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## Chuang's Consortium International Limited

(莊士機構國際有限公司)

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 367)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Chuang's Consortium International Limited (the "Company") will be held with the combination of a physical meeting at Concentric, Shop 202, 2/F., Chater House, 8 Connaught Road, Central, Hong Kong and a virtual meeting online at <https://spot-meeting.tricor.hk/#/367> on Friday, 2 September 2022 at 12:00 noon for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the auditor for the year ended 31 March 2022.
2. To declare a final dividend.
3.
  - (a) To re-elect Mr. Edwin Chuang Ka Fung as an executive Director.
  - (b) To re-elect Mr. Yau Chi Ming as an independent non-executive Director.
  - (c) To re-elect Mr. David Chu Yu Lin as an independent non-executive Director.
  - (d) To re-elect Mr. Tony Tse Wai Chuen as an independent non-executive Director.
  - (e) To authorize the board of Directors to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as the auditor and to authorize the board of Directors to fix its remuneration.

5. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

### **Ordinary Resolutions**

(A) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of HK\$0.25 each (the “Shares”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the number of the issued Shares of the Company at the date of the passing 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 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 expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company (the “Shareholders”) in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution.”

(B) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and other rights, and issue warrants and other securities, which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:

- (i) a Rights Issue (as defined below); or
- (ii) the exercise of any option under any option scheme of the Company; or
- (iii) an issue of Shares upon exercise of the subscription or conversion rights attaching to or under the terms of any warrants of the Company; or
- (iv) any scrip dividend or similar arrangement in accordance with the bye-laws of the Company; or
- (v) a specific authority granted by the Shareholders in general meeting,

shall not in aggregate exceed 20 per cent. of the number of the issued Shares of the Company 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 date of 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 expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution; and

“**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 holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to be offered to them) on a fixed record date in proportion to their then holdings of Shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the Directors of the Company 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong.”

- (C) “**THAT** subject to the passing of Resolutions numbered 5(A) and 5(B), the general mandate granted to the Directors of the Company to allot, issue and deal with unissued Shares in the capital of the Company pursuant to Resolution numbered 5(B) be and is hereby extended by the addition thereto of the number of Shares of the Company repurchased by the Company under the authority granted pursuant to the general mandate to repurchase Shares (as referred to in Resolution numbered 5(A) set out in the notice convening this meeting), provided that such amount of securities so repurchased shall not exceed 10 per cent. of the number of the issued Shares of the Company at the date of the ordinary resolution approving the said general mandate to repurchase Shares.”
- (D) “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options which may be granted under the new share option scheme of the Company, a copy of which has been tabled at the meeting marked “A” and signed by the chairman of this meeting for identification purpose (the “New Share Option Scheme”), the rules of the New Share Option Scheme be and are hereby approved and adopted and that the Directors of the Company be and are hereby authorized to grant options and to allot, issue and deal with the Shares which fall to be issued pursuant to the exercise of any option granted under the New Share Option Scheme and to take all such steps and do all such acts as may be necessary or expedient in order to give effect to the New Share Option Scheme.”
- (E) “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the ordinary shares of HK\$0.05 each (“CC Shares”) in the capital of Chuang’s China Investments Limited (“Chuang’s China”) to be issued pursuant to the exercise of any options which may be granted under the new share option scheme of Chuang’s China, a copy of which has been tabled at the meeting marked “B” and signed by the chairman of this meeting for identification purpose (the “New CC Scheme”), the adoption of the rules of the New CC Scheme by Chuang’s China be and is hereby approved and the Directors of the Company be and are hereby authorized to approve any amendments to the rules of the New CC Scheme as may be acceptable to or not objected to by the Stock Exchange and to do take all such steps and do all such acts as may be necessary or expedient in order to give effect to the New CC Scheme.”
6. To consider and, if thought fit, pass with or without amendments the following resolution as special resolution of the Company:

### **Special Resolution**

“**THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (“Proposed Amendments”), the details of which are set out in Appendix III to the circular despatched to the Shareholders on the same day as this notice, be and are hereby approved;

- (b) the new bye-laws of the Company (“New Bye-laws”), incorporating and consolidating the Proposed Amendments and all previous amendments to the bye-laws of the Company approved by the Company in compliance with the applicable laws, in the form of the printed document tabled at the meeting marked “C” and signed by the chairman of this meeting for identification purpose be and are hereby adopted, confirmed and approved as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company; and
- (c) any Director of the Company be and is hereby authorized to do all things necessary to implement, effect and record the adoption of the New Bye-laws.”
7. To transact any other business.

By order of the Board of  
**Chuang’s Consortium International Limited**  
**Lee Wai Ching**  
*Company Secretary*

Hong Kong, 29 July 2022

*Notes:*

1. Any member entitled to attend and vote at the annual general meeting of the Company (the “AGM”) is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (to be changed to 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022), not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 30 August 2022 to Friday, 2 September 2022, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (to be changed to 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022), for registration not later than 4:30 p.m. on Monday, 29 August 2022.
4. The board of Directors has recommended a final dividend of 2.0 HK cents per share.
5. The proposed final dividend is subject to the approval of the Shareholders at the AGM. The record date for entitlement to the proposed final dividend is Wednesday, 14 September 2022. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 8 September 2022 to Wednesday, 14 September 2022, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (to be changed to 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022) (the “Branch Registrar”), for registration not later than 4:30 p.m. on Wednesday, 7 September 2022.

6. Concerning Resolutions numbered 3, 5 and 6 above, the information necessary to enable the Shareholders to make decisions on whether to vote for or against the Resolutions, as required by the Listing Rules, will be set out in a separate document from the Company to be enclosed with the 2022 Annual Report.
7. In light of the recent Covid-19 pandemic, the AGM will be conducted in a hybrid manner with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the AGM either (a) through the physical meeting at Concentric, Shop 202, 2/F., Chater House, 8 Connaught Road, Central, Hong Kong; or (b) through the e-Meeting system by visiting the website at <https://spot-emeeting.tricor.hk/#/367> (the “e-Meeting System”) by using their computers, tablet devices or smartphones. Shareholders attending the AGM using the e-Meeting System will be deemed to be present at, and will be counted towards the quorum of the meeting.

Registered Shareholders will be able to attend the AGM and vote through the e-Meeting System, and submit questions or comments online through the e-Meeting System or dial in the number (852) 2532 4290 to us and other Shareholders. Each registered Shareholder’s personalized login and access code will be sent to him or her together with the dial-in details under separate copy around one week before the AGM. In the case of joint registered holders of any Share(s), only **ONE PAIR** of login and access code will be provided to the joint registered holders. Any one of such joint registered holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto. For corporate Shareholders who wish to attend the AGM and to vote online, please contact the Branch Registrar at (852) 2975 0928 on or before 29 August 2022 for arrangement.

Non-registered Shareholders whose shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM and vote through the e-Meeting System and submit questions or comments online through the e-Meeting System or dial in the number (852) 2532 4290 to us and other Shareholders. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

Given the evolving Covid-19 pandemic, in order to prevent the spreading of Covid-19 and safeguard the health and safety of the Shareholders, the Company strongly recommends the Shareholders to attend the AGM via the online option, or by appointing the chairman of the AGM as their proxy to vote at the AGM instead of attending in person. The Company will also be undertaking the following precautionary measures to safeguard the health and well-being of the Shareholders (or their proxies) who are attending the AGM in person, including compulsory temperature screening, requiring all participants to wear surgical face masks (please bring your own), plus safe distancing measures for queue management and seating at the meeting venue (including the attendees will be assigned seats in different rooms or partitioned areas at the meeting venue with telecommunications facilities, if appropriate). **To reduce close contact between attendees at the AGM physically, no food or beverages will be served at the venue and no corporate gifts would be distributed.** The Company may also deny any person who is subject to mandatory quarantine order imposed by the HKSAR Government or refuses to co-operate with the above precautionary measures or is detected to have a fever (i.e. over 37.3°C) or exhibiting flu-like symptoms from entering the meeting venue. **The Company also reserves the right to deny entry to the physical venue of the AGM if such attendance by the Shareholders in person would contravene the applicable laws in Hong Kong.**

For online voting at the AGM, the Shareholders can refer to our separate letter to be sent to you and the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed therein) for details. If you have any queries on the above, please contact the Branch Registrar via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (i) attend the AGM in person and vote via smartphones or designated mobile devices at the AGM venue; or

- (ii) attend the AGM via e-Meeting System which enables live streaming and interactive platform for questions and answers and submit their voting online; or
- (iii) appoint chairman of the AGM or other persons as your proxy to vote on your behalf.

A proxy form for use at the AGM is enclosed in the annual report of the Company for the year ended 31 March 2022 despatched together with the circular. Whether or not you intend to attend the AGM, you are requested to complete the said proxy form and return it to the Company's share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (to be changed to 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

Your proxy's authority and instruction will be revoked if you attend and vote in person at the AGM or via e-Meeting System.

**Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions or attend the AGM online and vote via the e-Meeting System as an alternative to attending the AGM in person.**

**Subject to the development of Covid-19, the Company may implement further changes and precautionary measures to the arrangements in respect of the AGM and may issue further announcement(s) on such measures as appropriate.**

*As at the date of this announcement, Mr. Albert Chuang Ka Pun, Mr. Richard Hung Ting Ho, Mr. Edwin Chuang Ka Fung, Miss Ann Li Mee Sum, Mrs. Candy Kotewall Chuang Ka Wai, Mr. Geoffrey Chuang Ka Kam and Mr. Chan Chun Man are the Executive Directors of the Company, and Mr. Abraham Shek Lai Him, Mr. Fong Shing Kwong, Mr. Yau Chi Ming, Mr. David Chu Yu Lin and Mr. Tony Tse Wai Chuen are the Independent Non-Executive Directors of the Company.*