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If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 Chu Kong Shipping Enterprises (Group) Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**RE-ELECTION OF DIRECTORS,
DECLARATION OF FINAL AND SPECIAL DIVIDENDS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Chu Kong Shipping Enterprises (Group) Company Limited to be held on board the vessel, Harbour Cruise “Oriental Pearl”, Hung Hom (South) Ferry Pier, Kowloon, Hong Kong on Wednesday, 21 June 2023 at 2:30 p.m. (Hong Kong time) is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company’s share registrar, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for the annual general meeting (i.e. before 19 June 2023 (Monday), 2:30 p.m. (Hong Kong time)) or any adjournment thereof (as the case may be). Submission of a proxy form shall not preclude you from attending the annual general meeting or any adjournment of such meeting and voting in person should you so wish and in such event, the proxy form will be deemed to be revoked.

27 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 held on board the vessel, Harbour Cruise “Oriental Pearl”, Hung Hom (South) Ferry Pier, Kowloon, Hong Kong, on Wednesday, 21 June 2023 at 2:30 p.m. (Hong Kong time) or any adjourned meeting thereof
“AGM Notice”	the notice convening the AGM set out on pages 15 to 18 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“CKSE”	Chu Kong Shipping Enterprises (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, the controlling Shareholder and a wholly-owned subsidiary of GDPS
“Close Associate(s)”	has the meaning as defined in the Listing Rules
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Chu Kong Shipping Enterprises (Group) Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Core Connected Person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined in paragraph 5 of the “Letter from the Board” contained in this circular
“GDPS”	廣東省港航集團有限公司 (Guangdong Provincial Port & Shipping Group Company Limited*), formerly known as 廣東省航運集團有限公司 (Guangdong Province Navigation Group Company Limited*), a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	as defined in paragraph 5 of the “Letter from the Board” contained in this circular
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	as defined in paragraph 5 of the “Letter from the Board” contained in this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	percent

In this circular, the English names of the PRC entities are translations of their Chinese names and included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

* for identification purpose only

LETTER FROM THE BOARD

CKS 珠江船務企業(股份)有限公司
Chu Kong Shipping Enterprises (Group) Co., Ltd.

(Incorporated in Hong Kong with limited liability)
(Stock Code: 00560)

Mr. Liu Guanghui* (Chairman of the Board)

Mr. Zhou Jun* (General Manager)

Ms. Zhong Yan**

Mr. Liu Wuwei*

Mr. Chan Kay-cheung***

Ms. Yau Lai Man***

Mr. Chow Bing Sing***

Hon. Rock Chen Chung-nin***

Registered Office:

22nd Floor,
Chu Kong Shipping Tower,
143 Connaught Road Central,
Hong Kong

Principle Place of Business in Hong Kong:

24th Floor,
Chu Kong Shipping Tower,
143 Connaught Road Central,
Hong Kong

* Executive Directors

** Non-executive Director

*** Independent Non-executive Directors

27 April 2023

To all Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
DECLARATION OF FINAL AND SPECIAL DIVIDENDS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, amongst other matters, the re-election of Directors, the declaration of final and special dividends and the grant of each of the Issue Mandate, Repurchase Mandate, Extension Mandate and amendments to the Articles of Association.

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS

The annual report incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors for the year ended 31 December 2022 will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

LETTER FROM THE BOARD

3. DECLARATION OF FINAL AND SPECIAL DIVIDENDS

As mentioned in the results announcement of the Company dated 24 March 2023, the Board resolved to recommend the payment of a final dividend of HK4 cents per Share and a special dividend of HK2 cents per Share in respect of the year ended 31 December 2022 to Shareholders whose names appear on the register of members of the Company on 30 June 2023, subject to Shareholders' approval at the AGM. The final and special dividends, if approved, will be paid in cash.

The register of members of the Company will be closed from 28 June 2023 (Wednesday) to 30 June 2023 (Friday), both dates inclusive, during which no transfer of Shares will be effected for the purpose of ascertaining the Shareholders entitled to the final and special dividends for the year ended 31 December 2022 to be approved at the AGM.

In order to qualify for the proposed final and special dividends for the year ended 31 December 2022, all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's share registrar, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on 27 June 2023 (Tuesday) for registration.

The dividend warrants for the cash dividends are expected to be sent by ordinary mail to Shareholders at their own risk on or around 20 July 2023 (Thursday).

4. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association, Hon. Rock Chen Chung-nin, who was appointed on 1 April 2023, will retire as Director at the AGM. He, being eligible, offer himself for re-election as Director at the AGM.

In accordance with Article 88 of the Articles of Association, Mr. Chan Kay-cheung and Mr. Chow Bing Sing will retire as Directors by rotation at the AGM. Then, being eligible, offer themselves for re-election as Directors at the AGM.

According to the code provision B.2.3 set out in Part 2 of the Corporate Governance Code under Appendix 14 of the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by the shareholders.

LETTER FROM THE BOARD

Mr. Chan Kay-cheung and Mr. Chow Bing Sing, being independent non-executive Directors, have given annual confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Both Mr. Chan Kay-cheung and Mr. Chow Bing Sing had served as independent non-executive Directors for more than 9 years. The Board is of the view that they remain to be independent after assessing their independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. During the years of appointment, they have demonstrated their abilities to provide an independent view to the Company's matters and were free from any business or other relationship which could interfere with their ability to discharge their duties effectively. Their familiarity with the business and the industry over the year has enabled them to contribute the management of the risks involved as well as add to the diversity of the skills and perspectives of the Board. The Board believes that the long tenure of those independent non-executive Directors does not compromise their independence but instead brings significant positive qualities to the Company and diversity to the Board. The Board recommends that Mr. Chan Kay-cheung and Mr. Chow Bing Sing should be re-elected as independent non-executive Directors at the AGM.

The biographical details and other information of Mr. Chan Kay-cheung, Mr. Chow Bing Sing and Hon. Rock Chen Chung-nin are set out in Appendix I to this circular. According to the resolution under item 3 of the AGM Notice, the re-election of Directors will be individually voted on by Shareholders at the AGM.

5. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to approve the granting to the Directors of a general and unconditional mandate to allot, issue or deal with the Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing the relevant resolution ("Issue Mandate"). As at the Latest Practicable Date, a total of 1,121,166,885 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company for the period from the Latest Practicable Date up to and including the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 224,233,377 Shares.

At the AGM, an ordinary resolution will also be proposed to approve the granting to the Directors of a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed up to a maximum of 5% of the aggregate number of Shares in issue as at the date of passing the relevant resolution ("Repurchase Mandate"). As at the Latest Practicable Date, a total of 1,121,166,885 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company for the period from the Latest Practicable Date up to and including the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 56,058,344 Shares.

The explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

In addition, an ordinary resolution will be proposed at the AGM that any Shares repurchased under the Repurchase Mandate (up to a maximum of 5% of the aggregate number of Shares in issue as at the date of the grant of the Repurchase Mandate) will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate (“Extension Mandate”).

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the Company is required by the Articles of Association or any applicable law to hold its next annual general meeting; or (iii) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company. The Board wishes to state that with regard to the Issue Mandate, it has no immediate plan to issue any Shares pursuant thereto, and with regard to the Repurchase Mandate, the Board may or may not repurchase any Shares pursuant thereto depending on the prevailing market conditions.

The full text of the ordinary resolutions to be proposed at the AGM in relation to the Issue Mandate, the Repurchase Mandate and the Extension Mandate are set out in the resolutions under items 5 to 7 of the AGM Notice.

6. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the Articles of Association for the purposes of, among others, (i) bringing the Articles of Association in line with amendments made to the Listing Rules; and (ii) making certain minor housekeeping amendments to the Articles of Association. Details of the proposed amendments to the Articles of Association are set out below:

(1) New articles inserted to the Articles of Association

- Article 2(ix) A person who is able to communicate to others attending a meeting, during the meeting, any information or opinions that the person has on the business of the meeting is considered to be able to exercise the right to speak at a general meeting.
- Article 16A The Register shall be open for inspection by Members provided that the Company may be permitted to close the Register in accordance with the Ordinance.
- Article 55A Every Member who is entitled to receive the notice of a general meeting under these Articles shall be entitled to speak at such meeting.

LETTER FROM THE BOARD

(2) Amendments to the existing Articles of Association

Articles currently in force

Article 51 (iii) Every notice of meeting shall also state with reasonable prominence that a Member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote thereat instead of him and that a proxy need not also be a Member.

Article 131 (i) The provisions of the Statutes as to the appointment, powers, rights, remuneration and duties of the Auditors shall be complied with and, subject to the provisions of the Statutes, all acts done by any person acting as an auditor of the Company shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment, or subsequently became, disqualified.

The Company's legal advisers as to the laws of Hong Kong have confirmed that the proposed amendments to the Articles of Association comply with the requirements of the Listing Rules and the laws of Hong Kong.

The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Articles of Association shall remain valid.

Articles proposed to be amended as

Article 51 (iii) Every notice of meeting shall also state with reasonable prominence that a Member entitled to attend and vote is entitled to appoint (a) another person (whether a Member or not) as a proxy or (being a corporation) a duly authorised representative to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Company (subject to Article 76) and (b) separate proxies to represent respectively the number of the shares held by the Member that is specified in their instruments of appointment at the meeting may appoint one or more proxies to attend and vote thereat instead of him and that a proxy need not also be a Member.

Article 131 (i) The provisions of the Statutes as to the appointment, removal, powers, rights, remuneration and duties of the Auditors shall be complied with and, subject to the provisions of the Statutes, all acts done by any person acting as an auditor of the Company shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment, or subsequently became, disqualified.

LETTER FROM THE BOARD

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM shall demand a poll on each of the resolutions set on in the AGM Notice in accordance with Article 61 of the Articles of Association.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 15 to 18 of this circular. At the AGM, resolutions will be proposed to approve, amongst other matters, the re-election of Directors, the declaration of final and special dividends, and the grant of each of the Issue Mandate, Repurchase Mandate, Extension Mandate and adoption of amendments to the Articles of Association.

The register of members of the Company will be closed on 15 June 2023 (Thursday) to 21 June 2023 (Wednesday), during which no transfer of Shares will be effected. In order to ascertain Shareholders' rights for the purpose of attending and voting at the AGM to be held on 21 June 2023 (Wednesday), all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's share registrar, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on 14 June 2023 (Wednesday) for registration.

A proxy form for use at the AGM is enclosed with this circular. Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for the AGM (i.e. before 19 June 2023 (Monday), 2:30 p.m. (Hong Kong time)) or any adjournment thereof (as the case may be). Submission of a proxy form shall not preclude you from attending the AGM or any adjournment of such meeting and voting in person should you so wish and in such event, the proxy form will be deemed to be revoked.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Board believes that the proposals mentioned above, including the proposals for the re-election of Directors, the declaration of final and special dividends, and the grant of each of the Issue Mandate, Repurchase Mandate, the Extension Mandate and the proposed amendments to the Articles of Association are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
Chu Kong Shipping Enterprises (Group) Company Limited
Liu Guanghui
Chairman

The particulars of Mr. Chan Kay-cheung, Mr. Chow Bing Sing and Hon. Rock Chen Chung-nin, as required by Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date, are set out below to enable Shareholders to make an informed decision on their re-election at the AGM.

Mr. Chan Kay-cheung

Mr. Chan Kay-cheung (“Mr. Chan”), aged 76, was an executive director and the deputy chief executive of The Bank of East Asia, Limited and he was the vice chairman of The Bank of East Asia (China) Limited. Mr. Chan joined The Bank of East Asia, Limited in 1965 and possesses extensive knowledge and experience in the banking industry. Mr. Chan is a fellow member of the Hong Kong Institute of Bankers. Mr. Chan is also an independent non-executive director of China Electronics Corporation Holdings Company Limited and SOCAM Development Limited. He was an independent non-executive director of Dah Chong Hong Holdings Limited and Hong Kong Food Investment Holdings Limited. Mr. Chan was appointed as independent non-executive director of the Company in April 1998.

Pursuant to the appointment letter entered between Mr. Chan and the Company, his current term of office is 3 years from 1 April 2021, unless terminated by either party giving to the other not less than 1 month’s prior notice in writing. He is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms and conditions of Mr. Chan’s letter of appointment as independent non-executive director of the Company, Mr. Chan will receive HK\$320,000 per year from the Company as an independent non-executive director of the Company and which is recommended by the remuneration committee of the Company and approved by the Board with regard to his duties, responsibilities, and expected time spent on the affairs of the Company.

Mr. Chow Bing Sing

Mr. Chow Bing Sing (“Mr. Chow”), aged 73, was appointed as independent non-executive director of the Company on 1 June 2010. Mr. Chow graduated as a bachelor of social sciences at the University of Hong Kong in 1974. He worked as a social worker in his early career years and later joined the aviation industry. He had held senior management positions with the Civil Aviation Department of the Government of the HKSAR and the Airport Authority Hong Kong and has over 30 years of experience in the aviation and logistics sectors. Mr. Chow is a chartered member of the Chartered Institute of Logistics and Transport in Hong Kong and a member of the Hong Kong Logistics Association.

Pursuant to the appointment letter entered between Mr. Chow and the Company, his current term of office is 3 years from 1 April 2021, unless terminated by either party giving to the other not less than 1 month’s prior notice in writing. He is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms and conditions of Mr. Chow’s letter of appointment as an independent non-executive director of the Company, Mr. Chow will receive HK\$200,000 per year from the Company as an independent non-executive director of the Company and which is recommended by the remuneration committee of the Company and approved by the Board with regard to his duties, responsibilities, and expected time spent on the affairs of the Company.

Hon. Rock Chen Chung-nin *NPC Deputy, SBS, BBS, JP*

Hon. Rock Chen Chung-nin (“Mr. Chen”), aged 56, was appointed as independent non-executive director of the Company on 1 April 2023. Mr. Chen is the chairman of Pacific Falcon Investment Group Limited and Fu Heng Investment Management Limited. He has over 30 years of experience in the financial industry and was licensed as a responsible officer by the Hong Kong Securities and Futures Commission for over 15 years. Mr. Chen is currently a member of the Hong Kong Legislative Council. Mr. Chen is also the chairman of the Hong Kong Council for Accreditation of Academic and Vocational Qualifications, a board member of the Airport Authority Hong Kong, a council member of The Hong Kong University of Science and Technology and an independent non-executive director of BEA China. He was the chairman of the Hong Kong Examinations and Assessment Authority, a member of the Education Commission, chairman of the Hong Kong Award for Young People, chairman of the Hong Kong United Youth Association, a member of Town Planning Board, a member of the Standing Committee of Company Law Reform and a part-time member of Central Policy Unit, etc. Mr. Chen is a Deputy to the 14th National People’s Congress of the People’s Republic of China, a Member of the 12th and 13th National Committee of the Chinese People’s Political Consultative Conference (“CPPCC”) and a Standing Committee Member of the 10th, 11th and 12th Zhejiang Committee of the CPPCC. Mr. Chen holds a bachelor’s degree in Economics from The Wharton School, University of Pennsylvania, and a master’s degree in Business Administration from J.L. Kellogg Graduate School of Management, Northwestern University.

Pursuant to the appointment letter entered between Mr. Chen and the Company, his current term of office is 3 years from 1 April 2023, unless terminated by either party giving to the other not less than 1 month’s prior notice in writing. He is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms and conditions of Mr. Chen’s letter of appointment as independent non-executive director of the Company, Mr. Chen will receive HK\$200,000 per year from the Company as an independent non-executive director of the Company and which is recommended by the remuneration committee of the Company and approved by the Board with regard to his duties, responsibilities, and expected time spent on the affairs of the Company.

Save as disclosed above, none of Mr. Chan, Mr. Chow and Mr. Chen has held any other major appointment and qualifications or directorship in listed public companies in the last three years, nor does he has any relationship with any directors, senior management, substantial or controlling Shareholders. Save as disclosed above, none of Mr. Chan, Mr. Chow and Mr. Chen holds any position with the Company or other members of the Group, and has any interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of Shareholders in relation to their standing for re-election as Directors.

The following is the explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules in connection with the Repurchase Mandate and also constitutes a memorandum under section 239(2) of the Companies Ordinance. The information in the explanatory statement is to provide Shareholders with the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. REASONS FOR SHARE REPURCHASE

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

3. SHARE CAPITAL

As at the Latest Practicable Date, the aggregate number of Shares in issue was 1,121,166,885 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 56,058,344 Shares provided that no less than 25% of the Shares in issue were in the public hands and on the basis that no new Shares will be issued or repurchased for the period from the Latest Practicable Date up to and including the date of the AGM.

4. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such repurchase in accordance with the Articles of Association, the laws of Hong Kong and the Listing Rules. Repurchases pursuant to the Repurchase Mandate will be made out of internal funds legally permitted to be utilised in this connection, including the funds otherwise available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose.

There would not 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 December 2022) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

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 or the gearing levels of the Company (which in the opinion of the Directors are from time to time appropriate for the Company). The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months were as follows:

	Share Prices (per Share)	
	Highest (HK\$)	Lowest (HK\$)
2022		
April	0.97	0.91
May	0.98	0.92
June	0.97	0.95
July	0.96	0.92
August	0.95	0.90
September	0.91	0.77
October	0.80	0.70
November	0.87	0.72
December	1.14	0.87
2023		
January	1.18	1.08
February	1.12	1.00
March	1.02	0.93
April (up to the Latest Practicable Date)	1.08	0.99

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

7. DISCLOSURE OF INTERESTS

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 and the Companies Ordinance.

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

As at the Latest Practicable Date, CKSE beneficially owned 784,817,520 Shares (approximately 70.0% of the aggregate number of Shares in issue). In case where the Repurchase Mandate is exercised to its full extent, the shareholding interest of CKSE will become approximately 73.7%. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of the exercise of the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to repurchase Shares to the extent that less than 25% of the number of Shares in issue will be in the public hands.

Neither the Directors nor any of their Close Associates, to the best of knowledge of the Directors having made all reasonable enquiries, has a present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

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

NOTICE OF ANNUAL GENERAL MEETING



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of CHU KONG SHIPPING ENTERPRISES (GROUP) COMPANY LIMITED (the “**Company**”) will be held on board the vessel, Harbour Cruise “Oriental Pearl”, Hung Hom (South) Ferry Pier, Kowloon, Hong Kong on 21 June 2023 (Wednesday) at 2:30 p.m. (Hong Kong time) for the purpose of transacting the following businesses:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2022.
2. To declare the final and special dividends for the year ended 31 December 2022.
3. To re-elect the retiring Directors, each as a separate resolution, and to authorise the board of Directors (the “**Board**”) to fix their remuneration.
4. To re-appoint KPMG as the Auditors and to authorise the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions whereby items 5 to 7 shall be proposed as ordinary resolutions:

5. “**THAT:**
 - (1) subject to paragraph (3) 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 and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into shares of the Company and other rights to subscribe for any shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (2) the approval of paragraph (1) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into shares of the Company and other rights to subscribe for any shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

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(3) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (1) of this resolution, other than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares of the Company as scrip dividends pursuant to the articles of association of the Company from time to time; or (iii) an issue of shares of the Company under 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 the subsidiaries of shares of the Company or rights to subscribe for shares of the Company, shall not exceed 20% of the aggregate number of the shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

(4) 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 the articles of association of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and “**Rights Issue**” means the allotment, issue or grant of shares of the Company pursuant to any offer of shares of the Company open for a period fixed by the Directors to the holders of shares of the Company whose names appear on the register of member of the Company on a fixed record date in proportion to their then holdings of such shares of the Company as at that date (subject to such exclusions or other arrangements as the Directors 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 or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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6. **“THAT:**

- (1) subject to paragraph (2) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange in any territory applicable to the Company, subject to and in accordance with all applicable law and/or the requirements of the rules governing the listing of securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (2) the aggregate number of the shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (1) of this resolution during the Relevant Period shall not exceed 5% of the aggregate number of share of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (3) 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 the articles of association of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT:** subject to the ordinary resolutions Nos. 5 and 6 set out above being duly passed, the number of shares of the Company that may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with pursuant to the general mandate granted under ordinary resolution No.5 set out above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution No.6 set out above, provided that such amount of shares of the Company shall not exceed 5% of the aggregate number of the shares of the Company in issue as at the date of passing the said resolution.”

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SPECIAL RESOLUTION

8. “**THAT** the amendments to the articles of association of the Company be and are hereby approved and adopted and **THAT** any director or company secretary of the Company be and is hereby authorised to deal with all the procedural requirements such as applications, approvals, registrations and filings in relation to such amendments.”
9. To transact any other businesses, if any.

For and On Behalf of the Board of
Chu Kong Shipping Enterprises (Group) Company Limited
Cheung Mei Ki, Maggie
Company Secretary

Hong Kong, 27 April 2023

Note:

1. A member of the Company entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Annual General Meeting. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each of such proxies is so appointed.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised in writing.
3. In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Board has no immediate plan to issue any new shares of the Company.
4. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the Shareholders. The Board may or may not repurchase any shares of the Company pursuant to the mandate to be granted under the proposed resolution numbered 6 above depending on the prevailing market conditions.
5. In order to be valid, the proxy form must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, with the Company's share registrar, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and, in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 19 May 2023 (Monday), 2:30 p.m. (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder from attending in person and voting at the Annual General Meeting or any adjournment thereof, should he/she so wish and in such event, the proxy form will be deemed to be revoked.
6. In the case of joint holders of shares, any one of such holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting 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 shares shall alone be entitled to vote in respect thereof.
7. As at the date of this circular, the executive Directors are Mr. Liu Guanghui, Mr. Zhou Jun and Mr. Liu Wuwei; non-executive Director is Ms. Zhong Yan; and independent non-executive Directors are Mr. Chan Kay-cheung, Ms. Yau Lai Man, Mr. Chow Bing Sing and Hon. Rock Chen Chung-nin.