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建業實業有限公司
Chinney Investments, Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 216)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Chinney Investments, Limited (the “Company”, together with its subsidiaries, the “Group”) will be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Thursday, 25 August 2022 at 12:00 noon for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 March 2022.
2. To declare a final dividend for the year ended 31 March 2022.
3. To re-elect directors and to authorise the directors to fix the directors’ remuneration.
4. To re-appoint auditor and to authorise the directors to fix the auditor’s remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which would or might require shares to be allotted, issued or dealt with, whether during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to: (a) a rights issue where shares of the Company are offered for a period fixed by the directors to shareholders on a fixed record date in proportion to their then holdings of shares (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 legal restrictions under the laws of the relevant place, or the requirements of the relevant regulatory body or any stock exchange in that place); or (b) any scrip dividend or similar arrangement providing for the allotment of securities in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (c) the exercise of any options under any share option scheme of the Company or similar arrangement for the grant or issue to the employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (d) a specific authority granted by the shareholders of the Company in general meeting, the additional shares allotted, issued or dealt with (including shares agreed conditionally or unconditionally to be allotted, issued or dealt with, whether pursuant to an option or otherwise) shall not in aggregate exceed 20% of the number of issued shares of the Company at the date of passing this Ordinary Resolution (subject to adjustment in the case of any conversion of all or any of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance after the passing of this Ordinary Resolution) and the said approval shall be limited accordingly.

For the purpose of this Ordinary Resolution, “Relevant Period” means the period from the passing of this Ordinary 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 is required by any applicable laws or the Company’s Articles of Association to be held; and
- (iii) the revocation or variation of the authority given under this Ordinary Resolution by an ordinary resolution of the shareholders in general meeting.”

By Order of the Board
Ka-Yee Wan
Company Secretary

Hong Kong, 26 July 2022

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to represent respectively the number of shares held by such member, to attend and to speak and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be completed and deposited with the Company’s share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the above meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
4. All the resolutions set out in this notice will be decided by poll.
5. With regard to resolution 3 in this notice, Mr. Randall Todd Turney (“Mr. Turney”) who was appointed subsequent to the last annual general meeting of the Company, will hold office until the meeting and, being eligible, offer himself for re-election in accordance with article 95 of the articles of association of the Company (the “Articles of Association”).

Dr. Emily Yen Wong (“Dr. Emily Wong”) and Mr. Richard Chi-Ho Lo (“Mr. Lo”) will retire by rotation at the meeting in accordance with article 104 of the Articles of Association. Dr. Emily Wong and Mr. Lo, being eligible, will offer themselves for re-election at the meeting.

6. Details of the directors who stand for re-election at the meeting are set out below:–

Randall Todd Turney

Aged 59, was appointed as an independent non-executive director of the Company in August 2021. Mr. Turney brings broad exposure and knowledge of the financial industry, having spent over 35 years in banking, trade finance, and investment management. He is currently Executive Director and Chief Investment Officer of Arrow Capital Limited (“Arrow Capital”), an asset management business he co-founded in 2004. Arrow Capital currently operates as a single family office. Until March 2022, Arrow Capital was licensed and regulated by the Securities and Futures Commission Hong Kong (SFC) and managed assets for multiple family offices. Arrow Capital invests capital across multi-asset classes including currencies, fixed income, global equities, commodities, hedge funds, private equity, and real estate with a strong focus on risk management.

Mr. Turney started his investment management career at Salomon Brothers in 1992 (New York/Hong Kong) with a primary focus on emerging markets. In 1995, he joined Goldman Sachs (Singapore/Hong Kong/Australia), where he worked for the next decade, building and leading a wealth management team advising and investing for families and firms throughout Asia, Australia/New Zealand, and Africa. He was recruited out of Goldman Sachs to be the Chief Investment Officer for the family office of a wealthy Hong Kong-based industrialist, which he held for 6 years.

Mr. Turney spent the early years of his career in commercial banking engaging multinational corporate entities, advising on corporate finance, financing global trade, and foreign investment with NationsBank (now Bank of America) in the United States of America (“United States” or “USA”) and Asia.

Mr. Turney holds a Bachelor of Science Management degree from Tulane University, New Orleans, Louisiana, USA.

At the date hereof, Mr. Turney 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. Turney does not hold any other positions in the Company or any members of the Group, did not hold any directorships in any listed public companies in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Turney has entered into a letter of appointment with the Company. Pursuant to the letter of appointment, Mr. Turney 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 Articles of Association. Mr. Turney is entitled to a director’s fee of HK\$320,000 per annum which is based on the remuneration policy of the Group.

Save as disclosed above, there is no other information relating to Mr. Turney which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Emily Yen Wong

Aged 56, was appointed as a non-executive director of the Company in August 2017. Dr. Emily Wong holds a Doctor of Medicine degree and an Executive Masters of Health Administration degree from University of Washington and is a Diplomate of the American Board of Internal Medicine.

Dr. Emily Wong serves on the Executive Committee of Qiu Shi Science & Technologies Foundation. She is currently an Honorary Associate Professor of Department of Family Medicine and Primary Care in The University of Hong Kong Faculty of Medicine and is the Past Chief of Medical Staff at the University of Washington Medical Center.

Dr. Emily Wong was a director of Hon Kwok Land Investment Company, Limited (“Hon Kwok”) (Stock Code: 160) during the period from November 2011 to August 2017. Hon Kwok is listed on the Main Board of the Stock Exchange.

Dr. Emily Wong is a director of Lucky Year Finance Limited and Chinney Holdings Limited, both of which are substantial shareholders of the Company and deemed to be interested in the same parcel of 341,439,324 shares of the Company (representing 61.93% interests in the issued shares of the Company) at the date hereof. She is the daughter of Dr. James Sai-Wing Wong who is the Chairman and a substantial shareholder of the Company.

At the date hereof, Dr. Emily 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, Dr. Emily Wong does not hold any other positions in the Company or any members of the Group, did not hold any directorships in any listed public companies in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Dr. Emily Wong and she 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 Articles of Association. Dr. Emily Wong is entitled to a director’s fee of HK\$320,000 per annum which is based on the remuneration policy adopted for non-executive directors of the Company.

Save as disclosed above, there is no other information relating to Dr. Emily Wong which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Richard Chi-Ho Lo

Aged 54, was appointed as an independent non-executive director of the Company in 2017. He is also the Chairman of the Nomination Committee of the Company. He obtained his Bachelor of Arts degree in Economics from the University of California, Los Angeles in the United States, Master of Business Administration (Investment and Finance) degree from the University of Hull in the United Kingdom, and an Executive Program Certificate from Stanford University Graduate School of Business in the United States and a Sustainability Leadership Program Certificate from University of Cambridge in the United Kingdom. Mr. Lo has over 30 years of experience in the investment and real estate industry. He is currently the chief executive officer of Fulldiamond Group, an investment and consulting company specializing in real estate, finance, securities, project and fund raising. Mr. Lo is the vice president cum chairman of Business Development Committee of The Hong Kong Real Property Federation, founder and vice president of the World Outstanding Chinese Youth Association and a member of the Hong Kong Pei Hua Education Foundation. He is also a committee member of the Chinese People’s Political Consultative Conference Jiangxi Provincial Committee. Mr. Lo is an independent non-executive director of Shi Shi Services Limited (formerly known as Heng Sheng Holdings Limited) (Stock Code: 8181) which is listed on GEM of the Stock Exchange.

At the date hereof, Mr. Lo 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. Lo does not hold any other positions in the Company or any members of the Group, did not hold any directorships in any listed public companies in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Lo and he 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 Articles of Association. Mr. Lo is entitled to a director’s fee of HK\$320,000 per annum which is based on the remuneration policy adopted for independent non-executive directors of the Company.

Save as disclosed above, there is no other information relating to Mr. Lo which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website (<http://www.chinney.com.hk>) and the HKEXnews website (<http://www.hkexnews.hk>) to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

8. Taking into account of the recent development of the pandemic caused by Covid-19 coronavirus ("Covid-19"), the Company will implement the following prevention and control measures at the meeting 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 throughout the meeting;
 - (iii) Hand sanitizer will be provided; and
 - (iv) No 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 meeting as a proxy to vote on the resolutions instead of attending the meeting in person.

9. 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 meeting arrangements at short notice. Shareholders should visit the websites of the Company at <http://www.chinney.com.hk> and HKEXnews at <http://www.hkexnews.hk> for further announcements and updates on the meeting arrangements.
10. At the date hereof, the directors of the Company are Dr. James Sai-Wing Wong (Chairman), Mr. Yuen-Keung Chan (Vice Chairman and Managing Director) and Mr. James Sing-Wai Wong as executive directors; Mr. Paul Hon-To Tong and Dr. Emily Yen Wong as non-executive directors; and Mr. Richard Chi-Ho Lo, Mr. Winfred Wai-Lap Fan and Mr. Randall Todd Turney as independent non-executive directors.