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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 THE ADJOURNED SPECIAL GENERAL MEETING

References are made to the circular and notice (the “**SGM Notice**”) of the special general meeting (the “**SGM**”) of Chuang's Consortium International Limited (the “**Company**”) both dated 21 January 2022 and the form of proxy regarding the SGM (the “**Initial Proxy Form**”) and the announcement of the Company dated 14 February 2022 regarding the adjournment of the SGM.

NOTICE IS HEREBY GIVEN that the adjourned special general meeting (the “**Adjourned SGM**”) of the Company will be held on Friday, 4 March 2022 at 10:00 a.m. with the combination of a physical meeting at Unit 102–3, 1st Floor, Chuang's Tower, Nos. 30–32 Connaught Road Central, Central, Hong Kong and a virtual meeting online at <https://spot-meeting.tricor.hk/#/247> for the purpose of considering and, if thought fit, passing the following resolution (which is the same as the resolution set out in the SGM Notice):

ORDINARY RESOLUTION

“**THAT:**

- (i) the conditional sale and purchase agreement dated 20 December 2021 entered into amongst Chuang's Consortium International Limited and Fanus Limited (collectively “**Vendors**”) and VIA IV (BVI) Holdco 7 Ltd (“**Purchaser**”) (“**Sale and Purchase Agreement**”) (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 Vendors to the Purchaser of the entire issued share capital of each of Flying Dragon Limited and Sav Hospitality Limited and the entire amount of the shareholders' loans owing by each of Flying Dragon Limited and Sav Hospitality Limited to the Vendors immediately prior to the completion of the Sale and Purchase Agreement at an estimated consideration of approximately HK\$1,651.0 million (subject to adjustments in accordance with the terms and conditions of the Sale and Purchase Agreement) 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 Sale and Purchase Agreement and/or any variation, amendments or waiver of the terms of the Sale and Purchase Agreement.”

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

Hong Kong, 17 February 2022

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

Notes:

1. A member entitled to attend and vote at the Adjourned SGM 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. A new proxy form for the Adjourned SGM has been published on the website of the Company and has been despatched to the shareholders of the Company (the “**Shareholders**”) together with the notice of the Adjourned SGM (the “**New Proxy Form**”). Initial Proxy Forms which had been duly submitted before 10:00 a.m. on Sunday, 13 February 2022 (the “**Initial Closing Time**”) and were valid for the SGM will still be valid at the Adjourned SGM subject to the following:
 - (i) if no valid New Proxy Form is lodged at the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (the “**Branch Registrar**”) by a time not less than 48 hours before the time appointed for the Adjourned SGM (the “**New Closing Time**”), the Initial Proxy Form will be treated as a valid proxy for use at the Adjourned SGM if it is duly completed and signed together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof);
 - (ii) if a New Proxy Form is lodged with the Branch Registrar before the New Closing Time, the New Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by the relevant Shareholder. The New Proxy Form will be treated as a valid proxy form lodged by the relevant Shareholder for use at the Adjourned SGM, if duly completed and signed together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof); and
 - (iii) if the New Proxy Form is lodged with the Branch Registrar after the New Closing Time, or if lodged before the New Closing Time but is incorrectly completed, the appointment of proxy under the New Proxy Form will be invalid. The proxy so appointed by the relevant Shareholder under the Initial Proxy Form, if correctly completed, will be entitled to vote as if the New Proxy Form was not lodged with the Branch Registrar.

3. Any Shareholder who has not yet returned the Initial Proxy Form before the Initial Closing Time and wish to appoint a proxy to attend and vote at the Adjourned SGM should complete, sign and deposit the New Proxy Form together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) at the Branch Registrar before the New Closing Time. In this case, the Initial Proxy Form should not be lodged with the Branch Registrar and, if it is so lodged, such Initial Proxy Form will be considered invalid for use at the Adjourned SGM.
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. In light of the recent COVID-19 pandemic, the Adjourned SGM will be conducted in a hybrid manner with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the Adjourned SGM either (a) through the physical meeting at Unit 102–3, 1st Floor, Chuang’s Tower, Nos. 30–32 Connaught Road Central, Central, Hong Kong; or (b) through the e-Meeting system by visiting the website at <https://spot-emeeting.tricor.hk/#/247> (the “**e-Meeting System**”) by using their computers, tablet devices or smartphones. Shareholders attending the Adjourned SGM using the e-Meeting System will be deemed to be present at, and will be counted towards the quorum of the meeting.

Registered Shareholders will be able to attend the Adjourned SGM and vote through the e-Meeting System, and submit questions or comments online through the e-Meeting System or dial in the number (852) 2532 4290 to us and other shareholders. Each registered Shareholder’s personalized login and access code will be sent to him or her together with the dial-in details under separate copy around one week before the Adjourned SGM. In the case of joint registered holders of any share(s), only **ONE PAIR** of login and access code will be provided to the joint registered holders. Any one of such joint registered holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto. For corporate Shareholders who wish to attend the Adjourned SGM and to vote online, please contact the Branch Registrar at (852) 2975 0928 on or before 28 February 2022 for arrangement.

Non-registered Shareholders whose shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Adjourned SGM and vote through the e-Meeting System and submit questions or comments online through the e-Meeting System or dial in the number (852) 2532 4290 to us and other shareholders. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

6. Given the evolving COVID-19 pandemic, in order to prevent the spreading of COVID-19 and safeguard the health and safety of the Shareholders, the Company strongly recommends the Shareholders to attend the Adjourned SGM via the online option, or by appointing the chairman of the Adjourned SGM as their proxy to vote at the Adjourned SGM instead of attending in person. The Company will also be undertaking the following precautionary measures to safeguard the health and well-being of the Shareholders (or their proxies) who are attending the Adjourned SGM in person, including temperature screening, requiring all participants to wear surgical face mask (please bring your own), plus safe distancing measures for queue management and seating at the meeting venue. To reduce close contact between attendees at the Adjourned SGM physically, no food or beverages will be served at the venue and no souvenirs would be distributed. The Company may also deny any person who is subject to mandatory quarantine order imposed by the HKSAR Government or refuses to co-operate with the above precautionary measure or is detected to have a fever (i.e. over 37.3 °C) or exhibiting flu-like symptoms from entering the meeting venue. The Company also reserves the right to deny entry to the physical venue of the Adjourned SGM should such attendance by the Shareholders in person would contravene the applicable laws in Hong Kong.

7. For online voting at the Adjourned SGM, the Shareholders can refer to our separate letter to be sent to you and the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed therein) for details. If you have any queries on the above, please contact the Branch Registrar via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
8. Shareholders who wish to attend the Adjourned SGM and exercise their voting rights can be achieved in one of the following ways:
 - (i) attend the Adjourned SGM in person and vote via smartphones or designated mobile devices at the Adjourned SGM venue; or
 - (ii) attend the Adjourned SGM via e-Meeting System which enables live streaming and interactive platform for questions and answers and submit their voting online; or
 - (iii) appoint chairman of the Adjourned SGM or other persons as your proxy to vote on your behalf.
9. Your proxy's authority and instruction will be revoked if you attend and vote in person at the Adjourned SGM or via e-Meeting System.
10. The timetable for the book closure period remained the same as set out in the SGM Notice and any Shareholders whose names appeared on the register of members of the Company on 15 February 2022 shall be entitled to attend and vote at the Adjourned SGM.

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 or attend the Adjourned SGM online and vote via e-Meeting System 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 to the arrangements in respect of the Adjourned SGM and will issue further announcement(s) in this regard as and when appropriate.

As at the date of this notice, Mr. Albert Chuang Ka Pun, Mr. Richard Hung Ting Ho, Mr. Edwin Chuang Ka Fung, Miss Ann Li Mee Sum, Mrs. Candy Kotewall Chuang Ka 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.