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 **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)**

**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;

- (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;

- (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.

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](http://www.cksd.com) and the Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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.