 4(a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debenture convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph 4(a) above, otherwise than pursuant to or in consequence of (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants, bonds, notes or other securities carry rights of the Company which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or (iv) any scrip dividends or similar arrangement, providing for the allotment and issue of shares in lieu of the whole or part of a dividend or shares in accordance with the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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 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 any other applicable laws of Cayman Islands to be held; and

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- (iii) the revocation or variation of this resolution by the shareholders of the Company in general meeting; and

“Right Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

- 5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph 5(c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company of HK\$0.01 each on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5(a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal value of shares of the Company of HK\$0.01 each which the Company is authorised to repurchase pursuant to the approval in paragraph 5(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing 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 passing of this resolution until whichever is 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 any other applicable laws of Cayman Islands to be held; and

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(iii) the revocation or variation of this resolution by the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolution nos. 4 and 5 set out in the notice (the “Notice”) convening the annual general meeting of the Company of which this resolution forms part, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 4 set out in the Notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of any amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the Notice, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the total issued share capital of the Company as at the date of passing this resolution.”

By order of the Board
Leung Hon Man
Company Secretary

Hong Kong, 10 September 2021

Head office and principal place of business in Hong Kong:

Unit 1111, 11th Floor
Delta House
3 On Yiu Street, Sha Tin
New Territories
Hong Kong

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.

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- 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 Friday, 24 September 2021 to Wednesday, 29 September 2021, 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 Thursday, 23 September 2021.

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

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The holding of the Annual General Meeting in order to comply with the Listing Rules and the Articles could potentially create a significant risk in terms of the spread of the novel coronavirus disease 2019 (the “**COVID-19**”) pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the Annual General Meeting, the Company wishes to remind the Shareholders and their proxies as follows:

No attendance

Those individual Shareholders who have any symptoms of a fever or an upper respiratory system disease or are under any quarantine requirements are advised not to attend the Annual General Meeting in person.

Not later than 48 hours before the time of the Annual General Meeting

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting (the “**Chairman**”) as their proxy instead of attending the Annual General Meeting in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently so wish. Shareholders may appoint the Chairman to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with the Circular with the Company’s branch share registrars in Hong Kong, whose address is stated below:

Tricor Investor Services Limited
Level 54, Hopewell Centre,
183 Queen’s Road East, Wanchai,
Hong Kong

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the notice of Annual General Meeting by post to Mr. Leung Hon Man, Company Secretary of the Company at Unit 1111, 11th Floor, Delta House, 3 On Yiu Street, Sha Tin, New Territories, Hong Kong and by email to ir@china-chigo.com.hk. If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

At the venue of the Annual General Meeting

- (i) Attendees are requested to observe good personal hygiene at all times at the Annual General Meeting venue and alcohol rubs or hand sanitiser will be provided for use.
- (ii) Attendees must wear medical face-masks throughout the Annual General Meeting and sit at a distance from other attendees and those not wearing face-masks will be denied entry to the Annual General Meeting venue. Please note that no masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own masks.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

- (iii) No corporate gift or refreshment will be distributed by the Company.
- (iv) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of a fever or an upper respiratory system disease or be obeying a quarantine order will be denied entry to the Annual General Meeting venue at the absolute discretion of the Company as permitted by law or other regulations.