
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your 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 Chu Kong Shipping Enterprises (Group) Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee, or 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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RE-ELECTION OF DIRECTORS, DECLARATION OF FINAL DIVIDEND, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Chu Kong Shipping Enterprises (Group) Company Limited to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 31st May 2022 at 11:00 a.m. (Hong Kong time) is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for the annual general meeting (i.e. before 29th May 2022 (Sunday), 11:00 a.m. (Hong Kong time)) or any adjournment thereof (as the case may be). Submission of a proxy form shall not preclude you from attending the annual general meeting or any adjournment of such meeting and voting in person should you so wish and in such event, the proxy form will be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE AGM

To protect the attending Shareholders, staff and stakeholders from the risk of infection of novel coronavirus ("COVID-19"), the Company will implement certain precautionary measures at the AGM against the pandemic. Please refer to the section "Precautionary Measures for the AGM".

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (a) compulsory body temperature screening/checks will be conducted for each attendee at each entrance of the AGM venue. Any attendee with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (b) each attendee must wear a surgical face mask throughout the AGM and inside the AGM venue;
- (c) distance between seats will be arranged in the AGM venue to ensure proper social distancing and each attendee will be assigned to a designated seating area; and
- (d) no refreshment will be served, and no corporate gift will be distributed.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with the latest COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the Company's website at www.cksd.com. If you are not a registered Shareholder (if your shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders have any questions relating to the AGM, please contact Tricor Tengis Limited, the Company's share registrar as follows:

Tricor Tengis Limited
Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333

Subject to the development of the COVID-19, the Company may implement further changes and precautionary measures in relation to the AGM arrangements at short notice to comply with the requirements of the Hong Kong government. Shareholders are reminded to check the websites of the Company at www.cksd.com and the Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for further announcements and updates on the AGM arrangements. For the avoidance of doubt, the Company reserves the right to change the conditions in relation to the AGM in the event of changes in government regulations and non-adherence to any government regulations and/or precautionary measures in relation to the AGM arrangements by attendees at the AGM.

DEFINITIONS

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 held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong, on Tuesday, 31st May 2022 at 11:00 a.m. (Hong Kong time) or any adjourned meeting thereof
“AGM Notice”	the notice convening the AGM set out on pages 15 to 18 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Close Associate(s)”	has the meaning as defined in the Listing Rules
“CKSE”	Chu Kong Shipping Enterprises (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, the controlling Shareholder and a wholly-owned subsidiary of GDPS
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Chu Kong Shipping Enterprises (Group) Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Core Connected Person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined in paragraph 5 of the “Letter from the Board” contained in this circular
“GDPS”	廣東省港航集團有限公司 (Guangdong Provincial Port & Shipping Group Company Limited*), formerly known as 廣東省 航運集團有限公司(Guangdong Province Navigation Group Company Limited*), a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	as defined in paragraph 5 of the “Letter from the Board” contained in this circular
“Latest Practicable Date”	4th April 2022 being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	as defined in paragraph 5 of the “Letter from the Board” contained in this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	percent

LETTER FROM THE BOARD



珠江船務企業(股份)有限公司
Chu Kong Shipping Enterprises (Group) Co., Ltd.

(Incorporated in Hong Kong with limited liability)
(Stock Code: 00560)

Mr. Liu Guanghui** (*Chairman of the Board*)

Mr. Zhou Jun** (*General Manager*)

Ms. Zhong Yan*

Mr. Liu Wuwei**

Mr. Chan Kay-cheung***

Ms. Yau Lai Man***

Mr. Chow Bing Sing***

* *Non-executive Director*

** *Executive Directors*

*** *Independent Non-executive Directors*

Registered Office:

22nd Floor,
Chu Kong Shipping Tower,
143 Connaught Road Central,
Hong Kong

Principle Place of Business in Hong Kong:

24th Floor,
Chu Kong Shipping Tower,
143 Connaught Road Central,
Hong Kong

12th April 2022

To all Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
DECLARATION OF FINAL DIVIDEND,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, amongst other matters, the re-election of Directors, the declaration of final dividend and the grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate.

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS

The 2021 annual report incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors for the year ended 31st December 2021 will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

LETTER FROM THE BOARD

3. DECLARATION OF FINAL DIVIDEND

As mentioned in the results announcement of the Company dated 23rd March 2022, the Board resolved to recommend the payment of a final dividend of HK2 cents per Share in respect of the year ended 31st December 2021 to Shareholders whose names appear on the register of members of the Company on 10th June 2022, subject to Shareholders' approval at the AGM. The final dividend, if approved, will be paid in cash.

The register of members of the Company will be closed from 8th June 2022 (Wednesday) to 10th June 2022 (Friday), both dates inclusive, during which no transfer of Shares will be effected for the purpose of ascertaining the Shareholders entitled to the final dividend for the year ended 31st December 2021 to be approved at the AGM.

In order to qualify for the proposed final dividend for the year ended 31st December 2021, all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on 7th June 2022 (Tuesday) for registration.

The dividend warrants for the cash dividends are expected to be sent by ordinary mail to Shareholders at their own risk on or around 30th June 2022 (Thursday).

4. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. Liu Guanghui, who was appointed on 27th August 2021 and Mr. Zhou Jun, who was appointed on 7th February 2022, will retire as Directors at the AGM. They, being eligible, offer themselves for re-election as Directors at the AGM.

In accordance with Article 88 of the Articles of Association, Ms. Zhong Yan and Ms. Yau Lai Man will retire as Directors by rotation at the AGM. Then, being eligible, offer themselves for re-election as Directors at the AGM.

Ms. Yau Lai Man, being an independent non-executive Director, has given an annual confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Ms. Yau Lai Man had served as an independent non-executive Director for more than 9 years. The Board is of the view that she remains to be independent after assessing her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board also believes that Ms. Yau Lai Man has the required character, integrity and experience to fulfill and discharge the roles and duties of an independent non-executive Director and recommends that Ms. Yau Lai Man should be re-elected as independent non-executive Director at the AGM.

The biographical details and other information of Mr. Liu Guanghui, Mr. Zhou Jun, Ms. Zhong Yan and Ms. Yau Lai Man are set out in Appendix I to this circular. According to the resolution under item 3 of the AGM Notice, the re-election of Directors will be individually voted on by Shareholders at the AGM.

LETTER FROM THE BOARD

5. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to approve the granting to the Directors of a general and unconditional mandate to allot, issue or deal with the Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing the relevant resolution (“Issue Mandate”). As at the Latest Practicable Date, a total of 1,121,166,885 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company for the period from the Latest Practicable Date up to and including the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 224,233,377 Shares.

At the AGM, an ordinary resolution will also be proposed to approve the granting to the Directors of a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed up to a maximum of 5% of the aggregate number of Shares in issue as at the date of passing the relevant resolution (“Repurchase Mandate”). As at the Latest Practicable Date, a total of 1,121,166,885 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company for the period from the Latest Practicable Date up to and including the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 56,058,344 Shares.

The explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate is set out in Appendix II to this circular.

In addition, an ordinary resolution will be proposed at the AGM that any Shares repurchased under the Repurchase Mandate (up to a maximum of 5% of the aggregate number of Shares in issue as at the date of the grant of the Repurchase Mandate) will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate (“Extension Mandate”).

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the Company is required by the Articles of Association or any applicable law to hold its next annual general meeting; or (iii) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company. The Board wishes to state that with regard to the Issue Mandate, it has no immediate plan to issue any Shares pursuant thereto, and with regard to the Repurchase Mandate, the Board may or may not repurchase any Shares pursuant thereto depending on the prevailing market conditions.

The full text of the ordinary resolutions to be proposed at the AGM in relation to the Issue Mandate, the Repurchase Mandate and the Extension Mandate are set out in the resolutions under items 5 to 7 of the AGM Notice.

LETTER FROM THE BOARD

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM shall demand a poll on each of the resolutions set on in the AGM Notice in accordance with Article 61 of the Articles of Association.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 15 to 18 of this circular. At the AGM, resolutions will be proposed to approve, amongst other matters, the re-election of Directors, the declaration of final dividend, and the grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate.

The register of members of the Company will be closed on 25th May 2022 (Wednesday) to 31st May 2022 (Tuesday), during which no transfer of Shares will be effected. In order to ascertain Shareholders' rights for the purpose of attending and voting at the AGM to be held on 31st May 2022 (Tuesday), all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on 24th May 2022 (Tuesday) for registration.

A proxy form for use at the AGM is enclosed with this circular. Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for the AGM (i.e. before 29th May 2022 (Sunday), 11:00 a.m. (Hong Kong time)) or any adjournment thereof (as the case may be). Submission of a proxy form shall not preclude you from attending the AGM or any adjournment of such meeting and voting in person should you so wish and in such event, the proxy form will be deemed to be revoked.

In light of the epidemic situation of COVID-19, Shareholders may consider appointing the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.

8. RECOMMENDATION

The Board believes that the proposals mentioned above, including the proposals for the re-election of Directors, the declaration of final dividend, and the grant of each of the Issue Mandate, Repurchase Mandate and the Extension Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

LETTER FROM THE BOARD

9. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
Chu Kong Shipping Enterprises (Group) Company Limited
Liu Guanghui
Chairman

The particulars of Mr. Liu Guanghui, Mr. Zhou Jun, Ms. Zhong Yan and Ms. Yau Lai Man, as required by Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date, are set out below to enable Shareholders to make an informed decision on their re-election at the AGM.

Mr. Liu Guanghui

Mr. Liu Guanghui (“Mr. Liu”), aged 50, was appointed as executive director of the Company and chairman of the Board on 27th August 2021, responsible for the strategic planning and decision-making of the Group. Mr. Liu graduated from InterAmerican University with a master degree in business administration in 2011 and graduated from the Graduate School of the Party School of the Central Committee of the Communist Party of China in 2016 with a postgraduate degree in economics. Mr. Liu joined the shipping industry in 1991 and began to engage in shipping and tourism management related works. He was successively appointed as deputy general manager and general manager of Guangdong Zhujiang International Travel Services Co., Ltd. from July 2000 to December 2006, appointed as the general manager of Blue Dolphin Cruises Branch of Guangdong Zhujiang Shipping Co., Ltd. and Guangdong Zhujiang International Travel Services Co., Ltd. from January 2007 to January 2009, the director and deputy general manager of Guangdong Zhujiang Shipping Co., Ltd., the general manager of Blue Dolphin Cruises Branch of Guangdong Zhujiang Shipping Co., Ltd. and Guangdong Zhujiang International Travel Services Co., Ltd. and the chairman of Guangdong Zhuhang Tourism Automobile Co., Ltd. from January 2009 to December 2010, the general manager of Guangdong Zhujiang Shipping Co., Ltd. from January 2011 to May 2012, the chairman of Guangdong Zhujiang Shipping Co., Ltd. from June 2012 to April 2014, the chairman of Guangdong Zhujiang Shipping Co., Ltd. and Guangdong Zhanjiang Shipping Group Co., Ltd. from May 2014 to October 2014, the chairman of Guangdong Zhanjiang Shipping Group Co., Ltd. from October 2014 to August 2021. He is currently the director of CKSE and chairman of Guangdong Chu Kong Shipping Co., Ltd. Mr. Liu has more than 30 years of experience in operation and administration management in the navigation and tourism industries.

Pursuant to the appointment letter entered between Mr. Liu and the Company, his current term of office is 3 years from 27th August 2021, unless terminated by either party giving to the other not less than 1 month’s prior notice in writing. He is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms and conditions of Mr. Liu’s letter of appointment as executive director of the Company, Mr. Liu will not receive remuneration from the Company as an executive director of the Company and as a member of the executive committee of the Company. Under the contract of employment in relation to his employment as a chairman of the Board, Mr. Liu is entitled to an annual salary which together with other benefits amounting to approximately HK\$1.2 million and is eligible to receive a performance-related discretionary bonus.

Mr. Zhou Jun

Mr. Zhou Jun (“Mr. Zhou”), aged 50, was appointed as executive director and general manager of the Company on 7th February 2022, responsible for the production, operation and development of the Group. Mr. Zhou was graduated from Changsha Jiaotong University in 1995 majoring in finance, and obtained a master degree in business administration from Changsha University of Science & Technology in 2013. He is also a certified senior economist of the People’s Republic of China. Mr. Zhou has 26 years of experience in finance and investment management industry since 1995. Mr. Zhou worked successively as the chief accountant, director and general manager of Foshan Guang-San Expressway Company Limited from 1999 to 2013, director and general manager of Guangdong Yue-Gan Expressway Company Limited and Guangdong Hehui Expressway Co., Ltd. from 2013 to 2015, director and deputy general manager of Guangdong Litong Real Estate Investment Co., Ltd from 2015 to 2019, general manager of the capital operation department of GDPS from August 2019 to January 2022 and deputy general manager of the Company from April 2020 to February 2022. He is currently the director of CKSE and Guangdong Chu Kong Shipping Co Ltd., the vice-chairman of Guangzhou Foshan Expressway Ltd. and chairman of Hong Kong International Airport Ferry Terminal Services Limited

Pursuant to the appointment letter entered between Mr. Zhou and the Company, his current term of office is 3 years from 7th February 2022, unless terminated by either party giving to the other not less than 1 month’s prior notice in writing. He is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms and conditions of Mr. Zhou’s letter of appointment as executive director of the Company, Mr. Zhou will not receive remuneration from the Company as an executive director of the Company and as a member of the executive committee of the Company. Under the contract of employment in relation to his employment as a managing director of the Company, Mr. Zhou is entitled to an annual salary which together with other benefits amounting to approximately HK\$1.1 million and is eligible to receive a performance-related discretionary bonus.

Ms. Zhong Yan

Ms. Zhong Yan (“Ms. Zhong”), aged 46, was appointed as non-executive director of the Company on 1st April 2020, participating in strategic planning and decision-making of the Group. Ms. Zhong graduated from Shanghai Maritime University in 1997, majoring in Computer Science and Computer Application and minoring in International Container Transportation Management, and studied a master degree in Global Economy at Sun Yat-Sen University between 2000 and 2003. She is also a certified assistant engineer and certified economist in the People’s Republic of China. She has 24 years of experience in information technology, disciplinary inspection, supervisory audit and trade union management since 1997. She has joined GDPS since 2000 and worked successively in the information center, general manager’s office, comprehensive management department and female staff association, etc. Ms. Zhong was successively appointed as the chairman of the union and secretary of the commission for discipline inspection of Guangdong Bonny Fair Heavy Industry Limited from 2013 to 2018, member of the commission for discipline inspection and deputy manager of the supervision and audit department of GDPS from 2016 to 2019, deputy general manager of Guangzhou Hangcheng Real Estate Development Operation Co., Ltd. from 2019 to March 2020. She is currently the director of CKSE.

Pursuant to the appointment letter entered between Ms. Zhong and the Company, her current term of office is 3 years from 1st April 2020, unless terminated by either party giving to the other not less than 1 month's prior notice in writing. She is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms and conditions of Ms. Zhong's letter of appointment as executive director of the Company, Ms. Zhong will not receive remuneration from the Company as a non-executive director of the Company.

Ms. Yau Lai Man

Ms. Yau Lai Man ("Ms. Yau"), aged 58, was appointed as independent non-executive director of the Company on 1st January 2005. Prior to joining the Group in 2001, Ms. Yau had worked with a "big four" accounting firm and a multinational corporation. Ms. Yau obtained a master degree in business administration from The University of Warwick in the United Kingdom. Ms. Yau is a member of the Hong Kong Institute of Certified Public Accountants and is also a member of the Institute of Chartered Accountants in England & Wales. Ms. Yau presently is an executive director of Essex Bio-Technology Limited listed on the Main Board of The Stock Exchange of Hong Kong Limited. Ms. Yau is a director of Essex Bio-Investment Limited, Essex Bio-Pharmacy Limited, Zhuhai Essex Bio-Pharmaceutical Company Limited, Zhuhai UNO Technology Company Limited and UNO Medical (Zhuhai) Company Limited, all being subsidiaries of Essex Bio-Technology Limited.

Pursuant to the appointment letter entered between Ms. Yau and the Company, her current term of office is 3 years from 1st April 2021, unless terminated by either party giving to the other not less than 1 month's prior notice in writing. She is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms and conditions of Ms. Yau's letter of appointment as independent non-executive director of the Company, Ms. Yau will receive HK\$200,000 per year from the Company as a non-executive director of the Company and which is determined by the Board with regard to her duties, responsibilities, and time spent on the affairs of the Company.

Save as disclosed above, none of Mr. Liu, Mr. Zhou, Ms. Zhong and Ms. Yau has held any other major appointment and qualifications or directorship in listed public companies in the last three years, nor does he has any relationship with any directors, senior management, substantial or controlling Shareholders. Save as disclosed above, none of Mr. Liu, Mr. Zhou, Ms. Zhong and Ms. Yau holds any position with other members of the Group, and has any interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of Shareholders in relation to their standing for re-election as Directors.

The following is the explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules in connection with the Repurchase Mandate and also constitutes a memorandum under section 239(2) of the Companies Ordinance. The information in the explanatory statement is to provide Shareholders with the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES

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

2. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to the Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company and thereby resulting in an increase in net assets and/ or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. SHARE CAPITAL

As at the Latest Practicable Date, the aggregate number of Shares in issue was 1,121,166,885 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 56,058,344 Shares provided that no less than 25% of the Shares in issue were in the public hands and on the basis that no new Shares will be issued or repurchased for the period from the Latest Practicable Date up to and including the date of the AGM.

4. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such repurchase in accordance with Articles of Association, the laws of Hong Kong and the Listing Rules. Repurchases pursuant to the Repurchase Mandate will be made out of internal funds legally permitted to be utilised in this connection, including the funds otherwise available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose.

There would not be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report for the year ended 31st December 2021) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company (which in the opinion of the Directors are from time to time appropriate for the Company). The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months were as follows:

	Share Prices (per Share)	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2021		
April	1.18	1.07
May	1.14	1.01
June	1.12	1.01
July	1.07	0.95
August	1.04	0.96
September	1.10	0.96
October	1.04	0.95
November	0.99	0.94
December	0.97	0.93
2022		
January	1.06	0.95
February	1.28	0.98
March	1.07	0.89
April (up to the Latest Practicable Date)	0.96	0.94

6. SHARE REPURCHASE MADE BY THE COMPANY

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

7. DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules and the Companies Ordinance.

If as a result of the repurchase of the Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, CKSE beneficially owned 784,817,520 Shares (approximately 70.0% of the aggregate number of Shares in issue). In case where the Repurchase Mandate is exercised to its full extent, the shareholding interest of CKSE will become approximately 73.7%. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of the exercise of the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to repurchase Shares to the extent that less than 25% of the number of Shares in issue will be in the public hands.

Neither the Directors nor any of their Close Associates, to the best of knowledge of the Directors having made all reasonable enquiries, has a present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

The Company has not been notified by any Core Connected Persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in Hong Kong with limited liability)
(Stock Code: 00560)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of CHU KONG SHIPPING ENTERPRISES (GROUP) COMPANY LIMITED (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 31st May 2022 (Tuesday) at 11:00 a.m. (Hong Kong time) for the purpose of transacting the following businesses:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31st December 2021.
2. To declare a final dividend for the year ended 31st December 2021.
3. To re-elect the retiring Directors, each as a separate resolution, and to authorise the board of Directors (the “**Board**”) to fix their remuneration.
4. To re-appoint KPMG as the Auditors and to authorise the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions whereby items 5 to 7 shall be proposed as ordinary resolutions:

5. “**THAT:**
 - (1) subject to paragraph (3) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into shares of the Company and other rights to subscribe for any shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (2) the approval of paragraph (1) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into shares of the Company and other rights to subscribe for any shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(3) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (1) of this resolution, other than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares of the Company as scrip dividends pursuant to the articles of association of the Company from time to time; or (iii) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of shares of the Company or rights to subscribe for shares of the Company, shall not exceed 20% of the aggregate number of the shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

(4) 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 applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and “**Rights Issue**” means the allotment, issue or grant of shares of the Company pursuant to any offer of shares of the Company open for a period fixed by the Directors to the holders of shares of the Company whose names appear on the register of member of the Company on a fixed record date in proportion to their then holdings of such shares of the Company as at that date (subject to such exclusions or other arrangements as the Directors 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 applicable to the Company).”

6. “**THAT:**

(1) subject to paragraph (2) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange in any territory applicable to the Company, subject to and in accordance with all applicable law and/or the requirements of the rules governing the listing of securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the aggregate number of the shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (1) of this resolution during the Relevant Period shall not exceed 5% of the aggregate number of share of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (3) 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 applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. **“THAT:** subject to the ordinary resolutions Nos. 5 and 6 set out above being duly passed, the number of shares of the Company that may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with pursuant to the general mandate granted under ordinary resolution No.5 set out above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution No.6 set out above, provided that such amount of shares of the Company shall not exceed 5% of the aggregate number of the shares of the Company in issue as at the date of passing the said resolution.”
8. To transact any other businesses, if any.

For and On Behalf of the Board of
Chu Kong Shipping Enterprises (Group) Company Limited
Cheung Mei Ki, Maggie
Company Secretary

Hong Kong, 12th April 2022

Note:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Annual General Meeting. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each of such proxies is so appointed. In light of the epidemic situation of COVID-19, shareholders may consider appointing the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

NOTICE OF ANNUAL GENERAL MEETING

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised in writing.
3. In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Board has no immediate plan to issue any new shares of the Company.
4. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The Board may or may not repurchase any shares of the Company pursuant to the mandate to be granted under the proposed resolution numbered 6 above depending on the prevailing market conditions.
5. In order to be valid, the proxy form must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and, in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 29th May 2022 (Sunday), 11:00 a.m. (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder from attending in person and voting at the Annual General Meeting or any adjournment thereof, should he/she so wish and in such event, the proxy form will be deemed to be revoked.
6. In the case of joint holders of shares, any one of such holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Annual General 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.
7. Subject to the development of the COVID-19, the Company may implement further changes and precautionary measures in relation to the AGM arrangements at short notice to comply with the requirements of the Hong Kong government. The Company shall announce further updates on the AGM arrangements on the websites of the Company at www.cksd.com and the Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk as and when appropriate.
8. As at the date of this circular, the Company's executive directors are Mr. Liu Guanghui, Mr. Zhou Jun and Mr. Liu Wuwei; non-executive director is Ms. Zhong Yan; and independent non-executive directors are Mr. Chan Kay-cheung, Ms. Yau Lai Man and Mr. Chow Bing Sing.