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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Chinney Alliance Group Limited (the “Company”) will be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Monday, 28 November 2022 at 12:00 p.m. (the “SGM”) for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the framework agreement dated 26 September 2022 (the “Framework Agreement”) entered into between Chinney Construction Company, Limited (建業建築有限公司) (the “Builder’s Works Contractor”), Shun Cheong Building Services Limited (順昌樓宇設施有限公司) (the “M&E and Façade Works Contractor”) and Honour Well Development Limited (漢匯發展有限公司) (the “Employer”) in relation to the builder’s works (the “Builder’s Works”) and the mechanical and electrical engineering works and façade works (the “M&E and Façade Works”) relating to the revamp of the building located at 119-121 Connaught Road Central, Sheung Wan, Hong Kong, as more particularly set out in the contract documents in respect of the Builder’s Works and the M&E and Façade Works to be entered into between the Employer, the Builder’s Works Contractor and the M&E and Façade Works Contractor in accordance with and substantially in the same form and substance as annexed to the Framework Agreement and a copy of the Framework Agreement marked “A” is tabled before the meeting and signed for identification purpose by the Chairman of the meeting, as more particularly described in the circular to the shareholders of the Company dated 8 November 2022 of which this notice forms part, be approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their absolute discretion consider necessary, desirable or expedient to give effect to or in connection with the Framework Agreement including, without limitation to:
 - (i) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements with any other parties in connection with or incidental to the Framework Agreement; and
 - (ii) the taking of all necessary actions to implement the transactions contemplated under the Framework Agreement.”

By order of the Board
Yun-Sang Lo
Company Secretary

Hong Kong, 8 November 2022

* For identification purpose only

Notes:

- (1) A member entitled to attend and vote at the SGM (and at any adjournment thereof) is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (2) For the purpose of determining the entitlement to attend and vote at the SGM to be held on Monday, 28 November 2022 (and at any adjournment thereof), the register of members of the Company will be closed from Wednesday, 23 November 2022 to Monday, 28 November 2022 (both days inclusive), during which period no share transfers will be registered. In order to be eligible to attend and vote at the SGM, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Tuesday, 22 November 2022.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible, but in any event no later than 12:00 p.m. on Saturday, 26 November 2022, being not less than 48 hours before the time fixed for the SGM and at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM and at any adjournment thereof should you so wish.
- (4) In the case of joint holders of any share, any one of such joint holders may vote at the SGM (and at any adjournment thereof), 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 registered holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (5) In accordance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the resolution proposed at the SGM will be voted on by way of poll except where the chairman of the SGM, in good faith, decide to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. The chairman of the SGM will at the meeting demand, pursuant to bye-law 66(2)(a) of the bye-laws of the Company, voting by way of poll on the resolution proposed at the SGM. On a poll, subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with the bye-laws of the Company, every member present in person (or being a corporation, is present by a representative duly authorised), or by proxy shall have one vote for every fully paid share of which he/she is the holder. An announcement will be made by the Company following the conclusion of the SGM to inform the results of the SGM.
- (6) At the date hereof, the board of Directors comprises eight Directors, of which four are executive Directors, namely Dr. James Sai-Wing Wong (Chairman), Mr. Yuen-Keung Chan (Vice Chairman and Managing Director), Mr. James Sing-Wai Wong and Mr. Philip Bing-Lun Lam; and four are independent non-executive Directors, namely Mr. Chi-Chiu Wu, Mr. Ronald James Blake, Mr. Anthony King-Yan Tong and Ms. Dee-Dee Chan.