
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 **Crown International Corporation Limited** (the “**Company**”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Crown International Corporation Limited

皇冠環球集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

**(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS
AND
(2) APPOINTMENT OF AUDITOR OF THE COMPANY
AND
(3) NOTICE OF EGM**

A notice convening the EGM of the Company to be held at 10/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on 27 October 2022. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.crown727.com). Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish and in such event the form of proxy shall be deemed to be revoked.

10 October 2022

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This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of the circular shall prevail over the Chinese text.

PRECAUTIONARY MEASURES FOR THE EGM

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their rights to vote at the EGM by appointing the chairman of the EGM as their proxy and to return their proxy forms by the time specified on page 8 of this circular under the subject headed “EGM”, instead of attending the EGM in person. The proxy form is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the website of the Company at www.crown727.com or HKEXnews at www.hkexnews.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

With the outbreak and spreading of the Coronavirus Disease 2019 (the “**COVID-19**”) pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of Shareholders who might be attending the EGM in person, the Company will implement the following precautionary measures at the EGM.

- (1) all participants (including Shareholders or their proxies) in the EGM shall be subject to compulsory body temperature check at the entrance of the meeting venue and anyone with a body temperature above the reference range quoted by the Department of Health from time to time, or exhibiting flu-like symptoms may be denied entry into the meeting venue and be requested to leave the meeting venue;
- (2) all participants (including Shareholders or their proxies) in the EGM are required to wear appropriate face masks for covering noses and mouths properly at all time during their attendance of the EGM; and
- (3) no refreshments will be served, and there will be no corporate gifts.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

The Company will administer attendance in person at the EGM venue in accordance with prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities at the time of the EGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company’s website at www.crown727.com and the Stock Exchange’s website at www.hkexnews.hk for future announcements and updates on the EGM arrangements.

PRECAUTIONARY MEASURES FOR THE EGM

If Shareholders have any questions relating to the EGM, please contact the hotline of the Company's share registrar, Boardroom Share Registrars (HK) Limited, as follows:

Boardroom Share Registrars (HK) Limited

Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong

Telephone hotline: +852 2153 1688 (during business hours from 9:00 a.m. to 6:00 p.m.

Hong Kong time, Mondays to Fridays; excluding public holidays)

Website: <https://www.boardroomlimited.com/hk/>

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, and a reference to an “Article” is a reference to a provision in the Articles of Association;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“Close Associates”	shall have the meaning ascribed thereto in the Listing Rules;
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended from time to time;
“Company”	Crown International Corporation Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 727);
“Director(s)”	the director(s) of the Company for the time being and from time to time;
“EGM”	the extraordinary general meeting of the Company to be held at 10/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on 27 October 2022 or any adjournment thereof;
“EGM Notice”	notice convening the EGM as set out on pages EGM-1 to EGM-3 of this circular;
“Explanatory Statement”	the explanatory statement required under the Listing Rules to provide the requisite information of the Repurchase Mandate as set out in Appendix I to this circular;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	10 October 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, as amended from time to time;
“Main Board”	the stock market operated by the Stock Exchange which excludes the GEM of the Stock Exchange and the option market;
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan;
“RQN Committee”	the remuneration, quality and nomination committee of the Company;
“Resolution(s)”	the proposed ordinary resolution(s) as referred to in the EGM Notice;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) in the capital of the Company;
“Shareholder(s)”	registered holder(s) of fully-paid Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers as amended from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



Crown International Corporation Limited **皇冠環球集團有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

Executive Directors:

Mr. MENG Jin Long

Independent Non-executive Directors:

Mr. REN Guo Hua

Mr. CHEN Fang

Registered Office:

Suite 902, 9th Floor

Central Plaza

18 Harbour Road

Wanchai

Hong Kong

To the Shareholders,

Dear Sir or Madam,

**(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS
AND
(2) APPOINTMENT OF AUDITORS OF THE COMPANY
AND
(3) NOTICE OF EGM**

INTRODUCTION

The purpose of this circular is to give you notice of the EGM and to provide you with details of the resolutions to be proposed at the EGM relating to:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the Directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 March 2022.
2. To appoint BDO Limited as auditors of the Company and to authorise the Board to fix their remuneration.

LETTER FROM THE BOARD

RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2022

The audited consolidated financial statements of the Company for the year ended 31 March 2022 together with the Reports of the Directors and the Auditors, are set out in the 2022 Annual Report which will be sent to the Shareholders together with this circular. The 2022 Annual Report may be viewed and downloaded from the Company's website (www.crown727.com) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee.

RESOLUTION (2) APPOINTMENT OF AUDITORS

To appoint BDO Limited as the auditor of the Company for the year ended 31 March 2023 and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and to authorise the Board to fix their remuneration.

EGM

The notice of the EGM convening the EGM to be held at 10/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong (or any adjournment thereof) on 27 October 2022 (Thursday) at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular for the purpose of considering and, if thought fit, passing the Resolutions set out therein.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.crown727.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM will therefore demand a poll for every resolution put to the vote of the EGM. An announcement will be made by the Company following the conclusion of the EGM to inform Shareholders of the results of the EGM.

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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge, information and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the Resolutions to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the Resolutions at the EGM. The Directors will exercise their voting rights in respect of their shareholdings (if any) in favour of the Resolutions.

GENERAL INFORMATION

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

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Crown International Corporation Limited
Meng Jin Long
Executive Director

Hong Kong, 10 October 2022

EGM NOTICE



Crown International Corporation Limited **皇冠環球集團有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

NOTICE IS HEREBY GIVEN that the EGM (the “EGM”) of Crown International Corporation Limited (the “**Company**”) will be held at 10/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 October 2022 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the Directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 March 2022.
2. To appoint BDO Limited as auditors of the Company and to authorise the Board to fix their remuneration.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Crown International Corporation Limited
Meng Jin Long
Executive Director

Hong Kong, 10 October 2022

EGM NOTICE

Executive Directors:

Mr. MENG Jin Long

Registered Office:

Suite 902, 9th Floor, Central Plaza
18 Harbour Road, Wanchai Hong Kong

Independent non-executive Directors:

Mr. REN Guo Hua

Mr. CHEN Fang

Notes:

1. Considering the outbreak of COVID-19 pandemic, certain measures will be implemented at the EGM with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to wear a surgical face mask throughout the EGM within the EGM venue (no mask will be provided at the EGM venue); (ii) all attendees will be required to undergo mandatory body temperature screening; (iii) all attendees will be required to complete and submit health declaration form; (iv) seating will be arranged to ensure appropriate social distancing; and (v) no corporate gifts and/or refreshments will be distributed. The Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. For details, all attendees of the EGM should read the section headed "Precautionary Measures for the EGM" on pages 1 of the circular of the Company for the EGM dated 10 October 2022.
2. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint person as its/his/her proxy to attend and vote instead of it/him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent it/him/her and vote on its/his/her behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or its/his/her attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
4. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or any adjournment thereof), either personally 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 EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
6. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.

EGM NOTICE

7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. In order to establish entitlements to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Monday, 24 October 2022 to Thursday, 27 October 2022, both days inclusive. During such period, no share transfers will be effected. All transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Friday, 21 October 2022.
9. A proxy form of the EGM is enclosed in the circular of the Company dated 10 October 2022.
10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.crown727.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.
11. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
12. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.