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Chuang's Consortium International Limited

(莊士機構國際有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 367)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Chuang's Consortium International Limited (the "**Company**") will be held at 7th Floor, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong, on Tuesday, 13 April 2021 at 12:00 noon for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

(1) "**THAT:**

- (i) the conditional sale and purchase agreement dated 9 February 2021 ("**SP Agreement A**") entered into amongst Chuang's China Realty Limited ("**Vendor**"), FS Dongguan No. 6 Ltd ("**Purchaser**"), Chuang's China Investments Limited (as the Vendor's guarantor) and First Sponsor Group Limited (as the Purchaser's guarantor) (a copy of which has been produced at the meeting and marked "**A**" and initialled by the chairman of the meeting for the purpose of identification) in relation to, among other matters, the sale and purchase by the Vendor to the Purchaser of the entire issued share capital of Double Wealthy Company Limited ("**Double Wealthy**") and the entire amount of the shareholder's loan owing by Double Wealthy to the Vendor immediately prior to the completion of the SP Agreement A at an estimated consideration of approximately RMB1,564,141,479 (equivalent to approximately HK\$1,877.0 million) (subject to adjustments in accordance with the terms and conditions of the SP Agreement A) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (ii) the directors of the Company (including any duly authorized committee of the board of directors) be and are hereby authorized to do all such things and acts and execute all such documents which they consider necessary, desirable, or expedient in connection with the implementation or completion of the SP Agreement A and/or any variation, amendments or waiver of the terms of the SP Agreement A."

(2) “**THAT:**

- (i) the conditional sale and purchase agreement dated 9 February 2021 (“**SP Agreement B**”) entered into amongst Guangzhou Heng Yang Investment Services Limited[#] (廣州恒陽投資諮詢服務有限公司) (“**PRC Vendor**”) and First Sponsor (Guangdong) Group Limited[#] (首鑄(廣東)集團有限公司) and Shoucheng (Dongguan) Real Estate Co., Ltd.[#] (首誠(東莞)房地產有限公司) (collectively, “**PRC Purchaser Group**”) (a copy of which has been produced at the meeting and marked “**B**” and initialled by the chairman of the meeting for the purpose of identification) in relation to, among other matters, the sale and purchase by the PRC Vendor to the PRC Purchaser Group of the entire issued share capital of Guangzhou Kai Xiang Properties Management Company Limited[#] (廣州市凱翔物業管理有限公司) at an estimated consideration of approximately RMB10.5 million (equivalent to approximately HK\$12.6 million) (subject to adjustments in accordance with the terms and conditions of the SP Agreement B) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (ii) the directors of the Company (including any duly authorized committee of the board of directors) be and are hereby authorized to do all such things and acts and execute all such documents which they consider necessary, desirable, or expedient in connection with the implementation or completion of the SP Agreement B and/or any variation, amendments or waiver of the terms of the SP Agreement B.”

By order of the Board of
Chuang’s Consortium International Limited
Lee Wai Ching
Company Secretary

Hong Kong, 19 March 2021

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
25th Floor
Alexandra House
18 Chater Road
Central
Hong Kong

[#] *English translation only*

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company.
2. To be valid, a form of proxy in the prescribed form, together with any power of attorney or other authority (if any), under which it is signed or a certified copy thereof must be deposited at the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, located at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
3. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 8 April 2021 to Tuesday, 13 April 2021, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 7 April 2021.
4. For joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if the shareholder was solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
5. To safeguard the health and safety of attending shareholders and proxies and to reduce the risk of Covid-19 spreading, the following precautionary measures will be taken at the meeting of the Company:
 - (i) compulsory body temperature check;
 - (ii) mandatory wearing of surgical face mask (please bring your own);
 - (iii) no refreshments will be served and no corporate gifts will be distributed;
 - (iv) no entry will be allowed to any person who is subject to mandatory quarantine order imposed by the HKSAR Government and any person who does not comply with the precautionary measures may be denied entry into the meeting venue; and
 - (v) in order to ensure appropriate social distancing, attendees will be assigned seats in different rooms or partitioned areas with telecommunication facilities, if appropriate.

Shareholders are strongly encouraged to appoint the Chairman of the meeting of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting of the Company in person.

Subject to the development of Covid-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.

As at the date of this announcement, Mr. Albert Chuang Ka Pun, Mr. Richard Hung Ting Ho, Mr. Chong Ka Fung, Miss Ann Li Mee Sum, Mrs. Candy Kotewall Chuang Kai Wai, Mr. Geoffrey Chuang Ka Kam and Mr. Chan Chun Man are the Executive Directors of the Company, and Mr. Abraham Shek Lai Him, Mr. Fong Shing Kwong, Mr. Yau Chi Ming, Mr. David Chu Yu Lin and Mr. Tony Tse Wai Chuen are the Independent Non-Executive Directors of the Company.