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Crown International Corporation Limited
皇冠環球集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Crown International Corporation Limited (the “**Company**”) will be held at Regus Conference Center, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 30 September 2021 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To approve and consider the audited consolidated financial statements and report of the directors (the “**Directors**”) and report of the independent auditor of the Company (the “**Auditor**”) for the year ended 31 March 2021.
2. To re-elect Mr. Liu Hong Shen as an executive Director.
3. To re-elect Mr. Sun Yu as a non-executive Director.

4. To re-elect Mr. He Dingding as an independent non-executive Director.
5. To re-elect Mr. Wong Siu Hung, Patrick as an independent non-executive Director.
6. To authorise the board of Directors to fix the Directors' remuneration.
7. To re-appoint, BDO Limited, as the auditor of the Company and to authorise the board of Directors to fix the remuneration of the auditor of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions (“**Resolutions**”):

8. “**THAT:**
 - (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Share**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;

(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 pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:

- (i) a Rights Issue (as defined in paragraph (d) of this Resolution);
- (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
- (iii) an exercise of 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 its subsidiaries of Shares or rights to acquire Shares;
- (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 accordance with the Articles of Association of the Company (the “**Articles of Association**”);

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

- (i) “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or Articles of Association to be held; or
 - (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

- (ii) “**Rights Issue**” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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 any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

9. “**THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations, the Articles of Association and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(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 any applicable laws or Articles of Association to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

10. “**THAT** conditional upon Resolution 8 and Resolution 9 as set out in this notice of annual general meeting dated 30 August 2021 (the “**AGM Notice**”) being passed, the total number of shares of the Company which are repurchased by Company under the authority granted pursuant to Resolution 9 as set out in the AGM Notice (up to a maximum of 10% of the total number of shares of the Company in issue as at the date of passing of Resolution 9 as set out in the AGM Notice) shall be added to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 8 as set out in the AGM Notice.”

By Order of the Board
Crown International Corporation Limited
Hung Man
Executive Director

Hong Kong, 30 August 2021

Executive Directors:

Ms. Hung Man (*Chief Executive Officer*)

Mr. Li Yong Jun (*Vice Chairman*)

Mr. Liu Hong Shen (*Vice Chairman*)

Mr. Meng Jin Long

Non-executive Director:

Mr. Sun Yu (*Chairman*)

Independent non-executive Directors:

Mr. He Dingding

Mr. Ren Guo Hua

Mr. Chen Fang

Mr. Wong Siu Hung, Patrick

Registered Office:

Suite 902, 9th Floor, Central Plaza

18 Harbour Road, Wanchai

Hong Kong

Notes:

1. Considering the outbreak of coronavirus disease 2019 (“COVID-19”) pandemic, certain measures will be implemented at the annual general meeting (the “AGM”) with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to wear a surgical face mask throughout the AGM within the AGM venue (no mask will be provided at the AGM venue); (ii) all attendees will be required to undergo mandatory body temperature screening; (iii) all attendees will be required to complete and submit health declaration form; (iv) seating will be arranged to ensure approximate social distancing; and (v) no corporate gifts and/or refreshments will be distributed. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. For details, all attendees of the AGM should read the section headed “Precautionary Measures for the Annual General Meeting” on pages i, ii and iii of the circular of the Company for the AGM dated 30 August 2021.

2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she/it is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his/her/its stead. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof (as the case may be).
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting to be convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote either in person or by proxy in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at any 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.
7. The transfer books and register of members of the Company will be closed from 27 September 2021 to 30 September 2021 (both dates inclusive), during which period no transfer of shares will be effected. The holders of shares whose name appears on the register of members of the Company on 30 September 2021 will be entitled to attend and vote at the annual general meeting. In order to qualify for the right to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, located at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 24 September 2021.

8. An explanatory statement containing further details regarding Resolution 9 above is set out in Appendix I to the circular of the Company dated 30 August 2021 of which this AGM Notice forms part.
9. With respect to Resolution 2, 3, 4 and 5 of this AGM Notice, Mr. Liu Hong Shen, Mr. Sun Yu, Mr. He Dingding and Mr. Wong Siu Hung, Patrick shall retire from the office of directorship and shall offer themselves for re-election at the annual general meeting in accordance with the Articles of Association. Details of the said Directors are set out in Appendix II to the circular of the Company dated 30 August 2021.
10. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
11. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.