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CHEUK NANG (HOLDINGS) LIMITED

卓能（集團）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 131)

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see pages 7 to 8 of this Notice for measures to be taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Annual General Meeting, including:

- Compulsory body temperature checks
- Mandatory use of surgical face masks
- Mandatory health declaration – anyone subject to quarantine, or has travelled overseas within 14 days immediately before the Annual General Meeting (“recent travel history”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the Annual General Meeting
- No provision of refreshments
- No distribution of corporate gifts

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the Annual General Meeting in person, and advises shareholders to appoint the Chairman of the Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting in person. The Company undertakes to respond in writing to any question raised by a shareholder that could otherwise have been answered “live” at the Annual General Meeting. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, the 17 day of November 2021 at 3:00 p.m. for the following purposes:

1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 30 June 2021;
2. To declare final dividend;
3. To elect Directors and fix their remuneration;
4. To appoint Auditors and fix their remuneration; and
5. As special business to consider and if thought fit, pass the following resolutions as Ordinary Resolutions:

(A) **That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) 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 repurchase its own shares at a price per share determined by the Directors at their discretion;
- (iii) the aggregate nominal amount of the share capital of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue;

(iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the first Annual General Meeting of the Company following the passing of this Resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authorisation conferred by this Resolution is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (c) revocation or variation of this Resolution by ordinary resolution of the shareholders in general meeting.

(B) That:

- (i) following any repurchase of shares in the capital of the Company pursuant to the authorisation conferred on the Directors under Ordinary Resolution A above, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot additional shares in the Company, and to make offers, agreements and options which might require the exercise of such power, equivalent to the number of shares so repurchased be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) 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 allot or make offers, agreements and options to allot additional shares which might require the exercise of such power after the end of the Relevant Period;

(iii) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the first Annual General Meeting of the Company following the passing of this Resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authorisation conferred by this Resolution is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (c) revocation or variation of this Resolution by ordinary resolution of the shareholders in general meeting.

(C) That:

- (i) subject to paragraph (iii) below, pursuant to section 141 of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot additional shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) 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 to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to a rights issue or on the exercise of the subscription rights under any warrants, shall not exceed the aggregate of 20 per cent of the aggregate amount of the issued share capital of the Company; and

(iv) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the first Annual General Meeting of the Company following the passing of this Resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authorisation conferred by this Resolution is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (c) revocation or variation of this Resolution by ordinary resolution of the shareholders in general meeting.

“Rights issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).

By Order of the Board
Ho Sau Fun Connie
Company Secretary

Hong Kong, 15 October 2021

Registered Office:
Suite 4901, 49/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person to represent the member.
2. Where there are joint registered holders of any shares, any one of such persons may attend and vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on it together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of it must be deposited at the office of the Company's share registrar, Computershare Hong Kong Investor Services Ltd., at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
4. The purpose of Ordinary Resolution 5(A) of this Notice is to seek approval from shareholders for a general mandate to repurchase shares in the Company.
5. Concerning Ordinary Resolutions 5(B) and 5(C) of this Notice, the Directors wish to state that they have no immediate plans to issue any new shares of the Company; approval is being sought from members as a general mandate in compliance with the Listing Rules.

PRECAUTIONARY MEASURES FOR THE AGM

1. In light of the epidemic situation of COVID-19, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:
 - (i) Compulsory body temperature checks will be conducted for every shareholder or proxy at the entrance to the AGM venue. Any person with a body temperature of 37.5 degrees Celsius or above will not be given access to the AGM venue.
 - (ii) All attendees will be required to wear surgical face masks (self-supplied) before they are permitted to attend, and during their attendance of, the AGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM. Seating at the AGM venue will be arranged accordingly.
 - (iii) Attendees may be asked if (i) he/she is subject to any HKSAR Government prescribed quarantine requirement; (ii) he/she has travelled outside Hong Kong within 14 days immediately before the AGM (“recent travel history”); and (iii) he/she has had close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the AGM venue or be required to promptly leave the AGM venue.
 - (iv) Any attendee who declines any of the abovementioned measures will be refused admission to the AGM venue.
 - (v) No refreshments will be served, and there will be no corporate gifts.
 - (vi) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
 - (vii) Hand sanitizing medical will be distributed.
2. Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment, (b) to follow any guidelines or requirements of the HKSAR Government relating to COVID-19 in deciding whether or not to attend the AGM and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

3. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the AGM in person, and advises shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting in person, by completing and return the proxy form. The proxy form will be sent to the shareholders accompanied with the 2021 Annual Report.
4. For those non-registered holders whose shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.
5. If any shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Directors of the Company, he/share is welcome to send such question or matter to the Board in writing through the Company Secretary whose contact details are set out below. The Company undertakes to respond in writing to any question raised by a shareholder that could otherwise have been answered “live” at the AGM.

The Company Secretary
Suite 4901, 49/F., Central Plaza
18 Harbour Road
Hong Kong
Email: info@cheuknang.com.hk

6. If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company’s Registrar as follows:

17M Floor
Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Tel: +852 2862 8555
Fax: +852 2865 0990
Contact us: www.computershare.com/hk/contact