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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 The Cross-Harbour (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



THE CROSS-HARBOUR (HOLDINGS) LIMITED

港通控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 32)

**RE-ELECTION OF RETIRING DIRECTORS
ELECTION OF DIRECTOR
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of The Cross-Harbour (Holdings) Limited to be held at Shop 4, G/F, Causeway Centre, 28 Harbour Road, Wanchai, Hong Kong on Monday, 22 May 2023 at 10:15 a.m. is set out on pages 12 to 15 of this circular.

If you do not intend to attend the above meeting or any adjournment thereof, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof, as the case may be, to the Company's share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire and in such event, the proxy appointment will be regarded as revoked.

No corporate gifts or refreshments will be provided at the AGM.

19 April 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened at Shop 4, G/F, Causeway Centre, 28 Harbour Road, Wanchai, Hong Kong on Monday, 22 May 2023 at 10:15 a.m.
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company established as a committee of the Board
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares set out as Ordinary Resolution No. 5(A) in the Notice of AGM
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	The Cross-Harbour (Holdings) Limited, a company incorporated in Hong Kong with limited liability with Shares listed on the Main Board of the Stock Exchange (Stock Code: 32)
“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee of the Company established as a committee of the Board
“Extension Mandate”	a general mandate proposed to be granted to the Directors to extend the number of Shares which may be allotted and issued by the Directors under the Issue Mandate by such number of Shares that are repurchased by the Company under the Buy-back Mandate set out as Ordinary Resolution No. 5(C) in the Notice of AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot and issue Shares set out as Ordinary Resolution No. 5(B) in the Notice of AGM
“Latest Practicable Date”	14 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the rules governing the listing of securities made by the Stock Exchange
“Nomination Committee”	the nomination committee of the Company established as a committee of the Board
“Notice of AGM”	the notice convening the AGM set out on pages 12 to 15 of this circular
“Remuneration Committee”	the remuneration committee of the Company established as a committee of the Board
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) in the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“\$”	the Hong Kong dollar
“%”	per cent



THE CROSS-HARBOUR (HOLDINGS) LIMITED
港通控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 32)

Executive Director

CHEUNG Chung Kiu (*Chairman*)
YEUNG Hin Chung, John (*Managing Director*)
YUEN Wing Shing
WONG Chi Keung
LEUNG Wai Fai
TUNG Wai Lan, Iris

Registered Office

25th Floor, China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Independent Non-executive Director

NG Kwok Fu
LUK Yu King, James
LEUNG Yu Ming, Steven

19 April 2023

To Shareholders

Dear Sir or Madam,

RE-ELECTION OF RETIRING DIRECTORS
ELECTION OF DIRECTOR
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you the Notice of AGM and information regarding the following proposals to be put forward for Shareholders' approval in the AGM: (i) the re-election of retiring Directors and the election of Director; and (ii) the grant of the Buy-back Mandate, the Issue Mandate and the Extension Mandate.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF DIRECTOR

Re-election of retiring Directors

The Board currently consists of six Executive Directors namely Mr. Cheung Chung Kiu, Mr. Yeung Hin Chung, John (“Mr. Yeung”), Mr. Yuen Wing Shing, Mr. Wong Chi Keung, Mr. Leung Wai Fai and Ms. Tung Wai Lan, Iris and three Independent Non-executive Directors namely Mr. Ng Kwok Fu who has served on the Board for approximately 19 years, Mr. Luk Yu King, James (“Mr. Luk”) and Mr. Leung Yu Ming, Steven (“Mr. Leung”) who have both served on the Board for approximately 16 years.

In accordance with Article 82 of the Articles, Mr. Yeung and Mr. Leung shall retire from office by rotation at the AGM. Mr. Leung shall also cease to hold the office of Independent Non-executive Director from the conclusion of the AGM according to his term of office. Both Mr. Yeung and Mr. Leung, being eligible, have offered themselves for re-election.

Mr. Luk shall also retire from office by rotation at the AGM but does not offer himself for re-election. Accordingly, Mr. Luk shall retire from office upon the conclusion of the AGM. Mr. Luk has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to his retirement.

Mr. Leung has served the Board for more than 9 years. The Nomination Committee, having reviewed and assessed the independence of Mr. Leung based on the independence criteria set out within Rule 3.13 of the Listing Rules and his annual confirmation of independence, has considered him to be still independent notwithstanding his long service to the Company. The Nomination Committee has also considered that, with regard to a range of diversity perspectives in particular his skills and experience, Mr. Leung can help to enhance the Board balance of skills, experience and diversity of perspectives. The Nomination Committee has therefore concluded that Mr. Leung possesses the required character, integrity, qualifications and professional experience to continue to fulfil the role of Independent Non-executive Director taking into account the evaluation criteria and a range of diversity perspectives as stipulated in the nomination and board diversity policies adopted by the Company. Based on the recommendation of the Nomination Committee, the Board is satisfied that Mr. Leung has provided independent judgement and advice to the Board to safeguard the interests of the Company and Shareholders as a whole.

The Nomination Committee has further considered the suitability of Mr. Yeung and Mr. Leung for re-appointment as Directors against the criteria described in the nomination and board diversity policies adopted by the Company, and has formed the view that they continue to contribute effectively to the operation of the Board and are committed to their roles. The Nomination Committee has therefore recommended, and the Board has accepted the Nomination Committee’s recommendation of, the re-appointment of Mr. Yeung as an Executive Director and Mr. Leung as an Independent Non-executive Director by means of a separate resolution to be voted on by Shareholders in the AGM.

Election of Director

Mr. Wong Lung Tak, Patrick (“Mr. Wong”) is recommended by the Board to be elected as an Independent Non-executive Director at the AGM. The Company has received from Mr. Wong (i) a written confirmation of his willingness to be elected as a Director and consent to the publication of his personal data; and (ii) a confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

The Nomination Committee has assessed the independence of Mr. Wong based on the independence criteria set out within Rule 3.13 of the Listing Rules and is satisfied that Mr. Wong possesses the required character, integrity, qualifications and professional experience to fulfil the role of Independent Non-executive Director. It has also considered the suitability of Mr. Wong for election as a Director against the criteria described in the nomination and board diversity policies adopted by the Company. The Nomination Committee has therefore recommended, and the Board has accepted the Nomination Committee's recommendation of, Mr. Wong to be elected as an Independent Non-executive Director by means of a resolution to be voted on by Shareholders at the AGM.

Particulars of Mr. Yeung, Mr. Leung and Mr. Wong are set out in Appendix I to this circular.

3. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the last annual general meeting of the Company, held on 19 May 2022, the Directors were granted a general mandate to allot, issue and otherwise deal with Shares and a general mandate to repurchase Shares. These mandates expire at the conclusion of the AGM. The Directors propose to seek your approval at the AGM for the grant of:

- (a) the Buy-back Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of the relevant resolution;
- (b) the Issue Mandate to issue Shares up to a maximum of 20% of the Shares in issue as at the date of the relevant resolution; and
- (c) the Extension Mandate.

On the basis of 372,688,206 Shares in issue as at the Latest Practicable Date and assuming that no Shares would be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, if the Issue Mandate referred to above is exercised in full, it will result in the Directors being authorised to issue, allot and deal with a maximum of 74,537,641 Shares.

An explanatory statement on the Buy-back Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 12 to 15 of this circular. At the AGM, ordinary resolutions will be proposed to Shareholders to consider and, if thought fit, to approve the re-election of retiring Directors; the election of Director; the grant of the Buy-back Mandate, the Issue Mandate and the Extension Mandate; and the other ordinary business set out in the Notice of AGM.

A form of proxy for use at the AGM is enclosed. Shareholders are requested to read the Notice of AGM and complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof, as the case may be, to the Company's share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned AGM should you so desire and in such event, the proxy appointment will be regarded as revoked.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, 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 AGM shall exercise his right under Article 65 of the Articles to demand a poll for each of the resolutions set out in the Notice of AGM. The poll results of the AGM will be published on the Stock Exchange's website and the Company's website at www.ch.limited respectively as soon as possible after the close of the AGM.

5. RECOMMENDATIONS

The Board considers that the resolutions set out in the Notice of AGM are in the interests of the Company and the Shareholders as a whole and recommends that you vote in favour of all such resolutions at the AGM.

Yours faithfully,
For and on behalf of
The Cross-Harbour (Holdings) Limited
Yeung Hin Chung, John
Managing Director

Mr. Yeung Hin Chung, John, SBS, OBE, JP, aged 76, was appointed Managing Director on 1 August 2001 and is a member of the Executive Committee and chairman and/or director of certain other members of the Group. Mr. Yeung holds a doctoral degree in management. Prior to joining the Company, he had held various key management positions in the Government of Hong Kong, where he last served as Deputy Director of Immigration; and in the private sector, where he last worked as the chief executive of the Shun Hing Group. Mr. Yeung is an Honorary Institute Fellow of the CUHK Asia-Pacific Institute of Business and a member of the CUHK Advisory Group on Undergraduate Studies in Business.

Save as disclosed above, Mr. Yeung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor does he hold any positions with the Group, nor did he hold directorships in any other public listed companies in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Yeung did not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Yeung has a service contract with the Company which is terminable on not less than six months' notice in writing served by either party. In addition, he is subject to retirement by rotation, removal, vacation or termination of the office as a Director, and disqualification to act as a Director in the manner specified in the Articles, applicable laws and the Listing Rules. The emoluments of Mr. Yeung for the year ended 31 December 2022 were \$13,328,000, which were determined by the Remuneration Committee with reference to the Group's operating results, inflation, market and economic situation and individual role, responsibility and performance. Such emoluments will be reviewed annually by the Remuneration Committee.

Save as disclosed above, there are no other matters concerning Mr. Yeung that need to be brought to the attention of Shareholders, nor is there any information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Leung Yu Ming, Steven, aged 63, was appointed an Independent Non-executive Director on 1 October 2007 and is a member of the Audit Committee and the Nomination Committee, as well as a member and the chairman of the Remuneration Committee. Mr. Leung received his bachelor of social science degree from The Chinese University of Hong Kong and master's degree in accountancy from Charles Sturt University of Australia. He is a fellow of the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong. He is also a certified practising accountant in Australia and a practising certified public accountant in Hong Kong. Mr. Leung commenced public practice in auditing and taxation in 1990 and is currently a senior partner in a CPA firm. He has over 30 years of experience in assurance, financial management and corporate finance, having previously worked as assistant vice president in the International Finance and Corporate Finance Department of Nomura International (Hong Kong) Limited. He is an independent non-executive director of Suga International Holdings Limited, Y. T. Realty Group Limited and C C Land Holdings Limited, and served as an independent non-executive director of Yugang International Limited (now known as Planetree International Development Limited) until 30 April 2019, all of which are listed on the Stock Exchange.

Save as disclosed above, Mr. Leung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor does he hold any positions with the Group, nor did he hold directorships in any other public listed companies in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Leung did not have any interests in the Shares within the meaning of Part XV of the SFO. The Company has not entered into any service contract with Mr. Leung, who was last re-elected as an Independent Non-executive Director on 18 May 2020 for a term of approximately three years. This notwithstanding, he is subject to retirement by rotation, removal, vacation or termination of the office as a Director, and disqualification to act as a Director in the manner specified in the Articles, applicable laws and the Listing Rules. Mr. Leung received a Director's fee of \$420,000 for the year ended 31 December 2022, which was determined by the Board as recommended by the Remuneration Committee, based on his time commitment, duties and level of responsibility. Such fee will be reviewed annually by the Board.

Save as disclosed above, there are no other matters concerning Mr. Leung that need to be brought to the attention of Shareholders, nor is there any information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Wong Lung Tak, Patrick, BBS, JP, aged 75, is a Certified Public Accountant (Practicing) and a Chartered Tax Adviser in Hong Kong and also a corporate governance fellow in the United Kingdom and in Hong Kong. He is currently the Managing Practising Director of Patrick Wong C.P.A. Limited. He has over 50 years' experience in the accountancy profession. Mr. Wong was awarded a Badge of Honour by the Queen of England in 1993 and was appointed a Justice of the Peace in 1998. He was also awarded a Bronze Bauhinia Star by the Government of the HKSAR in 2010. Mr. Wong served as an independent non-executive director of BAIC Motor Corporation Limited, Li Bao Ge Group Limited and Sino Oil and Gas Holdings Limited until March 2021, January 2022 and November 2022 respectively. He is an independent non-executive director of C C Land Holdings Limited, Galaxy Entertainment Group Limited, Water Oasis Group Limited and Winox Holdings Limited. The shares of all these companies are listed on the Stock Exchange.

Save as disclosed above, Mr. Wong does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor does he hold any positions with the Group, nor did he hold directorships in any other public listed companies in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Wong did not have any interests in the Shares within the meaning of Part XV of the SFO. If elected, Mr. Wong will be appointed as an Independent Non-executive Director effective from the conclusion of the AGM for a term of three years. This notwithstanding, he will be subject to retirement by rotation, removal, vacation or termination of the office as a Director, and disqualification to act as a Director in the manner specified in the Articles, applicable laws and the Listing Rules. Mr. Wong will be entitled to receive a Director's fee of \$535,000 per annum which was determined by the Board as recommended by the Remuneration Committee, based on his time commitment, duties and level of responsibility. Such fee will be reviewed annually by the Board.

Save as disclosed above, there are no other matters concerning Mr. Wong that need to be brought to the attention of Shareholders, nor is there any information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

This explanatory statement is made pursuant to Rule 10.06(1)(b) of the Listing Rules, which also constitutes the memorandum required under section 239(2) of the Companies Ordinance.

- (i) As at the Latest Practicable Date, the number of Shares in issue was 372,688,206. Subject to the passing of the ordinary resolution approving the Buy-back Mandate and on the basis that no further Shares would be issued and/or repurchased by the Company prior to the date of the AGM, the Company will be allowed under the Buy-back Mandate to repurchase a maximum of 37,268,820 Shares during the Relevant Period (as defined in Ordinary Resolution No. 5(A) in the Notice of AGM).
- (ii) The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the circumstances, lead to an enhancement of the Company's net asset value and/or its earnings per Share. The Directors are seeking your grant of the Buy-back Mandate to give the Company the flexibility to repurchase Shares if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the Shares are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.
- (iii) The Directors propose that repurchases of Shares under the Buy-back Mandate shall be financed from distributable profits of the Company or from other funds legally available for such purposes in accordance with the Company's constitutional documents, the laws of Hong Kong and the Listing Rules.
- (iv) The Directors consider that there will be no material adverse impact on the working capital and gearing position of the Company (as compared with the position disclosed in the Company's audited accounts for the year ended 31 December 2022) upon full exercise of the Buy-back Mandate at any time during the proposed repurchase period. The Directors do not propose to exercise the Buy-back 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.
- (v) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (within the meaning ascribed under the Listing Rules) has any present intention, in the event that the Buy-back Mandate is approved by Shareholders at the AGM, to sell any Shares to the Company.
- (vi) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

- (vii) If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeover Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning ascribed under the Takeover Code), depending on the level of increase of its or their interest, could obtain or consolidate control of the Company following any Share repurchases by the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

The Directors were not aware of any consequences which would arise under the Takeover Code as a result of the exercise of the Buy-back Mandate as at the Latest Practicable Date.

- (viii) The Company has not repurchased any Shares during the 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).
- (ix) No core connected person (within the meaning ascribed under the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by Shareholders at the AGM.
- (x) The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the previous 12 months are as follows:

	Highest	Lowest
	\$	\$
2022		
April	11.00	10.80
May	11.10	10.70
June	11.34	10.80
July	11.26	10.90
August	11.20	10.60
September	10.92	10.10
October	11.00	10.10
November	12.22	10.20
December	11.14	10.40
2023		
January	11.00	10.62
February	11.90	10.74
March	10.90	10.40
April (up to and including the Latest Practicable Date)	10.46	10.30

NOTICE OF ANNUAL GENERAL MEETING



THE CROSS-HARBOUR (HOLDINGS) LIMITED 港通控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 32)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of The Cross-Harbour (Holdings) Limited (the “Company”) will be held at Shop 4, G/F, Causeway Centre, 28 Harbour Road, Wanchai, Hong Kong on Monday, 22 May 2023 at 10:15 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3. (a) To re-elect the retiring directors who have offered themselves for re-election;
(b) To elect a new independent non-executive director; and
(c) To authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix the auditors’ remuneration.
5. As special business, to consider and, if thought fit, pass with or without modification the following ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company in issue, subject to and in accordance with all applicable laws and/or 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 total number of shares to be repurchased by the Company pursuant to the approval of paragraph (a) of this resolution shall not exceed ten per cent (10%) of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of sub-division and consolidation of shares) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from 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 expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

- (B) **“THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares in the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares in the Company) which would or might require shares in the Company to be allotted after the expiry of the Relevant Period (as hereinafter defined);
 - (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Pro-Rata Issue (as hereinafter defined); or (ii) the exercise of rights of subscription, conversion or exchange under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into shares in the Company; or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company, shall not exceed twenty per cent (20%) of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of sub-division and consolidation of shares) and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, “Relevant Period” means the period from 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 expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Pro-Rata Issue” means an offer of shares or issue of options, warrants or other securities (including bonus issues or offers) giving the rights to subscribe for shares in the Company 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 the offer) on a fixed record date in proportion to their holdings of such 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 recognised regulatory body).”

(C) **“THAT:**

conditional upon the passing of resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution numbered 5(B) set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the total number of the shares repurchased by the Company under the authority granted pursuant to resolution numbered 5(A) set out in the notice convening this meeting, provided that such extended number of shares shall not exceed ten per cent (10%) of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of sub-division and consolidation of shares).”

By order of the board
The Cross-Harbour (Holdings) Limited
Man Kit Ling
Company Secretary

Hong Kong, 19 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For determining members' rights to attend and to speak and vote at the Meeting, the deadline for share registration will be Tuesday, 16 May 2023. Members should therefore ensure that all transfer documents and accompanying share certificates are lodged for registration with the Company's share registrar and transfer office, Tricor Tengis Limited (the "Registrar"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m., Tuesday, 16 May 2023.
2. A member of the Company is entitled to appoint another person (whether a member or not) as a proxy to exercise all or any of the member's rights to attend and to speak and vote at the Meeting or any adjourned Meeting. A member may appoint separate proxies to represent respectively the number of the shares held by the member that is specified in their forms of proxy.
3. The form of proxy must be under the hand of the appointer or his or her attorney duly authorised in writing or, if the appointer is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.
4. Where there are joint registered holders of any share(s), if more than one of such joint holders be present at the Meeting or any adjourned Meeting, whether in person or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
5. In order to be valid, the completed form of proxy, together with the power of attorney, if any, under which it is signed, must be delivered to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof, as the case may be.
6. Completion and return of the form of proxy shall not preclude a member from attending and voting in person at the Meeting or any adjourned Meeting should you so desire and in such event, the proxy appointment will be regarded as revoked.
7. The register of members and transfer books of the Company will be closed from Monday, 29 May 2023 to Wednesday, 31 May 2023, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to qualify for the final dividend, all transfer documents and accompanying share certificates must be lodged for registration with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m., Thursday, 25 May 2023.
8. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government is/are in force in Hong Kong, at any time on the date of the Meeting before its commencement, the Meeting may be adjourned. If adjourned, the Company will publish an announcement on the Company's website at www.ch.limited and the HKEXnews website at www.hkexnews.hk to notify members of the date, time and place of the adjourned Meeting as soon as practicable.
9. No corporate gifts or refreshments will be provided at the Meeting.