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建聯集團有限公司*
Chinney Alliance Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 385)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Chinney Alliance Group Limited (the “Company”, collectively with its subsidiaries, the “Group”) will be held on Thursday, 2 June 2022 at 11:30 a.m. at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2021 together with the reports of the directors and the independent auditor thereon.
2. To declare a final dividend for the year ended 31 December 2021.
3. To re-elect directors and to authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint auditor and to authorise the board of directors to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers;

- (b) the mandate in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said mandate shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable laws to be held; or
- (iii) the date of the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to the holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company, after making enquiry, may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of the relevant place, or the requirements of the relevant regulatory body or any stock exchange in that place).”

By Order of the Board
Yun-Sang Lo
Company Secretary

Hong Kong, 28 April 2022

Notes:

- (1) A shareholder entitled to attend and vote at the AGM (and at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy in the prescribed form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or other authority must be completed, signed and deposited with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the AGM (and at any adjournment thereof).
- (3) Where there are joint registered holders of any shares, any one of such joint holders may vote at the AGM (and at any adjournment thereof), either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (4) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), any vote of shareholders at a general meeting must be taken by poll and the Company must announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. The chairman of the meeting will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to the Bye-laws of the Company (the “Bye-laws”). An announcement will be made by the Company following the conclusion of the AGM to inform the results of the AGM.

- (5) With regard to resolution 3 in this notice, Mr. Anthony King-Yan Tong (“Mr. Tong”) and Ms. Dee-Dee Chan (“Ms. Chan”) who were appointed subsequent to the last annual general meeting of the Company, will hold office until the AGM and, being eligible, offer themselves for re-election in accordance with bye-law 86 of the Bye-laws at the AGM.

Mr. James Sing-Wai Wong (“Mr. Wong”) will retire by rotation at the AGM in accordance with bye-law 87 of the Bye-laws. Mr. Wong, being eligible, will offer himself for re-election at the AGM.

- (6) Details of the directors who stand for re-election at the AGM are set out below:-

Anthony King-Yan Tong

Aged 65, was appointed as an independent non-executive director of the Company on 29 July 2021. He is a partner and director of Group Talent Global Limited, a company focusing on development of affordable luxury residences in Thailand. Mr. Tong had served 40 years with PricewaterhouseCoopers (the “Firm”) in Hong Kong and San Francisco with closed to 30 years as a partner and served many years on the Hong Kong and China Firm’s board of partners. He also founded the US Tax Consulting Group of the Firm in Greater China and led the US Tax practice in Asia Pacific until his retirement as partner in 2017. He has strong experience advising on tax issues relating to cross-border mergers and acquisitions, tax efficient financing structures and profit repatriation, structuring of private equity and venture capital funds and investments. Mr. Tong holds a Bachelor of Business Administration degree (major in Accounting) from the University of California, Berkeley and is a US Certified Public Accountant (inactive).

Mr. Tong does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) (the “SFO”). Save as disclosed above, Mr. Tong does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Tong has entered into a letter of appointment with the Company. Pursuant to the letter of appointment, Mr. Tong is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Bye-laws. Mr. Tong is entitled to a director’s fee of HK\$320,000 per annum which is based on the Company’s remuneration policy adopted for independent non-executive directors of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor any other matters and information need to be brought to the attention of the shareholders of the Company or required to be disclosed pursuant to any of the requirements of the Listing Rules in respect of Mr. Tong.

Dee-Dee Chan

Aged 39, was appointed as an independent non-executive director of the Company on 28 December 2021. She is a chief investment officer of Park Lane Capital Holdings Limited, responsible for overall asset allocation, external manager due diligence and selection, and all investment related activities for a single family office portfolio. She has been a director of Hotel ICON Limited since January 2022. She is also a director of Seal of Love Charitable Foundation, responsible for the overall strategic planning and execution for philanthropic activities in Hong Kong, Cambodia, Thailand and Vietnam. She was a vice president of BNP Paribas Wealth Management, specialist in structured equity derivatives. Ms. Chan graduated from Claremont McKenna College with a Bachelor of Arts degree with Honours in French and Politics, Philosophy and Economics, and a Master of Education with Distinction from The University of Hong Kong.

Ms. Chan is currently a Court member and an Institutional Advancement and Outreach Committee member of The Hong Kong University of Science and Technology, and a member of Grants Allocation Committee of Fu Tak Iam Foundation Limited.

Ms. Chan does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Chan does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. She does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Ms. Chan has entered into a letter of appointment with the Company. Pursuant to the letter of appointment, Ms. Chan is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws. Ms. Chan is entitled to a director's fee of HK\$320,000 per annum which is based on the Company's remuneration policy adopted for independent non-executive directors of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor any other matters and information need to be brought to the attention of the shareholders of the Company or required to be disclosed pursuant to any of the requirements of the Listing Rules in respect of Ms. Chan.

James Sing-Wai Wong

Aged 58, was appointed as an executive director of the Company in August 2010. He graduated from the University of Washington with a Bachelor's degree with honors in Economics. He also holds a Juris Doctor degree from the University of California Hastings College of Law, and a Master's degree in Systems Engineering and Information Systems from the Florida Institute of Technology. He is licensed to practice law in the United States of America and the State of California, where he also holds a Real Estate Broker's License. He has accumulated over thirty years of experience in economics, law, management and information systems in Hong Kong, United States, Canada, the United Kingdom and the Mainland China.

Mr. Wong is the chairman and a director of Chinney Alliance Engineering Limited and a director of Chinney Alliance (China) Limited, Jacobson van den Berg (Hong Kong) Limited, Chinney Construction Company, Limited, Kin Wing Engineering Company Limited and Shun Cheong Electrical Engineering Company Limited, all being major subsidiaries of the Company.

Mr. Wong is an executive director of Chinney Investments, Limited (stock code: 216, “Chinney Investments”), a director of Chinney Holdings Limited and Lucky Year Finance Limited, all being substantial shareholders of the Company, and a director of Chinney Capital Limited which is a shareholder of the Company. He is also an executive director of Chinney Kin Wing Holdings Limited (stock code: 1556, “Chinney Kin Wing”) and Hon Kwok Land Investment Company, Limited (stock code: 160, “Hon Kwok”). Chinney Investments, Hon Kwok and Chinney Kin Wing are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He is the son of Dr. James Sai-Wing Wong, the chairman and a substantial shareholder of the Company.

Mr. Wong does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Wong does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract of fixed term entered into between the Company and Mr. Wong. His directorship is subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Bye-laws. Mr. Wong has an employment contract with the Company which is terminable by either party by serving to another party six months’ advance written notice. He is entitled to an annual salary and allowances of HK\$4,580,480 which has been fixed by reference to his position, his level of responsibilities and the remuneration policy of the Group. In addition, he is entitled to a discretionary bonus to be determined by the board of directors of the Company (the “Board”) and other employment benefits provided by the Group to all eligible staff.

Mr. Wong was a director of Lion Mark Holdings Limited and Lion Foods Limited (collectively the “Lion Group”) during the period from May 1995 to July 2007. Lion Group was incorporated in the United Kingdom and engaged in food manufacturing, processing and ingredient trading. Lion Group was put into administration proceedings on 10 October 2002. The entire business was sold by the administrators in the same year and Lion Group was subsequently dissolved in July 2007.

Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor any other matters and information need to be brought to the attention of the shareholders of the Company or required to be disclosed pursuant to any of the requirements of the Listing Rules in respect of Mr. Wong.

- (7) **Taking into account of the recent development of the pandemic caused by Covid-19, the Company will implement the following prevention and control measures at the AGM to protect the shareholders from the risk of infection:**
- (i) **Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;**
 - (ii) **Every shareholder or proxy is required to wear surgical facial mask properly throughout the meeting;**
 - (iii) **Hand sanitiser will be provided; and**
 - (iv) **No drinks and refreshment will be served.**

Furthermore, the Company strongly encourages the shareholders, particularly those who are unwell or subject to quarantine in relation to Covid-19, to appoint the chairman of the AGM as a proxy to vote on the resolutions instead of attending the AGM in person.

- (8) **Due to the constantly evolving situation relating to the Covid-19 pandemic in Hong Kong, the Company may implement further precautionary measures or may be required to change the AGM arrangements at short notice. Shareholders should visit the websites of the Company at “<http://chinneyalliancegroup.etnet.com.hk>” and HKEXnews at “<http://www.hkexnews.hk>” for future announcements and updates on the AGM arrangements.**
- (9) At the date hereof, the Board comprises of eight directors, of which four are executive directors, namely Dr. James Sai-Wing Wong, Mr. Yuen-Keung Chan, Mr. James Sing-Wai Wong and Mr. Philip Bing-Lun Lam; and four are independent non-executive directors, namely Mr. Chi-Chiu Wu, Mr. Ronald James Blake, Mr. Anthony King-Yan Tong and Ms. Dee-Dee Chan.

* *For identification purpose only*