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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in The Cross-Harbour (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser 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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**THE CROSS-HARBOUR (HOLDINGS) LIMITED**

**港通控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 32)**

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

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A notice convening the annual general meeting of the Company (the “AGM”) to be held at 33rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and via electronic facilities on Thursday, 19 May 2022 at 10:15 a.m. or any adjournment thereof (as the case may be) is set out on pages 11 to 14 of this circular. Special arrangements will be implemented at the AGM, details of which are set out on pages ii and iii of this circular. A proxy form for use in connection with the AGM is enclosed with this circular. All shareholders (other than those who are required to attend the AGM in person, including the chairman of the AGM) wishing to attend and vote at the AGM electronically should follow the instructions set out in the accompanying notification letter or appoint the chairman of the AGM or other persons as their proxies to attend and/or vote at the AGM electronically on their behalf by completing the accompanying proxy form in accordance with the instructions printed thereon and returning it to the Company’s share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM electronically or any adjourned meeting (as the case may be) should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

13 April 2022

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## **SPECIAL ARRANGEMENTS FOR THE AGM**

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In view of the uncertainty of the development of the COVID-19 pandemic and/or the requirements and guidelines for social distancing that may be in force at the time of the AGM (the “Restrictions”), the following special arrangements will be implemented at the AGM.

### **ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES**

The AGM will be held at 33rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and by means of electronic facilities. The chairman of the AGM, Directors and/or other senior staff members who are Shareholders or proxies will attend the AGM in person, and all other Shareholders are requested to participate in the AGM electronically. For so long as the Restrictions are in place, **NO OTHER SHAREHOLDER, PROXY OR CORPORATE REPRESENTATIVE SHOULD ATTEND THE AGM IN PERSON**. Any person who attempts to do so in breach of the Restrictions will be excluded from, and will not be permitted entry to, the venue of the AGM. Shareholders who attend the AGM electronically will be counted towards the quorum and they will be able to vote on all the resolutions put to the AGM and communicate at the AGM via electronic means.

### **Registered Shareholders**

Registered Shareholders will be able to attend and vote at the AGM electronically by following the instructions set out in the accompanying notification letter (the “Notification Letter”). The Notification Letter contains details regarding the AGM arrangements, instructions and designated log-in usernames and passwords to attend and vote at the AGM via electronic means. Registered Shareholders will be able to attend the AGM at the start of the AGM until its conclusion. Any authority and instruction to proxy will be revoked if the Shareholder attends and votes electronically at the AGM.

Any corporation which is a registered Shareholder can appoint one or more proxies or corporate representatives to exercise on its behalf all of its powers as a Shareholder. If you appoint a proxy or corporate representative and they wish to attend the AGM electronically, they will need to provide an email address to arrange for the designated log-in username and password to be sent to them by the Company’s share registrar and transfer office, Tricor Tengis Limited (the “Registrar”). Please either complete and return the form of proxy in accordance with the instructions printed thereon, or contact the Registrar via their hotline set out below no later than 10:15 a.m. on 17 May 2022 for the necessary arrangements.

### **Non-registered Shareholders**

If you are a non-registered Shareholder, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the “Intermediary”) and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, you will be asked to provide an email address to arrange for the designated log-in username and password to be sent to you by the Registrar.

Any non-registered Shareholder, proxy or corporate representative who has provided an email address to arrange for the designated login details to be sent to them for attending the AGM electronically but has not received such login details by 10:15 a.m. on Wednesday, 18 May 2022 should reach out to the Registrar via their hotline set out below for assistance immediately.

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## SPECIAL ARRANGEMENTS FOR THE AGM

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**Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. The set of login details provided to each Shareholder, proxy and corporate representative is designated for use by the user only. Please keep the login details in safe custody for use at the AGM and do not disclose them to anyone else or allow anyone else to use them. It is the user's own responsibility to ensure that they have a sufficient internet connection and an adequate device for accessing Tricor e-Meeting System. Neither the Company nor its agents assume(s) any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.**

### APPOINTMENT OF PROXY

The Company strongly encourages Shareholders to vote on all the resolutions put to the AGM in advance of the AGM by completing a proxy form appointing the chairman of the AGM or a person of their choice as their proxy to vote at the AGM in accordance with their instructions and returning the completed proxy form(s) to the Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). This is to ensure that your vote is counted if you are unable to attend the AGM electronically. If you appoint a proxy, other than the chairman of the AGM, and they wish to attend the AGM electronically, they will need to provide an email address to arrange for the designated log-in username and password to be sent to them by the Registrar. If no email address is provided, your proxy cannot attend and vote at the AGM electronically. Completion and return of the proxy form will not preclude a Shareholder from subsequently attending and voting at the AGM electronically or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

**Due to constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice. Shareholders should check the latest requirements or guidelines for social distancing at the time of the AGM. Shareholders should also monitor the Company's website at [www.ch.limited](http://www.ch.limited), as well as its Stock Exchange announcements, for the latest information on any restrictions or additional procedures that will be in place at the AGM or any changes to the special arrangements mentioned in this circular.**

**If you have any queries on the above special arrangements including how you, your proxy or representative may attend and/or vote at the AGM electronically, please contact the Registrar via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened at 33rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 19 May 2022 at 10:15 a.m.
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company established as a committee of the Board
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares set out as Ordinary Resolution No. 5(A) in the Notice of AGM
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	The Cross-Harbour (Holdings) Limited, a company incorporated in Hong Kong with limited liability with Shares listed on the Main Board of the Stock Exchange (Stock Code: 32)
“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee of the Company established as a committee of the Board
“Extension Mandate”	a general mandate proposed to be granted to the Directors to extend the number of Shares which may be allotted and issued by the Directors under the Issue Mandate by such number of Shares that are repurchased by the Company under the Buy-back Mandate set out as Ordinary Resolution No. 5(C) in the Notice of AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot and issue Shares set out as Ordinary Resolution No. 5(B) in the Notice of AGM
“Latest Practicable Date”	8 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the rules governing the listing of securities made by the Stock Exchange
“Nomination Committee”	the nomination committee of the Company established as a committee of the Board
“Notice of AGM”	the notice convening the AGM set out on pages 11 to 14 of this circular
“Remuneration Committee”	the remuneration committee of the Company established as a committee of the Board
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) in the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“\$”	the Hong Kong dollar
“%”	per cent

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LETTER FROM THE BOARD

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**THE CROSS-HARBOUR (HOLDINGS) LIMITED**  
**港通控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 32)**

**Executive Director**

CHEUNG Chung Kiu (*Chairman*)  
YEUNG Hin Chung, John (*Managing Director*)  
YUEN Wing Shing  
WONG Chi Keung  
LEUNG Wai Fai  
TUNG Wai Lan, Iris

**Registered office**

25th Floor, China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

**Independent Non-executive Director**

NG Kwok Fu  
LUK Yu King, James  
LEUNG Yu Ming, Steven

13 April 2022

*To Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to give you the Notice of AGM and information regarding the following proposals to be put forward for Shareholders' approval in the AGM: (i) the re-election of retiring Directors; and (ii) the grant of the Buy-back Mandate, the Issue Mandate and the Extension Mandate.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 82 of the Articles, Mr. Cheung Chung Kiu, Mr. Wong Chi Keung and Mr. Leung Wai Fai retire from office by rotation at the AGM. The above retiring Directors, being eligible, offer themselves for re-election.

The Nomination Committee has considered the suitability of Mr. Cheung, Mr. Wong and Mr. Leung for re-appointment as Directors against the criteria described in the nomination policy and the board diversity policy adopted by the Company, and has formed the view that they continue to contribute effectively to the operation of the Board and are committed to their roles. The Nomination Committee has therefore recommended, and the Board has accepted the Nomination Committee's recommendation of, the re-appointment of each of Mr. Cheung, Mr. Wong and Mr. Leung as an Executive Director by means of a separate resolution to be voted on by Shareholders in the AGM.

Particulars of Mr. Cheung, Mr. Wong and Mr. Leung are set out in Appendix I to this circular.

### 3. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the last annual general meeting of the Company, held on 18 May 2021, the Directors were granted a general mandate to allot, issue and otherwise deal with Shares and a general mandate to repurchase Shares. These mandates expire at the conclusion of the AGM. The Directors propose to seek your approval at the AGM for the grant of:

- (a) the Buy-back Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of the relevant resolution;
- (b) the Issue Mandate to issue Shares up to a maximum of 20% of the Shares in issue as at the date of the relevant resolution; and
- (c) the Extension Mandate.

On the basis of 372,688,206 Shares in issue as at the Latest Practicable Date and assuming that no Shares would be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, if the Issue Mandate referred to above is exercised in full, it will result in the Directors being authorised to issue, allot and deal with a maximum of 74,537,641 Shares.

An explanatory statement on the Buy-back Mandate is set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 11 to 14 of this circular and a form of proxy for use at the AGM is enclosed. All Shareholders (other than those who are required to attend the AGM in person, including the chairman of the AGM) wishing to attend and vote at the AGM electronically should follow the instructions set out in the accompanying notification letter or appoint the chairman of the AGM or other persons as their proxies to attend and/or vote at the AGM electronically on their behalf by completing and signing the accompanying proxy form in accordance with the instructions printed thereon and returning it to the Company's share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM electronically or any adjourned meeting (as the case may be) should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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. The chairman of the AGM shall exercise his right under Article 65 of the Articles to demand a poll for each of the resolutions set out in the Notice of AGM. The poll results of the AGM will be published on the Company's website at [www.ch.limited](http://www.ch.limited) as soon as possible after the close of the AGM.

### 5. RECOMMENDATIONS

The Board considers that the resolutions set out in the Notice of AGM are in the interests of the Company and the Shareholders as a whole and recommends that you vote in favour of all such resolutions at the AGM.

Yours faithfully,  
For and on behalf of  
**The Cross-Harbour (Holdings) Limited**  
**Yeung Hin Chung, John**  
*Managing Director*

**Cheung Chung Kiu**, aged 57, was appointed Chairman of the Company on 21 March 2001 and is a member of the Executive Committee and the Remuneration Committee of the Company, as well as a member and chairman of the Nomination Committee of the Company. He also holds directorships in certain other members of the Group. Mr. Cheung has a wide range of experience in investment and business management, including over 25 years of experience in property development and investment mainly in Hong Kong and the PRC as well as in other mature cities globally, including London and Sydney. He is chairman of C C Land Holdings Limited (“C C Land”), and served as chairman and managing director of Y. T. Realty Group Limited (“Y. T. Realty”) until 10 November 2021. He was the founder of Planetree International Development Limited (formerly known as Yugang International Limited, “Planetree”) and served as an executive director and chairman of its board of directors until 30 April 2019. C C Land, Y. T. Realty and Planetree are public listed companies in Hong Kong.

Save as disclosed above, Mr. Cheung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor does he hold any positions with the Group, nor did he hold directorships in any other public listed companies in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Cheung was deemed to be interested in (i) 258,415,585 Shares by virtue of his indirect control of a company which owned those Shares; (ii) 2,724,239,996 shares of C C Land by virtue of his indirect control of a company which owned those C C Land shares; and (iii) a total of US\$100,000,000 of the US\$300,000,000 5.2% Guaranteed Notes due 2025 (the “PPV Notes”) issued by Perfect Point Ventures Limited (an indirect wholly owned subsidiary of C C Land), as to US\$50,000,000 of the PPV Notes beneficially owned by him and as to US\$50,000,000 of the PPV Notes owned by a company of which he had indirect control. There is neither fixed nor proposed term of his service with the Company, contractual or otherwise, except that he is subject to retirement by rotation, removal, vacation or termination of the office as a Director, and disqualification to act as a Director in the manner specified in the Articles, applicable laws and the Listing Rules. The emoluments of Mr. Cheung for the year ended 31 December 2021 were \$22,001,500, which were determined by the Remuneration Committee with reference to individual and company performance, industry specific remuneration benchmarks and prevailing market conditions. Such emoluments will be reviewed annually by the Remuneration Committee. The Company has not entered into any service contract with Mr. Cheung.

Save as disclosed above, there are no other matters concerning Mr. Cheung that need to be brought to the attention of Shareholders, nor is there any information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Wong Chi Keung**, aged 66, was appointed an Executive Director on 21 March 2001 and is a member of the Executive Committee and director of certain other members of the Group. Mr. Wong holds a doctoral degree in business and is a member of the Royal Institution of Chartered Surveyors, The Hong Kong Institute of Housing and the Chartered Institute of Housing. He is a fellow of the Hong Kong Institute of Real Estate Administrators and The Hong Kong Institute of Directors and an honorary fellow of Guangxi Academy of Social Sciences. Mr. Wong has held various senior executive positions with some of Hong Kong's leading property companies and property consultant firms for the past 30 years. He is a deputy chairman and an executive director of C C Land and an independent non-executive director of Water Oasis Group Limited, both being public listed companies in Hong Kong.

Save as disclosed above, Mr. Wong does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor does he hold any positions with the Group, nor did he hold directorships in any other public listed companies in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Wong owned 306,019 Shares within the meaning of Part XV of the SFO. There is neither fixed nor proposed term of his service with the Company, contractual or otherwise, except that he is subject to retirement by rotation, removal, vacation or termination of the office as a Director, and disqualification to act as a Director in the manner specified in the Articles, applicable laws and the Listing Rules. The emoluments of Mr. Wong for the year ended 31 December 2021 were \$2,501,500, which were determined by the Remuneration Committee with reference to individual and company performance, industry specific remuneration benchmarks and prevailing market conditions. Such emoluments will be reviewed annually by the Remuneration Committee. The Company has not entered into any service contract with Mr. Wong.

Mr. Wong was appointed as one of the directors of Score Target Investment Limited ("Score Target") on 17 August 2004. Wholly owned by Y. T. Realty indirectly, Score Target was a Hong Kong-incorporated private company limited by shares, engaging in property trading business in Hong Kong. Score Target was involved in a contractual dispute with the main contractor employed by Score Target in mid-1994 for a property development project. The said main contractor was placed into compulsory liquidation in 1997, and Score Target commenced a creditors' voluntary winding up on 21 September 2004. With no liability having been admitted, all disputes between Score Target and the said main contractor were settled in 2006, and the amount involved in such settlement was approximately HK\$5 million. Score Target was dissolved on 28 February 2007.

Save as disclosed above, there are no other matters concerning Mr. Wong that need to be brought to the attention of Shareholders, nor is there any information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Leung Wai Fai**, aged 60, was appointed an Executive Director on 21 March 2001 and is a member of the Executive Committee and director of certain other members of the Group. Mr. Leung graduated from University of Wisconsin-Madison with a bachelor's degree in business administration. He is a fellow of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Leung has over 30 years of extensive experience in accounting and financial reporting. He is an executive director of C C Land.

Save as disclosed above, Mr. Leung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor does he hold any positions with the Group, nor did he hold directorships in any other public listed companies in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Leung did not have any interests in the Shares within the meaning of Part XV of the SFO. There is neither fixed nor proposed term of his service with the Company, contractual or otherwise, except that he is subject to retirement by rotation, removal, vacation or termination of the office as a Director, and disqualification to act as a Director in the manner specified in the Articles, applicable laws and the Listing Rules. The emoluments of Mr. Leung for the year ended 31 December 2021 were \$4,001,500, which were determined by the Remuneration Committee with reference to individual and company performance, industry specific remuneration benchmarks and prevailing market conditions. Such emoluments will be reviewed annually by the Remuneration Committee. The Company has not entered into any service contract with Mr. Leung.

Save as disclosed above, there are no other matters concerning Mr. Leung that need to be brought to the attention of Shareholders, nor is there any information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

This explanatory statement is made pursuant to Rule 10.06(1)(b) of the Listing Rules, which also constitutes the memorandum required under section 239(2) of the Companies Ordinance.

- (i) As at the Latest Practicable Date, the number of Shares in issue was 372,688,206. Subject to the passing of the ordinary resolution approving the Buy-back Mandate and on the basis that no further Shares would be issued and/or repurchased by the Company prior to the date of the AGM, the Company will be allowed under the Buy-back Mandate to repurchase a maximum of 37,268,820 Shares during the Relevant Period (as defined in Ordinary Resolution No. 5(A) in the Notice of AGM).
- (ii) The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the circumstances, lead to an enhancement of the Company's net asset value and/or its earnings per Share. The Directors are seeking your grant of the Buy-back Mandate to give the Company the flexibility to repurchase Shares if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the Shares are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.
- (iii) The Directors propose that repurchases of Shares under the Buy-back Mandate shall be financed from distributable profits of the Company or from other funds legally available for such purposes in accordance with the Company's constitutional documents, the laws of Hong Kong and the Listing Rules.
- (iv) The Directors consider that there will be no material adverse impact on the working capital and gearing position of the Company (as compared with the position disclosed in the Company's audited accounts for the year ended 31 December 2021) upon full exercise of the Buy-back Mandate at any time during the proposed repurchase period. The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect 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.
- (v) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (within the meaning ascribed under the Listing Rules) has any present intention, in the event that the Buy-back Mandate is approved by Shareholders at the AGM, to sell any Shares to the Company.
- (vi) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

- (vii) If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeover Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning ascribed under the Takeover Code), depending on the level of increase of its or their interest, could obtain or consolidate control of the Company following any Share repurchases by the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

The Directors were not aware of any consequences which would arise under the Takeover Code as a result of the exercise of the Buy-back Mandate as at the Latest Practicable Date.

- (viii) The Company has not repurchased any Shares during the 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).
- (ix) No core connected person (within the meaning ascribed under the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by Shareholders at the AGM.
- (x) The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the previous 12 months are as follows:

	<b>Highest</b>	<b>Lowest</b>
	\$	\$
<b>2021</b>		
April	14.30	12.60
May	13.38	12.66
June	13.00	12.56
July	13.10	12.38
August	12.90	11.70
September	11.88	10.68
October	11.50	10.00
November	11.52	11.30
December	11.54	10.60
<b>2022</b>		
January	11.36	10.82
February	11.10	10.90
March	11.02	10.72
April (up to and including the Latest Practicable Date)	10.96	10.80

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## NOTICE OF ANNUAL GENERAL MEETING

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# THE CROSS-HARBOUR (HOLDINGS) LIMITED 港通控股有限公司

*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 32)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of The Cross-Harbour (Holdings) Limited (the “Company”) will be held at 33rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and via electronic facilities on Thursday, 19 May 2022 at 10:15 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2021.
2. To declare a final dividend for the year ended 31 December 2021.
3. To re-elect retiring directors and to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix the auditors’ remuneration.
5. As special business, to consider and, if thought fit, pass with or without modification the following ordinary resolutions:

### ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company in issue, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares to be repurchased by the Company pursuant to the approval of paragraph (a) of this resolution shall not exceed ten per cent (10%) of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of sub-division and consolidation of shares) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) 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 law to be held; and
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
  
- (B) **“THAT:**
  - (a) subject to paragraph (c) of this resolution, 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 in the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares in the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares in the Company) which would or might require shares in the Company to be allotted after the expiry of the Relevant Period (as hereinafter defined);
  - (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Pro-Rata Issue (as hereinafter defined); or (ii) the exercise of rights of subscription, conversion or exchange under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into shares in the Company; or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company, shall not exceed twenty per cent (20%) of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of sub-division and consolidation of shares) and the said approval shall be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 law to be held; and
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Pro-Rata Issue” means an offer of shares or issue of options, warrants or other securities (including bonus issues or offers) giving the rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate such other securities) (subject in all cases 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).”

(C) **“THAT:**

conditional upon the passing of resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution numbered 5(B) set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the total number of the shares repurchased by the Company under the authority granted pursuant to resolution numbered 5(A) set out in the notice convening this meeting, provided that such extended number of shares shall not exceed ten per cent (10%) of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of sub-division and consolidation of shares).”

By order of the board  
**The Cross-Harbour (Holdings) Limited**  
**Leung Shuk Mun, Phyllis Sylvia**  
*Company Secretary*

Hong Kong, 13 April 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The “Special Arrangements for the AGM” set out in the Company’s circular to its shareholders dated 13 April 2022 (the “Circular”) shall form part of this notice. As set out in the section headed “Special Arrangements for the AGM” of the Circular, members (other than those who are required to attend the AGM in person, including the chairman of the AGM) are requested to attend and vote at the AGM electronically by following the instructions set out in the notification letter sent by the Company’s share registrar and transfer office, Tricor Tengis Limited (the “Registrar”). **The Company strongly encourages members to vote on all the resolutions put to the AGM in advance of the AGM by completing a proxy form appointing the chairman of the AGM or a person of their choice as their proxy to vote at the AGM in accordance with their instructions and returning the completed proxy form(s) to the Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong** as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). This is to ensure that your vote is counted if you are unable to attend the AGM electronically. **Completion and return of the proxy form will not preclude a member from subsequently attending and voting at the AGM electronically or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.**
2. For determining members’ rights to attend and vote at the AGM, the deadline for share registration will be Friday, 13 May 2022. Members should therefore ensure that all transfer documents and accompanying share certificates are lodged for registration with the Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Friday, 13 May 2022.
3. For the purpose of determining the members who are entitled to the final dividend, the register of members and transfer books of the Company will be closed from Wednesday, 25 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to qualify for the final dividend, all transfer documents and accompanying share certificates must be lodged for registration with the Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Tuesday, 24 May 2022.