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CHINNEY KIN WING HOLDINGS LIMITED

建業建榮控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1556)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of Chinney Kin Wing Holdings Limited (the “Company”, collectively with its subsidiaries, the “Group”) will be held on Tuesday, 4 June 2019 at 3:30 p.m. at Full Moon Shanghai Restaurant, Macau Jockey Club, 3/F., East Wing, Shun Tak Centre, 200 Connaught Road Central, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2018 together with the reports of the directors and the independent auditor thereon.
2. To declare a final dividend for the year ended 31 December 2018.
3. To re-elect directors of the Company (the “Directors”) and to authorise the board of Directors (the “Board”) to fix the directors’ remuneration.
4. To re-appoint auditor and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said mandate shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable laws to be held; or
- (iii) the date of the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to the holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company, after making enquiry, may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of the relevant place, or the requirements of the relevant regulatory body or any stock exchange in that place).”

By Order of the Board
Eric Wing-Hung Yuen
Company Secretary

Hong Kong, 26 April 2019

Notes:

- (1) A shareholder entitled to attend and vote at the AGM (and at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy in the prescribed form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or other authority must be completed, signed and deposited with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the AGM (and at any adjournment thereof).
- (3) Where there are joint registered holders of any shares, any one of such joint holders may vote at the AGM (and at any adjournment thereof), either in person or by proxy, in respect of such shares as if he 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (4) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), any vote of shareholders at a general meeting must be taken by poll and the Company must announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. The chairman of the meeting will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to the Company’s Bye-laws. An announcement will be made by the Company following the conclusion of the AGM to inform the results of the AGM.

- (5) With regard to resolution 3 in this notice, Mr. James Sing-Wai Wong (“Mr. Wong”), Mr. Philip Bing-Lun Lam (“Mr. Lam”) and Mr. Siu-Chee Kong (“Mr. Kong”) will retire by rotation at the AGM in accordance with bye-law 84 of the Bye-laws of the Company. All Mr. Wong, Mr. Lam and Mr. Kong, being eligible, will offer themselves for re-election at the AGM.
- (6) Details of the directors who stand for re-election at the AGM are set out below:

James Sing-Wai Wong

Aged 55, was appointed as our executive Director on 2 September 2016. He graduated from the University of Washington with a Bachelor’s degree with honors in Economics. He also holds a Juris Doctor degree from the University of California Hastings College of Law, and a Master’s degree in Systems Engineering and Information Systems from the Florida Institute of Technology. He is licensed to practice law in the United States of America and the State of California, where he also holds a Real Estate Broker’s License. He has accumulated over thirty years of experience in economics, law, management, and information systems in Hong Kong, United States, Canada, the United Kingdom, and the Mainland China.

Mr. Wong is currently the director of all major subsidiaries of the Company. He is an executive director of Chinney Alliance Group Limited (stock code: 385, “CAGL”), being a controlling shareholder of the Company. He is an executive director of Chinney Investments, Limited (stock code: 216, “Chinney Investments”) and Hon Kwok Land Investment Company, Limited (stock code: 160, “Hon Kwok”). CAGL, Hon Kwok and Chinney Investments are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). He is the son of Dr. James Sai-Wing Wong, the Chairman and substantial shareholder of CAGL and Chinney Investments and a controlling shareholder of the Company.

Save as disclosed, he has no directorships in other listed companies in the last three years, nor does he hold any other positions with the Company and other members of the Group, nor does he has any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Wong was a director of Lion Mark Holdings Limited and Lion Foods Limited (collectively the “Lion Group”) during the period from May 1995 to July 2007. Lion Group was incorporated in the United Kingdom and engaged in food manufacturing, processing and ingredient trading. Lion Group was put into administration proceedings on 10 October 2002. The entire business was sold by the administrators in the same year and Lion Group was subsequently dissolved in July 2007.

At the date hereof, Mr. Wong did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of Laws of Hong Kong) (the “SFO”).

There is a service agreement entered into between the Company and Mr. Wong. His directorship is subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Bye-laws of the Company. He is entitled to a fixed fee of HK\$150,000 per annum which is based on the Company’s remuneration policy adopted for executive Directors. In addition, he is also entitled to a discretionary bonus to be determined by the Board and other employment benefits provided by the Group to all eligible staff. He was entitled to a performance – related bonus of HK\$400,000 for the year ended 31 December 2018.

Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor any other matters and information need to be brought to the attention of the shareholders of the Company or required to be disclosed pursuant to any of the requirements of the Listing Rules in respect of Mr. Wong.

Philip Bing-Lun Lam

Aged 76, was appointed as our executive Director on 2 September 2016. Mr. Lam began his career in 1963 with Hang Seng Bank Limited for eleven years, and then joined the University of Hong Kong (“HKU”) in 1975 as an Assistant Finance Director. He then worked as the Chief Accountant and Comptroller in Overseas Bank (Canada) in Vancouver for three years from 1982 to 1985. In 1985, Mr. Lam re-joined HKU and had served as the Director of Finance from 1990 until his retirement on 30 June 2012. He was then asked by the Vice-Chancellor of HKU to be his Senior Advisor for financial, investment and fund-raising matters until June 2014, and since then, he has been the Honorary Advisor to the Chairman of The University of Hong Kong Foundation for Educational Development and Research.

Mr. Lam obtained a diploma in management studies from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University) in July 1974. He is a fellow of The Chartered Institute of Management Accountants (UK), the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Directors and an associate of The Certified Management Accountants (Canada), The Institute of Chartered Secretaries and Administrators (UK) and The Chartered Institute of Bankers (UK).

Mr. Lam is active in community affairs and had served as a member on the Board of Review (Inland Revenue Ordinance) Hong Kong for three years from 1995 to 1998. He had been a member of the Establishment and Finance Committee of the Prince Philip Dental Hospital from early 1990s until his retirement in June 2012. Currently he is a member of the Finance and Administration Committee, the Board of Governors of the Canadian International School of Hong Kong, and a member of the Board of Governors of the Centennial College, a subsidiary of HKU.

Mr. Lam is an executive director of CAGL (stock code: 385) and he holds directorship in most of the major subsidiaries of CAGL, the shares of CAGL are listed on the Main Board of the Stock Exchange and a controlling shareholder of the Company. He is also an independent non-executive director of Oriental University City Holdings (H.K.) Limited (stock code: 8067, the shares of which have been listed on the GEM Board of the Stock Exchange).

Mr. Lam does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Lam does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

There is a service agreement entered into between the Company and Mr. Lam. His directorship is subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Bye-laws of the Company. He is entitled to a fixed fee of HK\$150,000 per annum which is based on the Company’s remuneration policy adopted for executive Directors. In addition, he is also entitled to a discretionary bonus to be determined by the Board and other employment benefits provided by the Group to all eligible staff. He was entitled to a performance – related bonus of HK\$400,000 for the year ended 31 December 2018.

Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor any other matters and information need to be brought to the attention of the shareholders of the Company or required to be disclosed pursuant to any of the requirements of the Listing Rules in respect of Mr. Lam.

Siu-Chee Kong

Aged 72, was appointed as our independent non-executive Director on 20 October 2015. He is also the chairman of the audit committee of the Company.

Mr. Kong received an MBA degree from The Chinese University of Hong Kong in December 1980, and received a diploma in Banking from the Chartered Banker Institute in London in December 1973.

Mr. Kong began his career in 1969 with Standard Chartered Bank, where he served in various managerial positions for twenty-four years. He was a director of Champion Technology Holdings Limited (stock code: 0092) from 1993 to 1994 and a director of Kantone (UK) Limited from 1994 to 1996. From 1999 to 2005, he served as an executive vice-president, director, and alternate chief executive officer of CITIC Ka Wah Bank Limited, and was an executive director of CITIC International Financial Holdings Limited (formerly known as CITIC Ka Wah Bank Limited). He has been an independent non-executive director of China New Town Development Company Limited (stock code: 1278) since November 2006 and an independent non-executive director of Harbin Bank Co., Ltd (stock code: 6138) since October 2013. He is also currently a member of the audit committee of Harbin Bank Co., Ltd. He has been an independent non-executive director of DIGITALHONGKONG.COM (stock code: 8007, now known as Global Strategic Group Limited) from 28 March 2014 to 26 October 2014.

Mr. Kong does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Kong does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

There is a service agreement entered into between the Company and Mr. Kong. His directorship is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws of the Company. He is entitled to a fixed fee of HK\$150,000 per annum which is based on the Company's remuneration policy adopted for independent non-executive Directors.

Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor any other matters and information need to be brought to the attention of the shareholders of the Company or required to be disclosed pursuant to any of the requirements of the Listing Rules in respect of Mr. Kong.

- (7) At the date hereof, the Board comprises of eight Directors, of which five are executive Directors, namely Mr. Yuen-Keung Chan, Mr. James Sing-Wai Wong, Mr. Wing-Sang Yu, Mr. Philip Bing-Lun Lam and Mr. Hin-Kwong So; and three are independent non-executive Directors, namely Mr. Siu-Chee Kong, Mr. Ivan Ti-Fan Pong and Mr. Robert Che-Kwong Tsui.

* *for identification purpose only*