
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 to be taken, 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 Carrianna Group Holdings Company Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee.

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佳寧娜集團控股有限公司

CARRIANNA GROUP HOLDINGS COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00126)

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Carrianna Group Holdings Company Limited to be held at Carrianna (Chiu Chow) Restaurant, 1st Floor, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 26 August 2022 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire.

28 July 2022

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

PRECAUTIONARY MEASURES IN LIGHT OF COVID-19 PANDEMIC

PRECAUTIONARY MEASURES IN LIGHT OF COVID-19 PANDEMIC

At the time of issuing this circular, Hong Kong is being affected by the outbreak of COVID-19 pandemic. The situation is constantly evolving and it is hard to predict when the crisis will end.

The health and safety of our Shareholders and staff are our top priority as we plan for the Annual General Meeting. It is important that we continue to stay alert and help prevent the spread of the virus. To safeguard the health and safety of Shareholders who might be attending the Annual General Meeting in person, the Company would like to advise the implementation of following precautionary measures for the Annual General Meeting:

1. Compulsory temperature checks will be carried out by the staff of the Company for every attendee at the entrance to the building where the Annual General Meeting will be held. Any person with a fever or exhibiting flu-like symptoms may be denied entry into the meeting venue.
2. Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. Health declaration may be required.
3. Every attendee will be required to wear a face mask within the meeting venue and throughout the Annual General Meeting.
4. No refreshments, drinks or corporate gifts will be served or distributed to attendees at the meeting venue.
5. Appropriate seating spacing will be implemented by the Company to ensure safe distancing among attendees. The staff of the Company and representatives at the meeting venue will also assist with crowd control and queue management to ensure appropriate social distancing.
6. To comply with the amendments to the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G), the Company will limit the attendance number in person at the Annual General Meeting venue. The admission to the Annual General Meeting venue in person will be allocated on the first-come-first-served basis. The Board reserves the right to change the maximum attendance number at any time depending on the public health situation at the time of the Annual General Meeting and the guidance of the Hong Kong Government.

Shareholders are reminded that attendance at the Annual General Meeting in person is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the Annual General Meeting in person.

Due to the constantly evolving COVID-19 situation in Hong Kong, the Company will keep abreast of the latest development and updated guidelines and requirements from the Hong Kong Government and may be required to change the Annual General Meeting arrangements with short notice. Shareholders should check the website of the Company (<https://www.carrianna.com>) for future announcements and updates on the Annual General Meeting arrangements.

DEFINITIONS

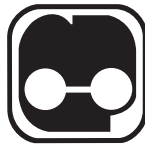
In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company convened to be held at Carrianna (Chiu Chow) Restaurant, 1st Floor, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 26 August 2022 at 11:00 a.m.
“associate(s)”	has the meanings ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company from time to time
“Company”	Carrianna Group Holdings Company Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Connected Person(s)”	has the meaning(s) ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“General Mandate”	a general mandate to allot, issue and deal with new shares not exceeding 20% of the aggregate number of shares in issue of the Company as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and its Subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	22 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to repurchase issued and fully paid up shares in the share capital of the Company up to 10% of the aggregate number of shares in issue of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Subsidiaries”	subsidiaries of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



佳寧娜集團控股有限公司
CARRIANNA GROUP HOLDINGS COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00126)

Executive Directors:

Ma Kai Cheung, *PhD, SBS, BBS (Honorary Chairman)*
Ma Kai Yum, *PhD (Chairman)*
Ma Hung Ming, John, *PhD, BBS, JP (Vice-chairman)*
Liang Rui *(Chief Executive Officer)*
Chan Francis Ping Kuen

Independent Non-Executive Directors:

Lo Ming Chi, Charles
Wong See King
Cheung Wah Fung, Christopher

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Principal Place of Business

in Hong Kong:
26th Floor, Phase II
Wyler Centre
200 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

28 July 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you information regarding the following resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions.

LETTER FROM THE BOARD

The resolutions include (i) the granting to the Directors the Repurchase Mandate; (ii) the granting to the Directors the General Mandate; (iii) the granting to the Directors a general and unconditional mandate to issue Shares not exceeding the aggregate nominal amount of share capital repurchased pursuant to the Repurchase Mandate; and (iv) the re-election of retiring Directors.

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate number of ordinary Shares of the Company as at the date of passing of the resolution subject to the Listing Rules. As at the Latest Practicable Date, the issued share capital of the Company was 1,571,359,420 Shares of HK\$0.10 each, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 157,135,942 Shares and on the assumption that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the Annual General Meeting. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws of the Company, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement, which is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE NEW SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue new Shares in an amount not exceeding the aggregate number of ordinary Shares of the Company purchased pursuant to the Repurchase Mandate. As at the Latest Practicable Date, the issued share capital of the Company was 1,571,359,420 Shares of HK\$0.10 each, the Company would be allowed under the General Mandate to issue a maximum of 314,271,884 Shares and on the assumption that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

At the Annual General Meeting, a resolution will be proposed to re-elect Directors.

(a) Re-election of Mr. Ma Hung Ming, John

In accordance with Bye-law 99 of the Company's Bye-laws, Mr. Ma Hung Ming, John will retire by rotation and, being eligible, will offer himself for re-election at the Annual General Meeting.

(b) Re-election of Mr. Chan Francis Ping Kuen

In accordance with Bye-law 99 of the Company's Bye-laws, Mr. Chan Francis Ping Kuen will retire from office, and being eligible, will offer himself for re-election at the Annual General Meeting.

(c) Re-election of Mr. Lo Ming Chi, Charles

In accordance with Bye-law 99 of the Company's Bye-laws, Mr. Lo Ming Chi, Charles will retire from office, and being eligible, will offer himself for re-election at the Annual General Meeting.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at the Carrianna (Chiu Chow) Restaurant, 1st Floor, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 26 August 2022 at 11:00 a.m. is set out in Appendix III to this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022) as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof should you so wish.

LETTER FROM THE BOARD

For the purpose of ascertaining Shareholders' right to attend and vote at the Annual General Meeting of the Company to be held on Friday, 26 August 2022, the Register of Members of the Company will be closed from Tuesday, 23 August 2022 to Friday, 26 August 2022, both days inclusive, during which period no transfer of Shares will be effected. In order for a Shareholder to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch shares registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022), not later than 4:30 p.m. on Monday, 22 August 2022.

For the purpose of ascertaining Shareholders' entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Thursday, 15 September 2022 to Friday, 16 September 2022, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend (subject to Shareholders' approval at the Annual General Meeting), all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022), not later than 4:30 p.m. on Wednesday, 14 September 2022.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, (i) no Shareholder is required to abstain from voting on any resolutions to be proposed at the Annual General Meeting; and (ii) as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he/she/it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her/its Shares to a third party, either generally or on a case-by-case basis.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.95(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the granting of the Repurchase Mandate, the granting of the General Mandate to issue new Shares and the extension thereof and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

GENERAL

Your attention is also drawn to the information set out in the appendices to this circular.

For and on behalf of the Board
Carrianna Group Holdings Company Limited
Dr. Ma Kai Yum
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. LISTING RULES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully paid up securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' approval

The Listing Rules provide that all proposed repurchases of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by a specific approval of a particular transaction.

(b) Source of funds

Repurchases must be made out of funds which are legally available for such purpose in accordance with the Memorandum of Association and Bye-laws of the Company and the laws of Bermuda.

(c) Trading restrictions

A maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution may be repurchased on the Stock Exchange. No shares may be repurchased unless they are fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 1,571,359,420 Shares of HK\$0.10 each.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 157,135,942 Shares representing 10% of the issued share capital of the Company which are fully paid-up on the basis that no further Shares will be issued or repurchased prior to the date of the Annual General Meeting.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

3. REASONS FOR SHARE REPURCHASES

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those 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.

4. FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed from the Company's internal resources.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and Bye-laws of the Company and the laws of Bermuda.

The Company is empowered by its Memorandum of Association and Bye-laws to purchase its Shares. Bermuda law provides that the amount of capital paid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

There might 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 of the Company for the year ended 31 March 2022) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, 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 of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

5. SHARE PRICES

The highest and lowest prices at which Shares were traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
July	0.86	0.65
August	0.88	0.67
September	0.88	0.69
October	0.73	0.69
November	0.70	0.62
December	0.67	0.59
2022		
January	0.68	0.59
February	0.66	0.58
March	0.56	0.45
April	0.54	0.485
May	0.55	0.49
June	0.62	0.52
July (up to the Latest Practicable Date)	0.65	0.55

6. UNDERTAKING OF THE DIRECTORS

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, the Bye-laws and laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, presently intends to sell Shares to the Company under the Repurchase Mandate in the event that the proposal of the Repurchase Mandate is approved by the Shareholders.

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

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

7. DISCLOSURE OF INTERESTS

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

Mr. Ma Kai Cheung is the honorary chairman of the Board, an executive Director and a controlling Shareholder, the elder brother of Mr. Ma Kai Yum and father of Mr. Ma Hung Ming, John. Mr. Ma Kai Yum is the chairman of the Board, an executive Director, a substantial Shareholder of the Company and the younger brother of Mr. Ma Kai Cheung. Mr. Ma Hung Ming, John is the vice-chairman of the Board and an executive Director, and the son of Mr. Ma Kai Cheung. As at the Latest Practicable Date, Mr. Ma Kai Cheung, Mr. Ma Kai Yum, Mr. Ma Hung Ming, John and the parties acting in concert with them own an aggregate of 811,110,011 Shares, representing approximately 51.62% of the issued share capital of the Company.

In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the total interests of Mr. Ma Kai Cheung, Mr. Ma Kai Yum, Mr. Ma Hung Ming, John and the parties acting in concert with them would be increased to approximately 57.36% of the issued share capital of the Company. On the basis of the shareholding interests of Mr. Ma Kai Cheung, Mr. Ma Kai Yum, Mr. Ma Hung Ming, John and the parties acting in concert with them in the Company, an exercise of the Repurchase Mandate in full would not result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

In addition, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25% of the total number of Shares in issue.

8. PURCHASE OF SECURITIES MADE BY THE COMPANY

No purchase of Shares has been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

The following are the particulars of the Directors to be retired and proposed for re-election at the Annual General Meeting:

Mr. MA Hung Ming, John, PhD, BBS, JP, aged 55, is an Executive Director of the Group since May 2009. Mr. Ma joined the Group in 1990 and was appointed Vice-chairman on 28 June 2019. He has been the Managing Director of Carrianna Holdings Limited since April 2002 and is currently responsible for the Group's property development operations. He has extensive experience in the catering industry, as well as property management and development. Mr. Ma was awarded the Bronze Bauhinia Star (BBS) from The Government of the Hong Kong Special Administrative Region in 2003, appointed Justice of the Peace (JP) in 2015 and a Honorary Doctorate of Philosophy degree by Morrison University in 2004. In 2011, he was awarded the honorary citizen by the Shenzhen government. He was the chairman of Tung Wah Group of Hospitals for the year 2002. He is a member of Tung Wah Group of Hospitals Advisory Board, a member of the Standing Committee of Shenzhen Committee of the Chinese People's Political Consultative Conference and also serves as the executive vice chairman of the Federation of Hong Kong Guangdong Community Organisations, the vice president of the Hong Kong Chiu Chow Chamber of Commerce and the chief president of the Hong Kong Chamber of Commerce, Qianhai. Mr. Ma is the son of Mr. Ma Kai Cheung, the executive Director and controlling shareholder of the Company.

Mr. Ma is currently an independent non-executive director of Liu Chong Hing Investment Limited, the shares of which are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Ma did not hold any directorships in other listed public companies in the last three years.

The emolument of Mr. Ma is determined by the Board from time to time with reference to responsibilities and performance, as well as remuneration benchmark in the industry under prevailing market conditions. Mr. Ma is entitled to receive a monthly salary of HK\$62,580. Mr. Ma has not entered into any service contract with the Company. There is no specific term or proposed length of services for Ma's appointment but he is subject to retirement by rotation and is eligible for re-election in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Ma is interested in 476,000 Shares in the issued share capital of the Company and 2,000,000 underlying Shares pursuant to the share options granted. All these interests in aggregate represent approximately 0.16% of the issued share capital of the Company. Save as disclosed above, Mr. Ma did not have any other interests or short positions in the Shares, or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no other information that is required to be disclosed by Mr. Ma pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Ma.

Mr. CHAN Francis Ping Kuen, aged 63, is an Executive Director, Chief Financial Officer and Company Secretary of the Group. Mr. Chan joined the Group as the Group Financial Controller in June 2019 and was appointed Company Secretary of the Company in November 2019. He was appointed Executive Director and Chief Financial Officer of the Group on 1 March 2020. Mr. Chan has over 30 years of experience in auditing, accounting and financial management. Prior to joining the Group, Mr. Chan has held senior finance positions in a number of listed companies and multinational corporations. He was also the director of an investment and business consultancy firm and has extensive experience in corporate finance and investment in the Mainland and Hong Kong. He also possesses substantial working experience in public accountancy practice with an international accounting firm. Mr. Chan holds a bachelor's degree in Economics from the University of Sydney in Australia. He is a member of the Chartered Accountants Australia and New Zealand and the Hong Kong Institute of Certified Public Accountants.

Mr. Chan is currently an independent non-executive director of Ev Dynamics (Holdings) Limited, the shares of which are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Chan did not hold any directorships in other listed public companies in the last three years.

Mr. Chan has no relationship with any directors, chief executive, substantial or controlling shareholders of the Company.

The emolument of Mr. Chan is determined by the Board from time to time with reference to his responsibilities and performance, as well as remuneration benchmark in the industry under prevailing market conditions. Under the letter of employment with the Company, Mr. Chan is entitled to receive an annual salary of HK\$1,500,000 and a management bonus determined with reference to the annual profit of the Group. The term or proposed length of services for Mr. Chan's appointment is not specified in the letter of employment but he is subject to retirement by rotation and is eligible for re-election in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Chan is interested in 6,000,000 underlying Shares pursuant to the share options granted, representing approximately 0.38% of the issued share capital of the Company. Save as disclosed above, Mr. Chan did not have any other interests or short positions in the Share or underlying Shares of the Company or its associated corporation pursuant to Part XV of the SFO.

There is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chan.

Mr. LO Ming Chi, Charles, aged 72, is an Independent Non-Executive Director of the Company. Mr. Lo joined the Group in 1991. Mr. Lo is a member of the CPA Australia and fellow member of the Financial Services Institute of Australasia. Mr. Lo is an independent non-executive director of Cash Financial Services Group Limited. He was an executive director of Winshine Science Company Limited from 3 October 2009 until 10 November 2014 when he was re-designated as non-executive director and served until 18 December 2017. All these companies are listed on the Stock Exchange. He has more than 30 years of professional and business experience in financial and investment services in Australia, Hong Kong and other Asian countries.

Mr. Lo did not hold any directorships in other listed public companies in the last three years.

Mr. Lo has no relationship with any directors, chief executive, substantial or controlling shareholders of the Company.

The emolument of Mr. Lo is determined by the Board from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry under prevailing market conditions. Mr. Lo is entitled to receive an annual director's fee of HK\$300,000. Mr. Lo has not entered into any service contract with the Company. There is no special term or proposed length of services for Mr. Lo's appointment but he is subject to retirement by rotation and is eligible for re-election in accordance with the Bye-laws.

As at the Last Practicable Date, Mr. Lo did not have any interests or short positions in the Shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

The Company has received from Mr. Lo his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that Mr. Lo is independent.

There is no other information that is required to be disclosed by Mr. Lo pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders in relation to the re-election of Mr. Lo.



佳寧娜集團控股有限公司
CARRIANNA GROUP HOLDINGS COMPANY LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 00126)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Carrianna Group Holdings Company Limited (the “Company”) will be held at Carrianna (Chiu Chow) Restaurant, 1st Floor, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 26 August 2022 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and reports of the directors (the “Directors”) and of the independent auditor of the Company for the year ended 31 March 2022.
2. To declare a final dividend of HK1 cent per share for the year ended 31 March 2022.
3. To re-elect the following retiring Directors and to authorise the board of Directors to fix the remuneration of the Directors:
 - (a) Mr. Ma Hung Ming, John as Executive Director of the Company;
 - (b) Mr. Chan Francis Ping Kuen as Executive Director of the Company;
 - (c) Mr. Lo Ming Chi, Charles as Independent Non-Executive Director of the Company;
 - (d) To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-appoint Messrs. Ernst & Young as auditor of the Company and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT**

- (a) Subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase issued shares of HK\$0.10 each in the capital of the Company, subject to and in accordance with the applicable laws and 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 aggregate nominal amount of shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of ordinary shares of the Company in issue on the date of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and
 - (iii) 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 the laws of Bermuda to be held.”

6. **“THAT**

- (a) subject to sub-paragraph (c) 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 or otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power 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) by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);

 - (ii) the exercise of 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 its subsidiaries of shares or rights to acquire shares of the Company; and

 - (iii) any scrip dividend 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;shall not exceed 20% of the aggregate number of ordinary shares of the Company in issue at the date of the passing of this resolution, and the said approval 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 revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and

 - (iii) 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 the laws of Bermuda to be held.”

“Rights Issue” means an offer of shares in the Company open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regards to any restrictions or obligations under the laws of, or the requirements of any recognised body or any stock exchange, in any territory outside Hong Kong).”

7. “**THAT** conditional upon the passing of the ordinary resolutions no. 5 and 6 set out above, the general mandate granted to the Directors pursuant to resolution no. 6 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital repurchased by the Company under the authority granted in resolution no. 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”
8. To transact any other business.

By Order of the Board
Carrianna Group Holdings Company Limited
Chan Francis Ping Kuen
Company Secretary

Hong Kong, 28 July 2022

Notes:

1. For the purpose of ascertaining shareholders’ right to attend and vote at the Annual General Meeting of the Company to be held on Friday, 26 August 2022, the Register of Members of the Company will be closed from Tuesday, 23 August 2022 to Friday, 26 August 2022, both days inclusive, during which period no transfer of shares will be effected. In order for a shareholder to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch shares registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (before 15 August 2022) and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022), not later than 4:30 p.m. on Monday, 22 August 2022.

2. For the purpose of ascertaining shareholders' entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Thursday, 15 September 2022 to Friday, 16 September 2022, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend (subject to shareholders' approval at the Annual General Meeting), all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022), not later than 4:30 p.m. on Wednesday, 14 September 2022.
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
4. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022), not less than 48 hours before the time appointed for holding the Meeting.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy in respect of such share as if he/she 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 of such share.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting.
7. Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements with short notice. Shareholders should check the website of the Company (<https://www.carrianna.com>) for future announcements and updates on the Meeting arrangements.
8. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect at any time after 9:30 a.m. and before the meeting time, the Annual General Meeting will be postponed. The Company will post an announcement on the website of the Company (<https://www.carrianna.com>) to notify shareholders of the date, time and place of the rescheduled Meeting.